

**WALCHANDNAGAR INDUSTRIES LIMITED**

Regd. Office :- 3, Walchand Terraces, Tardeo Road,
Mumbai 400 034. India. • Ph. : 40287109 Fax : 2363 4527

Ref. No. : WI:SEC:2013

Date : 25.02.2013

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

Bombay Stock Exchange Ltd.,
Corporate Relations Department
1st floor, New Trading Ring,
Rotunda Bldg P.J. Tower,
Mumbai 400 001
Fax:: 22723121/2039/2037

Dear Sirs,

Sub: Submission of Minutes of Annual General Meeting held on 31.01.2013

Please find enclosed herewith the certified true copy of Minutes of Annual General Meeting of the Company held on Thursday, 31.01.2013 for your perusal and 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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WALCHANDNAGAR INDUSTRIES LIMITED

Minutes of 104th Annual General Meeting of Walchandnagar Industries Ltd. held at Walchand Hirachand Hall, Indian Merchants' Chamber Building, Churchgate, Mumbai - 400 020 on Thursday, 31st January, 2013 at 4:00 p.m.

DIRECTORS PRESENT

Mr. Chakor L. Doshi	Chairman
Mr. Dilip J. Thakkar	Director
Mr. A.U. Rijhsinghani	Director
Dr. Anil Kakodkar	Director
Mr. G. N. Bajpai	Director
Mr. G. K. Pillai	Managing Director & CEO
Mr. Chirag C Doshi	Managing Director

In attendance :

Mr. G. S. Agrawal	Vice President (Legal & Taxation) & Company Secretary
Mr. Hari Narayan	President (Finance & Commercial)
Mr. M. H. Purwat	Sr. Vice President (Finance)
Mr. G. M. Nadkarni	Sr. General Manager (Finance)

Members present in person	:	155
Members present by proxy	:	21

1. Mr. Chakor L. Doshi, Chairman took the chair and welcomed the Shareholders / Members to the 104th Annual General Meeting.
2. The Chairman stated that the Annual Report and the Notice convening the meeting were already in the hands of the Shareholders and with the consent of members present, the Notice of 104th Annual General Meeting was taken as read.
3. The Chairman then asked Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary to read the Auditors' Report for the year ended 30th September, 2012. Company Secretary read the Auditors' Report.
4. The Chairman informed the members that Register of Directors' shareholding and the Register of Proxies were placed on the table. The Chairman also informed the members that the Company had received 21 proxies representing 2,10,54,837 (55.31%) of votes, all were in favour of the Management.
5. The Chairman introduced the new Managing Director & CEO Mr. G. K. Pillai and other Directors, Company Secretary and Senior Executives who were present at the meeting, to the members.
6. The Chairman informed the members that since his statement was already circulated with Annual Report, the same may be taken as read.
7. **RESOLUTION NO. 1 – Adoption of Audited Annual Accounts.**

The Chairman thereafter moved the following Resolution, which was seconded by Mr. Chirag C. Doshi.

"RESOLVED THAT the Audited Balance Sheet as at 30th September, 2012 and Statement of Profit & Loss for the year ended as on that date together with the Directors' and Auditors' Reports thereon be and are hereby received, considered and adopted."

CHAIRMAN'S INITIALS

Prepared by BK

Verified by GSA

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For WALCHANDNAGAR INDUSTRIES LTD.,S. S. Agrawal
Vice-President (Legal & Taxation) & Company Secretary

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After the Resolution was duly proposed and seconded, the Chairman invited queries / comments from the shareholders on the Audited Annual Accounts of the Company for the year ended 30th September, 2012.

Thereafter, the following members expressed their views and offered comments on the Audited Annual Accounts and also put forward certain suggestions

- | | |
|-------------------------------------|------------------------------------|
| (1) Mrs. Ashalata Maheshwari | (2) Mr. Zahur Ismail Manlyar |
| (3) Mr. Arvind Vijayakar | (4) Mr. Davar Tehmtan Maneckjee |
| (5) Mr. Jitendra S. Sanghavi | (6) Mr. Hariram Chaudhary |
| (7) Mr. Sharadkumar Shah | (8) Mr. Joseph B. Martins |
| (9) Mr. Michael Martins | (10) Mrs. Celestine E. Mascarenhas |
| (11) Mr. Babulal Parekh | (12) Mr. Dinesh Bhatia |
| (13) Mrs. Smita Shah | (14) Mr. Hiren A. Vyas |
| (15) Mr. Hutokshi A. Patel | (16) Mr. Beruz Feramroz Pouredahi |
| (17) Mr. Bharat Pratapsinh Negandhi | |

