



Ref. No. : WI:SEC:2017
Date : January 25, 2017

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

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

Sub.: **Submission of Outcome of voting results of Postal Ballot.**
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).**

Please find enclosed herewith Outcome of voting results of Postal Ballot Notice dated December 09, 2016 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).

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

January 25, 2017

Outcome of Voting of Postal Ballot (Pursuant to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)

Date of Declaration of Result of Postal Ballot	January 25, 2017			
Total Number of Shareholders as on record date	70933			
Cut off Date	December 09, 2016			
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
	N.A.	N.A.	N.A.	N.A.
Number of Shareholders attended the Meeting through Video Conferencing	Promoters & Promoter Group		Public	
	N.A.		N.A.	
Number of Shareholders who casted their votes	97			
Number of Votes casted	21392236			
Promoter & Promoter Group	20938613			
Public	453623			

Agenda (Resolution Wise)

The mode of voting for the resolution was:

- 1) e-voting conducted between December 26, 2016 to January 24, 2017; and
- 2) Postal Ballot forms.

Given below is the Resolution wise combined results of e-voting and Ballot Forms.

Resolution No. 1:

Resolution Required : (Special)			1 - To approve an offer or invitation for subscription of Non-Convertible Debentures up to an aggregate amount of INR 150 Crores (Rupees One Hundred and Fifty Crores only) on a Private Placement basis.					
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	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	1921855	419935	21.8505	419935	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		419935	21.8505	419935	0	100.0000	0.0000
Public Non Institutions	E-Voting	15209737	26079	0.1715	25579	500	98.0827	1.9173
	Poll		7609	0.0500	7299	310	95.9259	4.0741
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		33688	0.2215	32878	810	97.5956	2.4044
Total		38070205	21392236	56.1915	21391426	810	99.9962	0.0038

Note: As per Scrutinizer's Report, one shareholder voted through Postal Ballot as well as through E-voting. His vote cast through Postal Ballot has been considered invalid.

As per the consolidated results of e-voting and Postal ballot on Item No. 1 of the Notice of the Postal Ballot, the Resolution is 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

Scrutinizer's Report
(Pursuant to Section 110 of the Companies Act,2013 and Rule 22 of the Companies,
(Management and Administration) Rules 2014)

To,

Walchandnagar Industries Ltd.
3, Walchand Terraces,
Tardeo Road,
Mumbai – 400034.

Corporate Identity Number (CIN): L74999MH1908PLC000291

1. I V. N. Deodhar, proprietor of M/s. V. N. Deodhar & Co., Company Secretaries, have been appointed by the Board of Directors of Walchandnagar Industries Limited (“the Company”) as a scrutinizer for the purpose of scrutinizing the postal ballot forms and e-voting and ascertaining the requisite majority on voting carried out as per the provisions of Section 110 of the Companies Act,2013, read with Rule 22 and read with Rule 20 of the Companies (Management and Administration) Rules,2014, on the resolution contained in the postal ballot notice dated 9th December,2016 (“the resolution”).
2. The notice dated 9th December,2016 seeking approval of members of the Company alongwith statement setting out material facts under Section 102(1) of the Companies Act,2013 was sent to the members in respect of the resolution to be passed through postal ballot. The Company had also provided remote e-voting facility to the members to vote on the resolution through the electronic voting platform of Central Depository Services (India) Limited.
3. The management of the Company is responsible to ensure the compliance with the requirements of the Companies Act,2013 and Rules relating to voting through postal ballot / remote e-voting on the resolution contained in the said postal ballot notice for approval of the members of the Company. My responsibility as a Scrutinizer for the postal ballot forms and remote e-voting is restricted to make a Scrutinizer's report of the votes, cast “in favour” or “against” the resolution and “abstained” votes, based on the postal ballot forms received and the reports generated from the e-voting platform provided by Central Depository Services (India) Limited.
4. Further to the above, I submit my report as under:
 - i. The Company has completed dispatch of postal ballot forms by speed post on 19th December,2016 along with postage prepaid business reply envelope to its members whose names appear on the register of members/ list of beneficial holders as on 9th December,2016.

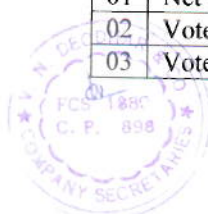


- ii. The remote e-voting period remained open from 26th December,2016 (9.00 A.M.) to 24th January,2017 (5.00 P.M.)
- iii. The members who were on record of the Company as on the “cut off” date i.e. 9th December,2016 (End of Day) were entitled to vote on the resolution as set out in the notice of the Company.
- iv. The remote e-voting facility was blocked on 24th January,2017 immediately after completion of voting hours in the presence of witnesses, Mr. Hrushikesh V. Deodhar and Mr. Santosh M. Kelkar who are not in the employment of the Company.
- v. Particulars of all the postal ballot forms received were entered into a register maintained for the purpose.
- vi. The postal ballot forms were kept under my safe custody in sealed and tamper proof envelopes before commencing the scrutiny of such postal ballot forms.
- vii. All postal ballot forms received upto 24th January,2017, being the last date fixed by the Company for the receipt of the forms, were considered for my security. All votes cast on e-voting platform upto 5.00 p.m. on 24th January,2017 were considered for my scrutiny. The e-voting was blocked immediately thereafter.
- viii. The postal ballot forms which are incomplete and/or which are otherwise found defective have been treated as invalid and kept separately.
- ix. Particulars of all the postal ballot forms received from the members by the Registrar and Transfer Agents are manually entered on the system provided by them.
- x. Thereafter considering votes through remote e-voting and votes cast through postal ballot forms, the combined result of the voting is given below. The details containing, inter alia, votes put “in favour” or “against” on the resolution that was put to vote, were generated from the e-voting website of Central Depository Services (India) Limited and my report is based on such reports generated.

Resolution No.1

To approve an offer or invitation for subscription of Non-Convertible Debentures up to an aggregate amount of INR 150 Crores (Rupees One Hundred and Fifty Crores only) on a Private Placement basis.

Sr No.	Particulars of Voting	No. of Shareholders			No. of Shares				
		Voted through postal ballot forms	Voted through E-voting	Total	Voted through postal forms	through ballot	Voted through E-voting	Total	% of total net valid voted
01	Net Valid Votes	37	60	97	7609		21384627	21392236	100
02	Vote with Assent	36	59	95	7299		21384127	21391426	100
03	Vote with Dissent	1	1	2	310		500	810	100



One shareholder voted through Postal Ballot as well as through E-voting. His vote cast through Postal Ballot has been considered invalid.

For V. N. DEODHAR & Co.



**V N DEODHAR
PROP.
Membership No.1880
CP No.898**

Place: Mumbai

Dated: 25th January,2017

Based on the forgoing, I hereby declare that the Resolution No.1 has been passed with the requisite majority

For Walchandnagar Industries Ltd.



AUTHORISED SIGNATORY