



Ref. No. : WI: SEC: 2019
Date : August 08, 2019

National Stock Exchange of India Ltd
Corporate Action Department
Exchange Plaza, 5th floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051.
Fax :26598237/38, 66418126/25/24
SCRIP CODE : WALCHANNAG

BSE Ltd.,
Corporate Relations Department
1st floor, New Trading Ring,
Rotunda Bldg P. J. Tower,
Mumbai 400 001.
Fax:: 22723121/2039/2037
SCRIP CODE : 507410

Sub.: **Submission of Outcome of voting results of 110th AGM held on August 06, 2019.**

Ref.: **Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Consolidated Scrutinizer's Report (Remote E-voting Result and Ballot form process at the AGM Venue).**

Please find enclosed herewith Outcome of voting results of 110th Annual General Meeting held on August 06, 2019 as per Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 along with Consolidated Scrutinizer's Report (Remote E-voting Result and Ballot form process at the AGM Venue).

Please take the same on your record.

Thanking you,

Yours faithfully,

For **Walchandnagar Industries Ltd.,**

G. S. Agrawal
Vice President (Legal & Taxation) & Company Secretary

Encl.: As above



August 08, 2019

Outcome of Voting at Annual General Meeting (Pursuant to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Date of Annual General Meeting	August 06, 2019			
Book Closure Date	NA			
Total Number of Shareholders as on cut off date i.e. July 30, 2019 (cut off date for e-voting)	61804			
Number of Shareholders present in the Meeting either in Person or through Proxy	Promoters & Promoter Group		Public	
	In Person	Through Proxy	In Person	Through Proxy
	8	0	86	6
Number of Shareholders attended the Meeting through Video Conferencing	Promoters & Promoter Group		Public	
	Not Applicable		Not Applicable	

Agenda (Resolution Wise)

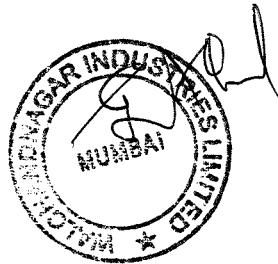
The mode of voting for all the resolutions was:

- 1) Remote e-voting conducted between August 03, 2019 to August 05, 2019; and
- 2) Ballot form process conducted at the AGM Venue.

Given below are the Resolution wise combined results of Remote e-voting and ballot form process conducted at the AGM Venue :

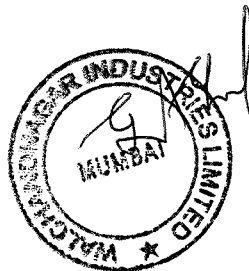
Walchandnagar Industries Limited

Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2019 together with the Reports of Board of Directors and Auditors thereon.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	20938613	20938613	100.0000	20938613	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20938613	100.0000	20938613	0	100.0000	0.0000
Public Institutions	E-Voting	1374163	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	15757429	4617	0.0293	4615	2	99.9567	0.0433
	Poll		89203	0.5661	89203	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93820	0.5954	93818	2	99.9979	0.0021
Total		38070205	21032433	55.2464	21032431	2	100.0000	0.0000



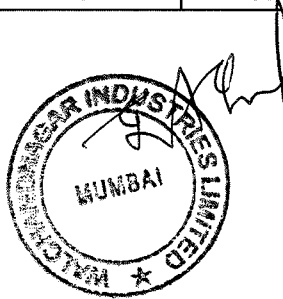
Walchandnagar Industries Limited

Resolution Required : (Ordinary)		2 - To appoint a Director in place of Mr. Chakor L. Doshi (DIN: 00210949) Director, who retires by rotation at 110th Annual General Meeting and, being eligible, offers himself for re-appointment.						
Whether promoter/ promoter group are interested in the agenda/resolution?		YES						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	20938613	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	1374163	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	15757429	4617	0.0293	4615	2	99.9567	0.0433
	Poll		89203	0.5661	89203	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93820	0.5954	93818	2	99.9979	0.0021
Total		38070205	93820	0.2464	93818	2	99.9979	0.0021



Walchandnagar Industries Limited

Resolution Required : (Special)			3 - To appoint Dr. Anil Kakodkar (DIN: 03057596), as an Independent Director for second term.					
Whether promoter/ promoter group are interested in the agenda/resolution?			NO					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
			[1]	[2]	[3]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100
Promoter and Promoter Group	E-Voting	20938613	20938613	100.0000	20938613	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20938613	100.0000	20938613	0	100.0000	0.0000
Public Institutions	E-Voting	1374163	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	15757429	4617	0.0293	4614	3	99.9350	0.0650
	Poll		89203	0.5661	89203	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93820	0.5954	93817	3	99.9968	0.0032
Total		38070205	21032433	55.2464	21032430	3	100.0000	0.0000