The following suggestions / observations / comments were offered by the members and certain information mentioned below was also sought for:-:

- i. Welcomed Mr. G. K. Pillai as Managing Director & Chief Executive Officer of the Company and praised contribution made by ex-managing Director & CEO Mr. J. L. Deshmukh.
- ii. Complimented for transparent, informative, cost effective Balance Sheet for the year ended 30th September, 2012.
- iii. Appreciated for maintaining same rate of dividend of 50 % in spite of less profit during the Financial Year 2011-2012.
- iv. Wanted to know about MOU entered with Atomenergomash and Atomstroyexport, Russia and the present status of the said MOU.
- v. Complimented for Corporate Social Responsibility activities carried out by the Company.
- vi. Wanted to know about Company's immediate Competitors in Nuclear Power, Aero-Space, Defense field.
- vii. Commented on increase in Export and wanted to know to which country the Company exports and which market do the company cover.
- viii. Commented on low profit in Foundry Division.
- ix. Commented on future Growth in Missile Division.
- x. Suggested for Issue of Bonus shares
- xi. Wanted to know details of Order Book Position as on the date.
- xii. Wanted to know Capital Expenditure programme for current year.
- xiii. Commented on lower Profit Before Tax and After Tax.
- xiv. Wanted to know current Export Order position.
- xv. Complimented on employees contribution for growth of the Company.
- xvi. Suggested to waive requirement of surrendering old share certificate for issue of fresh split share certificate.
- xvii. Wanted to know no. of Annual Report sent electronically.
- xviii. Requested for Factory visit
- xix. Wanted to know about Exceptional Item mentioned in Statement of Profit & Loss.
- xx. Wanted to know Cost of printing of Annual Report / number of copies printed.
- xxi. Suggested for introducing young generation on the Board of Director of the Company.
- xxii. Wanted to know whether Company's shares will be listed on new Exchange called MCX-SX.
- xxiii. Wanted to know about total area of Land at Walchandnagar, Satara and commented unlocking the value of land at Walchandnagar and Satara.
- xxiv. Commented on Technology upgradation.



CHAIRMAN'S INITIALS

Prepared by BK



Verified by GSA



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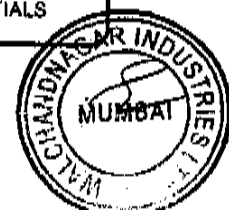

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- xxv. Wanted to know about the Risk factor in Aerospace, Nuclear business.
- xxvi. Commented on low market rate of the shares of the Company.
- xxvii. Commented on low Return on Networth.
- xxviii. Commented on compulsory distribution of 33% of the Net Profit as Dividend to shareholders.
- xxix. Wanted to know the reason for increase in Short Term borrowing and reduction in long term borrowing.
- xxx. Commented on enhancement in Promoters holding in the Company / Buy Back of Shares.

The Chairman then made the following observations on the points raised by the Shareholders.

- i. The Chairman thanked the shareholders for their appreciation to the Management for their contribution in the growth of the Company.
- ii. The Chairman informed to the members that the Company is into Export business since three decades. The Company has seen continuously exploring opportunities to increase export in various countries like South East Asia, Africa, Middle East countries, Latin America etc.
- iii. The Chairman informed to the members that the Order book position is lower than earlier years due to slow down in Capital Goods Industry, Infrastructure Oriented Industry. The Order Book Position as on 31.12.2012 is around Rs. 1400 crores. The Chairman explained to the members that the Company is making continuous efforts to improve the Turnover and Profitability of the Company.
- iv. The Chairman informed to the members that the Board will invite suitable young directors at appropriate time who can add value and contribute in the growth of the Company.
- v. The Chairman informed to the members that at appropriate time proposal for issue of Bonus shares will be put to the Board for consideration.
- vi. The Chairman informed to the members that the cost of printing Annual Report per copy is Rs. 8.99 and 65,000 copies were printed.
- vii. The Chairman informed to the members that out of total 83,592 shareholders, 21,839 shareholders were sent Annual Report electronically.
- viii. The Chairman informed to the members that the Company will consider organizing the factory visit at an appropriate time.
- ix. The Chairman informed to the members that the Company will examine the legal position for issue of fresh split certificate without surrendering the old Rs. 10 share certificate.
- x. The Chairman explained to the members that unlocking the value of land at Walchandnagar and Satara is not feasible at this stage. Total land area of Walchandnagar and Satara are around 700 Acres 130 Acres respectively. The Chairman further explained that it's a Industrial township and manufacturing establishment. However, the Company is running Schools, colleges, hospitals etc. at Walchandnagar.


