

# 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 111<sup>TH</sup> 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 111<sup>th</sup> Annual General Meeting in a fair and transparent manner for the business contained in the Notice 111<sup>th</sup> Annual General Meeting of the company held on Friday, 14th August, 2020 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 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 August 11, 2020 and ended at 5.00 p.m. on August 13, 2020. 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 7, 2020.



3. The Shareholder holding shares as on the “Cut Off” date i.e. August 7, 2020 were entitled to vote on the proposed 7 (Seven) Resolutions as mentioned in the Notice of the 111<sup>th</sup> 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 No1 to 7 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, 2020 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.
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	161	20984332	99.99	5	1737	0.01	0
Voting at the meeting through e-voting system	1	1	100	0	0	0	0
<b>Total</b>	<b>162</b>	<b>20984333</b>	<b>99.99</b>	<b>5</b>	<b>1737</b>	<b>0.01</b>	<b>0</b>



**RESOLUTION No.2**

2. To appoint a Director in place of Mr. Chakor L. Doshi (DIN: 00210949) Director, who retires by rotation at 111<sup>th</sup> Annual General Meeting and, being eligible, offers himself for re-appointment.

Manner of voting	Votes in favour of the Resolution			No. of Members	Votes against the Resolution		Invalid votes Nos.
	No. of Members	Nos.	%		Nos.	%	
Total Votes through Remote E-voting	147	43374	91.40	8	4082	8.60	0
Voting at the meeting through e-voting system	1	1	100	0	0	0	0
<b>Total</b>	<b>148</b>	<b>43375</b>	<b>91.40</b>	<b>8</b>	<b>4082</b>	<b>8.60</b>	<b>0</b>

**SPECIAL BUSINESS**

**RESOLUTION No.3**

**Ordinary Resolution:**

3. To appoint Mr. Chirag C. Doshi (DIN: 00181291), as Managing Director & CEO

Manner of voting	Votes in favour of the Resolution			No. of Members	Votes against the Resolution		Invalid votes Nos.
	No. of Members	Nos.	%		Nos.	%	
Total Votes through Remote E-voting	146	43219	91.07	9	4237	8.93	0
Voting at the meeting through e-voting system	1	1	100	0	0	0	0
<b>Total</b>	<b>147</b>	<b>43220</b>	<b>91.07</b>	<b>9</b>	<b>4237</b>	<b>8.93</b>	<b>0</b>



**RESOLUTION No.4**

**Ordinary Resolution**

4. To appoint Mrs. Rupal Vora (DIN: 07096253), as a Non – Executive Independent Director:

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes Nos.
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	156	20980782	99.98	9	4137	0.02	0
Voting at the meeting through e-voting system	1	1	100	0	0	0	0
<b>Total</b>	<b>157</b>	<b>20980783</b>	<b>99.98</b>	<b>9</b>	<b>4137</b>	<b>0.02</b>	<b>0</b>

**RESOLUTION No.5**

**Special Resolution:**

5. To avail the Professional Services of Mr. G. K. Pillai as Advisor / Consultant for a period of One Year w.e.f. April 01, 2020:

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes Nos.
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	155	20979832	99.98	10	5087	0.02	0
Voting at the meeting through e-voting system	1	1	100	0	0	0	0
<b>Total</b>	<b>156</b>	<b>20979833</b>	<b>99.98</b>	<b>10</b>	<b>5087</b>	<b>0.02</b>	<b>0</b>



**RESOLUTION No.6**

**Special Resolution:**

6. To consider and approve 'WIL - Employees Stock Option Plan 2020:

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes
	No. of Members	Nos.	%	No. of Members	Nos.	%	Nos.
Total Votes through Remote E-voting	157	20981047	99.98	8	3872	0.02	0
Voting at the meeting through e-voting system	1	1	100	0	0	0	0
<b>Total</b>	<b>158</b>	<b>20981048</b>	<b>99.98</b>	<b>8</b>	<b>3872</b>	<b>0.02</b>	<b>0</b>

**RESOLUTION No.7**

**Ordinary Resolution:**

To approve ratification of remuneration of Cost Auditor of Company for the Financial Year ending March 2021

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes
	No. of Members	Nos.	%	No. of Members	Nos.	%	Nos.
Total Votes through Remote E-voting	158	20981082	99.98	6	3737	0.02	0
Voting at the meeting through e-voting system	1	1	100	0	0	0	0
<b>Total</b>	<b>159</b>	<b>20981083</b>	<b>99.98</b>	<b>6</b>	<b>3737</b>	<b>0.02</b>	<b>0</b>



All the resolutions mentioned in the notice of the Annual General Meeting dated June 26, 2020 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:FOO1880B000583661**

**Place: Mumbai**

**Dated: 16<sup>th</sup> August,2020**

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

**(CA. HRUSHIKESH V. DEODHAR)**

**(AJIT V UKIDWE)**