

V. N. DEODHAR & CO.

Company Secretaries

V.N.DEODHAR

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

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**REPORT OF SCRUTINIZER
ON E-VOTING PROCESS AND VOTING PROCESS AT AGM OF
WALCHANDNAGAR INDUSTRIES LIMITED
FOR ITS 113TH 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 113th Annual General Meeting in a fair and transparent manner for the business contained in the Notice of 113th Annual General Meeting of the company held on Wednesday, 28th September, 2022 at 4.00 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 India (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 September 25, 2022 and ended at 5.00 p.m. on September 27, 2022. 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. September 21, 2022.
3. The Shareholder holding shares as on the “Cut Off” date i.e. September 21, 2022 were entitled to vote on the proposed 9 (Nine) Resolutions as mentioned in the Notice of the 113th 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 9 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, 2022 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	11516213	99.8232	20402	0.1768
Voting at the meeting through e-voting system	1478	57.8927	1075	42.1073
Total	11517691	99.8139	21477	0.1861



RESOLUTION No.2

2. To appoint a Director in place of Mr. Chakor L. Doshi (DIN: 00210949) Director, who retires by rotation at 113th 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	87487	81.0665	20433	18.9335
Voting at the meeting through e-voting system	1478	57.8927	1075	42.1073
Total	88965	80.5310	21508	19.4690

3. To consider and approve the Re-appointment of Statutory Auditors of the Company and fix their remuneration.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution	
	Nos.	%	Nos.	%
Total Votes through Remote E-voting	11516693	99.9725	3163	0.0275
Voting at the meeting through e-voting system	1478	57.8927	1075	42.1073
Total	11518171	99.9632	4238	0.0368

SPECIAL BUSINESS

RESOLUTION No.4

Special Resolution:

4. To authorize to renew the consultancy contract with Mr. Chakor L. Doshi.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution	
	Nos.	%	Nos.	%
Total Votes through Remote E-voting	87497	81.0758	20423	18.9242
Voting at the meeting through e-voting system	1478	57.8927	1075	42.1073
Total	88975	80.5400	21498	19.4600



RESOLUTION No.5

Ordinary Resolution

5. To appoint Mr. Jayesh Dadia (DIN:0053633), as an Independent Director of the Company.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution	
	Nos.	%	Nos.	%
Total Votes through Remote E-voting	11517702	99.8361	18913	0.1639
Voting at the meeting through e-voting system	1478	57.8927	1075	42.1073
Total	11519180	99.8268	19988	0.1732

RESOLUTION No.6

Ordinary Resolution

6. To ratify and confirm 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.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution	
	Nos.	%	Nos.	%
Total Votes through Remote E-voting	11517603	99.9804	2253	0.0196
Voting at the meeting through e-voting system	1478	57.8927	1075	42.1073
Total	11519081	99.9711	3328	0.0289



RESOLUTION No.7**Ordinary Resolution**

7. To appoint Mr. Giriraj Sharan Agrawal (DIN:00404340), as an Whole Time Director of the Company

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution	
	Nos.	%	Nos.	%
Total Votes through Remote E-voting	11517702	99.9813	2154	0.0187
Voting at the meeting through e-voting system	1478	57.8927	1075	42.1073
Total	11519180	99.9720	3229	0.0280

RESOLUTION No.8**Special Resolution**

8. To consider and approve material related party transaction of subrogated debt owed by the company to the promoters / promoters group.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution	
	Nos.	%	Nos.	%
Total Votes through Remote E-voting	86508	80.1594	21412	19.8406
Voting at the meeting through e-voting system	1478	57.8927	1075	42.1073
Total	87986	79.6448	22487	20.3552



RESOLUTION No.9

Special Resolution

9. To consider and approve issue of Equity Shares on Preferential Basis.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution	
	Nos.	%	Nos.	%
Total Votes through Remote E-voting	86168	94.5229	4993	5.4771
Voting at the meeting through e-voting system	1478	57.8927	1075	42.1073
Total	87646	93.5250	6068	6.4750

All the resolutions mentioned in the notice of the Annual General Meeting dated August 29, 2022 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: F001880D001080980

Place: Mumbai

Dated: 29th September, 2022

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

(CA. HRUSHIKESH V. DEODHAR)

(AJIT V UKIDWE)