



Ref.No. : WI:SEC/2015
Date : February 13, 2015

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

Dear Sirs,

Sub: **Annual General Meeting of the Company**

All the Resolutions mentioned in the Notice of the 106th Annual General Meeting have been passed by the shareholders, at 106th Annual General Meeting of the Company held on Friday, the February 13, 2015 at Walchand Hirachand Hall, IMC Building, 4th floor, Churchgate, Mumbai-400 020.

I. Ordinary Business :

1. Adoption of the Audited Balance Sheet of the Company as at September 30, 2014 and Statement of Profit & Loss for the year ended as on that date together with the Reports of Board of Directors and Auditors thereon.
2. Declaration of dividend on Equity Shares for the year ended September 30, 2014.
3. Appointment of a Director in place of Mr. Chakor L. Doshi (DIN:00210949), who retires by rotation at 106th Annual General Meeting and, being eligible, offers himself for reappointment.
4. Appointment of M/s. K. S. Aiyar & Co., Chartered Accountants, Mumbai as Auditors of the Company and fixing their remuneration.

II. Special Business :

5. Appointment of Mr. Dillip J. Thakkar (DIN:00007339), as an Independent Director.
6. Appointment of Dr. Anil Kakodkar (DIN: 03057596), as an Independent Director.
7. Appointment of Mr. G. N. Bajpai (DIN:00946138), as an Independent Director.
8. Appointment of Mr. A. R. Gandhi (DIN:00007597), as an Independent Director.
9. Appointment of Mrs. Bhavna Doshi (DIN:00400508), as an Independent Director.
10. Special Resolution for payment of Remuneration to Mr. Chirag C. Doshi, Managing Director of the Company in case of loss or inadequate profit, as recommended by Nomination & Remuneration Committee of the Company and approved the Board of Directors.
11. Special Resolution for payment of Remuneration to Mr. G. K. Pillai, Managing Director and CEO of the Company in case of loss or Inadequate profit, as recommended by Nomination & Remuneration Committee of the Company and approved by the Board of Directors.
12. Special Resolution for Amendment of Articles of Association of the Company as per the provision of the Companies Act, 2013
13. Approval for payment of Remuneration to M/s. S. R. Bhargave & Co., Cost Accountants, Pune, Cost Auditors of the Company for the Financial Year ending March 2016.

Thanking you,

Yours faithfully,

For Walchandnagar Industries Ltd.,


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