

**WALCHANDNAGAR INDUSTRIES LIMITED**

Walchandnagar: 413 114, Dist Pune, Maharashtra, India

Tel: 02118- 307100 / 252 235 Fax: 02118- 252 358

Website: www.walchand.com Email: wil@walchand.com

Ref. No. : WIL:SEC:2021

Date : August 16, 2021

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 112th AGM held on August 14, 2021.**Ref.: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Consolidated Scrutinizers Report (Remote E-voting Result and E-voting during the AGM).**

Please find enclosed herewith Outcome of voting results of 112th Annual General Meeting held on August 14, 2021 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 E-voting during the AGM).

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

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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 14, 2021			
Record Date	06-08-2021			
Total Number of Shareholders as on cut off date i.e. August 06, 2021 (cut off date for e-voting)	63318			
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
	NOT APPLICABLE		NOT APPLICABLE	
Number of Shareholders attended the Meeting through Video Conferencing	Promoters & Promoter Group		Public	
	5		62	

Agenda (Resolution Wise)

The mode of voting for all the resolutions was:

- 1) Remote e-voting conducted between August 11, 2021 to August 13, 2021; and
- 2) E- Voting during the AGM.

Given below are the Resolution wise combined results of Remote e-voting and e-voting conducted in the AGM:

For Walchandnagar Industries Ltd.**G. S. Agrawal****Vice President (Legal & Taxation) & Company Secretary**

Walchandnagar Industries Limited								
Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2021 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	19035123	18642033	97.9349	18642033	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		18642033	97.9349	18642033	0	100.0000	0.0000
Public Institutions	E-Voting	98715	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	18936367	71744	0.3789	70900	844	98.8236	1.1764
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		71744	0.3789	70900	844	98.8236	1.1764
Total		38070205	18713777	49.1560	18712933	844	99.9955	0.0045

For Walchandnagar Industries Ltd.

G. S. Agrawal

Vice President (Legal & Taxation) & Company Secretary

Walchandnagar Industries Limited								
Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. G. K. Pillai (DIN: 01537184) Director, who retires by rotation at 112th Annual General Meeting and, being eligible, offers himself for re-appointment.					
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]	$[3]=\frac{[2]}{[1]}*100$	[4]	[5]	$[6]=\frac{[4]}{[2]}*100$	$[7]=\frac{[5]}{[2]}*100$
Promoter and Promoter Group	E-Voting	19035123	18642033	97.9349	18642033	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		18642033	97.9349	18642033	0	100.0000	0.0000
Public Institutions	E-Voting	98715	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	18936367	63674	0.3363	62640	1034	98.3761	1.6239
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		63674	0.3363	62640	1034	98.3761	1.6239
Total		38070205	18705707	49.1348	18704673	1034	99.9945	0.0055

For Walchandnagar Industries Ltd.

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

Walchandnagar Industries Limited								
Resolution Required : (Special)		3 - To avail the Professional Services of Mr. G. K. Pillai as Advisor / Consultant for a further period of One Year w.e.f. April 01, 2021.						
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	19035123	18642033	97.9349	18642033	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		18642033	97.9349	18642033	0	100.0000	0.0000
Public Institutions	E-Voting	98715	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	18936367	63614	0.3359	61189	2425	96.1879	3.8121
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		63614	0.3359	61189	2425	96.1879	3.8121
Total		38070205	18705647	49.1346	18703222	2425	99.9870	0.0130

For Walchandnagar Industries Ltd.

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

Walchandnagar Industries Limited								
Resolution Required : (Special)			4 - To approve ratification of remuneration of Cost Auditor of Company for Financial Year ending March, 2022.					
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	19035123	18642033	97.9349	18642033	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		18642033	97.9349	18642033	0	100.0000	0.0000
Public Institutions	E-Voting	98715	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	18936367	63614	0.3359	62530	1084	98.2960	1.7040
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		63614	0.3359	62530	1084	98.2960	1.7040
Total		38070205	18705647	49.1346	18704563	1084	99.9942	0.0058

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 1709

E-mail : vndeodhar@gmail.com

REPORT OF SCRUTINIZER ON E-VOTING PROCESS AND VOTING PROCESS AT AGM OF WALCHANDNAGAR INDUSTRIES LIMITED FOR ITS 112TH 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 have been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the remote E-voting process and voting Process at the 112th Annual General Meeting in a fair and transparent manner for the business contained in the Notice 112th Annual General Meeting of the company held on Saturday, 14th August, 2021 at 5.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and ascertaining the requisite majority on E-voting as well as voting process carried out as per the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with sub rule (xi) of Rule 20 of the Companies (Management and Administration) Rules, 2014 read with Amendments made thereto, read with MCA General circular No. 14/2020 dated April 8, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 20/2020 dated May 5, 2020, MCA General Circular No. 22/2020 dated June 15, 2020, MCA General Circular No. 33/2020 dated September 28, 2020, MCA General Circular No. 39/2020 dated December 31, 2020, MCA General Circular No. 02/2021 dated January 13, 2021 and the provisions of Regulation 44 of the Securities and Exchange Board of AIndia (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

The Company sought approval of Members to the Resolutions through e-voting and e-voting system at Annual General meeting:

1. The E-voting period commenced at 9.00 a.m. on August 11, 2021 and ended at 5.00 p.m. on August 13, 2021. The E-voting module was disabled by NSDL 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. August 6, 2021.