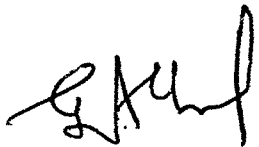
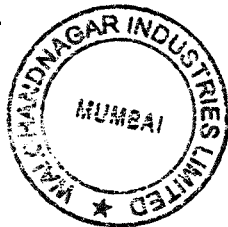


Walchandnagar Industries Limited

Resolution Required : (Ordinary)		4 - Ratification of Remuneration of M/s. S.R. Bhargave & Co., Cost Accountant, Pune, for the Financial Year 2019-20.						
Whether promoter/ promoter group are interested in the agenda/resolution?		NO						
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes –Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100	[7]={[5]/[2]}*100
Promoter and Promoter Group	E-Voting	20938613	20938613	100.0000	20938613	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		20938613	100.0000	20938613	0	100.0000	0.0000
Public Institutions	E-Voting	1374163	0	0.0000	0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	15757429	4617	0.0293	4615	2	99.9567	0.0433
	Poll		89203	0.5661	89203	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		93820	0.5954	93818	2	99.9979	0.0021
Total		38070205	21032433	55.2464	21032431	2	100.0000	0.0000

As per the consolidated results of e-voting and poll on Item No. 1 to Item No. 7 of the Notice of the Annual General Meeting, all the Resolutions are passed by requisite majority.

For Walchandnagar Industries Ltd.

G. S. Agrawal
Vice President (Legal & Taxation) & Company Secretary

V. N. DEODHAR & CO.

Company Secretaries

V. N. DEODHAR

B.Com (Hons), B.A.LL.B. (Gen.) F.C.S.

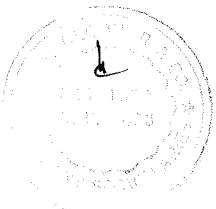
4/3, 'Radha', 1st Floor,
Shastri Hall, Grant Road (W),
Mumbai - 400 007.
Tel. : 2385 0364
Fax : 2386 1708
Email : vndeodhar@gmail.com

REPORT OF SCRUTINIZER ON E-VOTING PROCESS AND PHYSICAL BALLOT PROCESS OF WALCHANDNAGAR INDUSTRIES LIMITED FOR ITS 110TH ANNUAL GENERAL MEETING

To,
The Chairman,
Walchandnagar Industries Limited
3, Walchand Terraces,
Tardeo Road,
Mumbai-400 034.
Corporate Identity Number (CIN): L74999MH1908PLC000291

I, V. N. Deodhar, proprietor of M/s V. N. Deodhar & Co., Company Secretaries having office at 4/3 Radha, 1st Floor, Shastri Hall, Grant Road (West), Mumbai 400007 was appointed as Scrutinizer for the purpose of scrutinizing the E-voting process and Physical Ballot Process in a fair and transparent manner for the resolutions to be passed at the 110th Annual General Meeting of the company held on Tuesday, 6th August, 2019 at 4.00 P.M. at Walchand Hirachand Hall, Indian Merchants' Chambers Building, Churchgate, Mumbai-400020 and ascertaining the requisite majority on E-voting as well as Physical Ballot carried out as per provisions of the Companies Act, 2013 ("the Act") and Sub rule (xi) of Rule 20 of the Companies (Management and Administration) Rule, 2014 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company sought approval of Members to the Resolutions via E- Voting and Physical Ballot Process:

1. The E-voting period commenced at 9.00 a.m. on August 03, 2019 and ended at 5.00 p.m. on August 05, 2019. The E-voting module was disabled by CDSL for voting thereafter.
2. Voting rights were on the paid-up value of shares registered in the name of the member as on the Cut Off date i.e. July 30, 2019.
3. The Shareholder holding shares as on the "Cut Off" date i.e. July 30, 2019 were entitled to vote on the proposed 4 (Four) Resolutions as mentioned in the Notice of the 110th Annual General Meeting of the Company.
4. At the venue of the 110th Annual General Meeting of the Company held on 6th August, 2019, the facility to vote through Physical Ballot was provided to facilitate those members present in the meeting and had not participated in the Remote E-voting to record their votes.