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- xi. The Chairman explained to the members that the Company is High Tech Heavy Engineering Company. The Company is highest in manufacturing technology, engineering technology and pioneers since last 40-50 years in this field. He further explained that Defence, Nuclear and Aero Space (DNA) make the Company as High Tech Heavy Engineering Company besides manufacturing Turnkey Project Plant, Sugar Plant, Cement Plant.
- xii. The Chairman explained to the members that he cannot comment on share price fluctuation in the market.
- xiii. The Chairman explained to the members that unless the competition is not unfair and is at level playing field, it is always welcome.
- xiv. The Chairman explained to the members that the Company do consider the Risk factors related to Nuclear Business and do Risk Analysis on regular intervals. The Company is in the process of enhancing the capacity in the field of DNA business.
- xv. The Chairman explained to the members that discussion are going with AEM & ASE, Russian companies to explore the possibility of manufacturing a number of Items for Nuclear Power Plant (NPP) in India.
- xvi. The Chairman explained to the members that increase in promoters' holding or Buy-back of shares will result into less floating stock of the company's shares in the market. Therefore, it will consider the same at appropriate time.
- xvii. The Chairman explained to the members that Short Term Borrowing includes Packing Credit which is much cheaper than long term Working Capital. He further stated that total interest cost depends on various forms of funding.
- xviii. The Chairman explained to the members that the Company do manufacture missile product for India and orders are received from Indian Government Bodies. Moreover, the Company manufactures the body part and not entire Missile. He further explained that the Company is planning to invest further to augment the existing manufacturing capacity of the Missile Division of the Company as this segment holds very good potential for growth of the Company.

The Chairman then put the Resolution No 1 for adoption of Audited Accounts to vote by show of hands and declared that the same was carried unanimously.

8. RESOLUTION NO. 2 - Payment of Dividend

The Chairman thereafter moved the Resolution No.2 for declaration of dividend on Equity Shares, which was seconded by Mr. Kirti Shah.

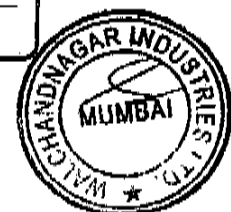
"RESOLVED THAT a dividend for the financial year 2011-2012 @ 50% (i.e. at Re. 1/- per share) on 3,80,70,205 equity shares of RS. 2/- each equivalent to Rs. 380.70 Lakhs be and is hereby declared and the same be paid to those members whose names appear on the Register of Members of the Company as on 31st January, 2013. In respect of shares held in electronic form, the dividend will be paid to the beneficial owners as per the details furnished by the Depositories for this purpose as at the end of business hours on 24th January, 2013."

The Chairman then put the Resolution to vote by show of hands and declared that the same was carried unanimously.

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9. RESOLUTION NO. 3 – Re-appointment of Dr. P. K. Basu

Mr. Dinesh Bhatia proposed the following Resolution regarding appointment of Dr. P. K. Basu as a Director of the Company which was seconded by Mr. Sudhir Ishwarlal Parekh.

"RESOLVED THAT Dr. P. K. Basu, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

The Chairman then put the Resolution to vote by show of hands and declared that the same was carried unanimously.

10. RESOLUTION NO. 4 – Re-appointment of Mr. Dilip J. Thakkar

Mr. Gautam Tiwari proposed the following Resolution regarding the appointment of Mr. Dilip J. Thakkar as a Director of the Company which was seconded by Mr. Burjor D. Daruvala.

"RESOLVED THAT Mr. Dilip J. Thakkar, who retires by rotation and being eligible offers himself for re-appointment, be and is hereby re-appointed as a Director of the Company."

The Chairman then put the Resolution to vote by show of hands and declared that the same was carried unanimously.

11. RESOLUTION NO. 5 – Appointment of Auditors.

The following Resolution was proposed by Mr. Hariram Chaudhary and seconded by Mr. Prakashchandra Sunderlal Mapara.

"RESOLVED THAT M/s. K. S. Aiyar & Co., Chartered Accountants, Mumbai, be and are hereby appointed as Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company."

The Chairman then put the Resolution to vote by show of hands and declared that the same was carried unanimously.

12. RESOLUTION NO. 6 – SPECIAL BUSINESS

The following Ordinary Resolution No. 6 regarding the appointment of Mr. G. K. Pillai as a Director of the Company not liable to retire by rotation was proposed by Mr. Chakor L. Doshi and seconded by Mr. Joseph Martins.

"RESOLVED THAT Mr. G. K. Pillai whose term of Office as an Additional Director pursuant to Section 260 of the Companies Act, 1956 and Article 133 of the Articles of Association of the Company expires at this Annual General Meeting and in respect of whom the Company has received a Notice under Section 257 of the Companies Act, 1956 proposing his candidature for the office of a Director, be and is hereby appointed as a Director of the Company, not liable to retire by rotation."