3. The Shareholder holding shares as on the “Cut Off” date i.e. August 6, 2021 were entitled to vote on the proposed 4 (Four) Resolutions as mentioned in the Notice of the 112th Annual General Meeting of the Company.
4. The facility of voting through e-voting system during the AGM 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 conclusion of the Annual General Meeting the votes cast through remote e-voting and e-voting during the AGM were unblocked in the presence of two witnesses, namely, Mr. Hrushikesh V. Deodhar and Mr. Ajit V. Ukidwe, who acted as witnesses and who are not in employment of the Company.
6. Thereafter I as scrutinizer duly compiled the details of Remote E-voting done by the members and the voting done during the Annual General Meeting. The details of which are as follows:

The result of E- Voting and voting at the meeting through e-voting system for Resolution No.1 to 4 is as under:

ORDINARY BUSINESS

RESOLUTION No.1

1. To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2021 together with the Reports of Board of Directors and Auditors thereon.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution	
	Nos.	%	Nos.	%
Total Votes through Remote E-voting	18712109	99.9955	844	0.0045
Voting at the meeting through e-voting system	824	100	0	0
Total	18712933	99.9955	844	0.0045



RESOLUTION No.2

- 2, To appoint a Director in place of Mr. G. K. Pillai (DIN: 01537184) Director, who retires by rotation at 112th Annual General Meeting and, being eligible, offers himself for re-appointment.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution	
	Nos.	%	Nos.	%
Total Votes through Remote E-voting	18703849	99.9945	1034	0.0055
Voting at the meeting through e-voting system	824	100	0	0
Total	18704673	99.9945	1034	0.0055

SPECIAL BUSINESS

RESOLUTION No.3

Special Resolution:

3. To avail the Professional Services of Mr. G. K. Pillai as Advisor / Consultant for a further period of One Year w.e.f. April 01, 2021 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 the provisions of Sections 188 /197 and all other applicable provisions if any, of the Companies Act, 2013 and pursuant to the Rules notified there under, consent of the Members of the Company be and is hereby accorded to appoint Mr. G. K. Pillai, as Advisor / Consultant to the Company, for a further period of one year w.e.f. April 01, 2021 on payment of Consultancy Fee of Rs. 1,50,000/- per month plus expenses on traveling, lodging and boarding & reimbursement of incidental and out of pocket expenses on actual basis and reimbursement of GST, if applicable.

RESOLVED FURTHER THAT Mr. Chakor L. Doshi, Chairman of the Board be and is hereby authorized to finalize the detailed terms & conditions of Mr. G. K. Pillai’s appointment as Advisor / Consultant to the Company.

RESOLVED FURTHER THAT Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary be and is hereby authorized to file the necessary Form, if any, with Ministry of Corporate Affairs.



Manner of voting	Votes in favour of the Resolution		Votes against the Resolution	
	Nos.	%	Nos.	%
Total Votes through Remote E-voting	18702398	99.9870	2425	0.0130
Voting at the meeting through e-voting system	824	100	0	0
Total	18703222	99.9870	2425	0.0130

RESOLUTION No.4**Ordinary Resolution**

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 March 2022.

RESOLVED FURTHER THAT Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary be and is hereby authorised to do all acts an/d 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	
	Nos.	%	Nos.	%
Total Votes through Remote E-voting	18703739	99.9942	1084	0.0058
Voting at the meeting through e-voting system	824	100	0	0
Total	18704563	99.9942	1084	0.0058



All the resolutions mentioned in the notice of the Annual General Meeting dated June 29, 2021 stand passed under Remote E-voting and voting conducted at the Annual General Meeting through e-voting system with the requisite majority and hence deemed to be passed as on the date of Annual General Meeting.

**For V.N. DEODHAR & Co.,
COMPANY SECRETARIES**

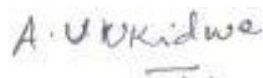


**V N DEODHAR
PROP.
FCS NO.1880
C.P. No. 898**

**UDIN: F001880C000789304
Place: Mumbai
Dated: 15th August,2021**

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


(CA. HRUSHIKESH V. DEODHAR)


(AJIT V UKIDWE)