5. After the voting at the Annual General Meeting was concluded the locked Ballot Box was opened in my presence and in presence of two witnesses, as mentioned below, and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
6. After tabulating the votes cast at the venue of the Annual General Meeting through Physical Ballot, the votes cast through Remote E-voting were unblocked in the presence of two witnesses, namely, CA Hrushikesh V. Deodhar and Mr. Santosh Mahadeo Kelkar who acted as witnesses and who are not in employment of the Company.
7. Thereafter I as scrutinizer duly compiled the details of Remote E-voting done by the members and the voting done by Physical Ballot at the venue of the Annual General Meeting, the details of which are as follows:

Details	Remote E-voting	Voting through Physical Ballot at AGM	Total Voting
Number of members who cast their votes	34	32	66
Total number of shares held by them	20943230	89203	21032433
Valid Votes	As per details provided under each one of the resolution(s) mentioned hereunder.		
Invalid Votes	As per details provided under each one of the resolution(s) mentioned hereunder.		

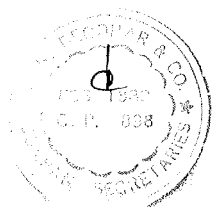
We Submit our Report as Under:

The result of E- Voting and Physical Ballot Process for Resolution No.1 to 4 is as under:

RESOLUTION No.1

1. To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2019 together with the Reports of Board of Directors and Auditors thereon.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	
Total Votes through remote e- voting	20943228	99.9999	2	0.0001	Nil
Voting at the meeting through Physical Ballot	89203	100	0	0	Nil
Total	21032431	99.9999	2	0.0001	Nil



RESOLUTION No.2

2. To appoint a Director in place of Mr. Chakor L. Doshi (DIN: 00210949) Director, who retires by rotation at 110th Annual General Meeting and, being eligible, offers himself for re-appointment.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through remote e-voting	4615	99.9567	2	0.0433	Nil
Voting at the meeting through Physical Ballot	89203	100	0	0	Nil
Total	93818	99.9979	2	0.0021	Nil

RESOLUTION No.3

3. To appoint Dr. Anil Kakodkar (DIN: 03057596), as an Independent Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a **Special Resolution**:

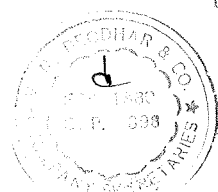
“RESOLVED THAT pursuant to Section 149, 152 and other applicable provisions of the Companies Act, 2013 (Act) and the rules made thereunder read with Schedule IV of the Act and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modifications or re-enactment thereof and any rules made thereunder, for the time being in force), Dr. Anil Kakodkar (DIN: 03057596), Independent Director be and is hereby re-appointed as an Independent Director of the Company to hold office from the conclusion of 110th Annual General Meeting till the conclusion of Annual General Meeting to be held in the year 2024, not liable to retire by rotation.

“RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through remote e-voting	20943227	99.9999	3	0.0001	Nil
Voting at the meeting through Physical Ballot	89203	100	0	0	Nil
Total	21032430	99.9999	3	0.0001	Nil

RESOLUTION No.4

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:



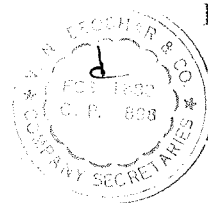
“RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions. if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) the Company hereby ratifies and confirms the remuneration of Rs.3,00,000 (Rupees Three Lacs Only) per annum plus GST as applicable and reimbursement of actual travel and out-of-pocket expenses to M/s. S. R. Bhargave & Co., Cost Accountant, Pune (Regn. No.000218) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending 31st March 2020.

“RESOLVED FURTHER THAT Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	
Total Votes through remote e- voting	20943228	99.9999	2	0.0001	Nil
Voting at the meeting through Physical Ballot	89203	100	0	0	Nil
Total	21032431	99.9999	2	0.0001	Nil

All the resolutions mentioned in the notice of the Annual General Meeting dated May 21, 2019 stand passed under Remote E-voting and voting conducted at the Annual General Meeting through Physical Ballot with the requisite majority and hence deemed to be passed as on the date of Annual General Meeting.

For V.N. DEODHAR & Co.,



V N DEODHAR
PROP.

Place: Mumbai
Dated: 6th August, 2019

The following were the witnesses to the unblocking of votes cast through Remote E-voting.

(CA. HRUSHIKESH V. DEODHAR)

(SANTOSH M. KELKAR)