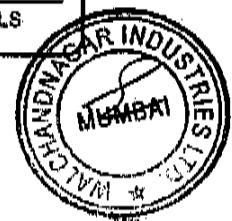
The Chairman then put the Resolution to vote by show of hands and declared that the same was carried unanimously.

13. RESOLUTION NO. 7 – SPECIAL BUSINESS

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The following Special Resolution No. 7 regarding the appointment of Mr. G. K. Pillai as a Managing Director & Chief Executive Officer of the Company was proposed by Mr. Chakor L. Doshi and seconded by Mr. Bharat Shah.

"RESOLVED THAT subject to the approval of the Central Government, if required and pursuant to the provisions of Sections 198, 269, 309, 310, 311 read with Schedule XIII and all other applicable provisions, if any, of the Companies Act, 1956, (including any amendment, modification, variation or re-enactment thereof), the consent of the shareholders of the Company be and is hereby accorded to the appointment of Mr. G. K. Pillai as Managing Director & Chief Executive Officer of the Company, for a period of five years w.e.f. 25.11.2012 on the terms and conditions including remuneration as mentioned in the Explanatory Statement annexed to this notice and the same as specified in the draft agreement to be entered between the Company and Mr. G. K. Pillai, a copy whereof initialled by the Chairman for the purpose of identification is placed before the meeting and with the authority to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Remuneration Committee of Directors constituted by the Board to exercise its powers including powers conferred by this resolution) to alter and vary the terms and conditions of the said appointment including remuneration as hereinafter appearing in the Explanatory Statement.

RESOLVED FURTHER that the Board be and is hereby authorized to alter and /or vary the terms and conditions of the appointment including remuneration payable to him from time to time, provided however that the remuneration payable shall not exceed the limits specified in Schedule XIII of the Companies Act, 1956 as existing or as amended, modified or re-enacted from time to time.

RESOLVED FURTHER that the Board of Directors of the Company be and is hereby authorised to take all such steps, including seeking approval of the Central Government, if required, as may be necessary to give effect to this resolution."

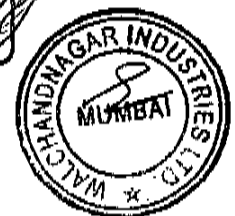
The Chairman then put the Resolution to vote by show of hands and declared that the same was carried unanimously.

14. As the subsequent three Special Resolutions Nos. 8, 9 10 were regarding (i) Revision in the Remuneration of Mrs. Tanaz C. Doshi, 'Special Executive' of the Company, (ii) Revision in the Remuneration of Mrs. Champa C. Doshi, 'Special Executive (Corporate Affairs)' of the Company and (iii) re-appointment of Mr. Chirag C. Doshi as Managing Director of the Company for period of 5 years w.e.f. 25.11.2012 and the Chairman was considered interested in these Resolutions. Therefore, the Chairman requested Mr. G. N. Bajpai to take the Chair and conduct the proceedings in respect of these items. Thereafter, Mr. G. N. Bajpai took the Chair.

RESOLUTION NO. 8 - SPECIAL BUSINESS

The following Special Resolution No. 8 regarding the Revision in the Remuneration of Mrs. Tanaz C. Doshi, 'Special Executive' of the Company which was proposed by Ms. Smita Bharta Shah and seconded by Mr. Hiren Vyas.

"RESOLVED THAT pursuant to the provisions of Section 314(1B) read with Directors Relatives (Office or Place of Profit) Amendment Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 and as recommended by the Remuneration Committee and approved by the Board of

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Directors, the consent of the shareholders of the Company be and is hereby accorded to Mrs. Tanaz C. Doshi, Special Executive of the Company and daughter-in-law of Mr. Chakor L. Doshi, Chairman and the wife of Mr. Chirag C. Doshi, Managing Director of the Company, to hold and continue to hold an office or place of profit on part time basis in the Company w.e.f. 04.05.2012 on the payment of revised Consolidated Salary of Rs. 90,000/- per month plus other benefits and perquisites as mentioned in the Explanatory Statement annexed to this notice, with authority to Remuneration Committee at their discretion to give increment as it may deem fit and proper, and to sanction at its discretion and in due course, promotion to next higher grade together with modifications in benefits and perquisites, subject to the maximum amount of remuneration of Rs. 2,50,000/- p.m. inclusive of all other benefits and perquisites or upto higher ceiling amount as per any amendments thereof from time to time, and such revision in remuneration together with other perquisites and benefits will be effective from the date as may be decided by Remuneration Committee.

RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard."

He then put the Resolution to vote by show of hands and declared that the same was carried unanimously.

(Mr. Chakor L. Doshi and Mr. Chirag C. Doshi, considered interested, did not participated in the item)

15. RESOLUTION NO. 9 – SPECIAL BUSINESS

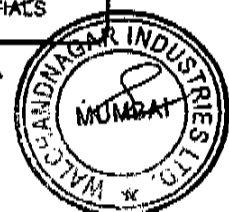
The following Special Resolution No. 9 regarding the Revision in the Remuneration of Mrs. Champa C. Doshi, 'Special Executive (Corporate Affairs)' of the Company was proposed by Ms. Ashalata Maheshwari and seconded by Mr. Dinesh Bhatia.

"RESOLVED THAT pursuant to the provisions of Section 314(1B) read with Directors Relatives (Office or Place of Profit) Amendment Rules, 2011 and other applicable provisions, if any, of the Companies Act, 1956 and as recommended by the Remuneration Committee and approved by the Board of Directors, the consent of the shareholders of the Company be and is hereby accorded to Mrs. Champa C. Doshi, Special Executive (Corporate Affairs) and wife of Mr. Chakor L. Doshi, Chairman and mother of Mr. Chirag C. Doshi, Managing Director of the Company, to hold and continue to hold an office or place of profit on part time basis in the Company w.e.f. 04.05.2012 on the payment of revised Consolidated Salary of Rs. 1,00,000/- per month plus other benefits and perquisites as mentioned in the Explanatory Statement annexed to this notice, with authority to Remuneration Committee at their discretion to give increment as it may deem fit and proper, and to sanction at its discretion and in due course, promotion to next higher grade together with modifications in benefits and perquisites, subject to the maximum amount of remuneration of Rs. 2,50,000/- per month inclusive of all other benefits and perquisites or upto higher ceiling amount as per any amendments thereof from time to time, and such revision in remuneration together with other perquisites and benefits will be effective from the date as may be decided by Remuneration Committee.

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Prepared by BK

Verified by GSA



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RESOLVED FURTHER that for the purpose of giving effect to this resolution, the Board or any Committee thereof be and is hereby authorized on behalf of the Company to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary for such purpose and with power on behalf of the Company to settle any questions, difficulties or doubts that may arise in this regard."

He then put the Resolution to vote by show of hands and declared that the same was carried unanimously.

(Mr. Chakor L. Doshi and Mr. Chirag C. Doshi, considered interested, did not participated in the item)

16. RESOLUTION NO. 10 – SPECIAL BUSINESS

The following Special Resolution No. 10 regarding the re-appointment of Mr. Chirag C. Doshi as Managing Director of the Company for period of 5 years w.e.f. 25.11.2012 was proposed by Mr. Michael Martin and seconded by Mr. Gautam Tiwari.

"RESOLVED THAT subject to the approval of the Central Government, if required and pursuant to the provisions of Sections 198, 269, 309, 310, 311 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, (including any amendment, modification, variation or re-enactment thereof), the consent of the shareholders of the Company be and is hereby accorded to the re-appointment of Mr. Chirag C. Doshi as Managing Director of the Company, for a period of five years w.e.f. 25.11.2012 on the terms and conditions including remuneration as mentioned in the Explanatory Statement annexed to this notice and the same as specified in the draft agreement to be entered between the Company and Mr. Chirag C. Doshi, a copy whereof initialled by the Chairman for the purpose of identification is placed before the meeting and with the authority to the Board of Directors of the Company (hereinafter referred to as the 'Board' which term shall be deemed to include the Remuneration Committee of Directors constituted by the Board to exercise its powers including powers conferred by this resolution) to alter and vary the terms and conditions of the said re-appointment as hereinafter appearing in the Explanatory Statement."

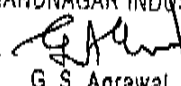
He then put the Resolution to vote by show of hands and declared that the same was carried unanimously.

(Mr. Chakor L. Doshi and Mr. Chirag C. Doshi, considered interested, did not participated in the item)

17. Thereafter, Mr. Chakor L. Doshi again took the Chair and thanked the Members for the constructive and useful suggestions / observations.

The Chairman then declared the Meeting to have concluded. Mrs. Ashalata Maheshwari expressed a vote of thanks to the Chair.

CERTIFIED TRUE COPY
WALCHANDNAGAR INDUSTRIES LTD.,


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


CHAIRMAN
25/2/13
25/2/2013

CHAIRMAN'S INITIALS

Prepared by
Bhairavi Kadakia

Verified by
G. S. Agrawal