

# V. N. DEODHAR & CO.

Company Secretaries

**V.N.DEODHAR**

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

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Shastri Hall, Grant Road (W),  
Mumbai - 400 007.

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## REPORT OF SCRUTINIZER ON REMOTE E-VOTING AND E-VOTING AT THE EXTRAORDINARY GENERAL MEETING OF WALCHANDNAGAR INDUSTRIES LIMITED

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 and e-voting process at the Extraordinary General Meeting ("EGM") in a fair and transparent manner for the business contained in the Notice of EGM of the company held on Friday, 3rd November, 2023 at 2.30 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and issuing a report on remote e-voting as well as e-voting process at the EGM 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 and read with General Circular Nos. 14/2020 dated April 8, 2020, 17/2020 dated April 13, 2020, read with other relevant circulars including General Circular No. 20/2021 dated December 8, 2021 and General Circular No. 3/2022 dated May 5, 2022 ("MCA Circulars"), and SEBI vide its circulars SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020 and SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated January 15, 2021, and other applicable circulars ("SEBI Circulars"), and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations').

The Company sought approval of Members to the Resolutions through remote e-voting and e-voting process at the EGM:

1. The E-voting period commenced at 9.00 a.m. on Tuesday, 31<sup>st</sup> October, 2023 and ended at 5.00 p.m. on Thursday, 2<sup>nd</sup> November, 2023. The E-voting module was disabled 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. 27<sup>th</sup> October, 2023.
3. The Shareholders holding shares as on the “Cut Off” date i.e. 27<sup>th</sup> October, 2023 were entitled to vote on the proposed 2 (Two) Resolutions as mentioned in the Notice of the EGM.
4. The votes cast through Remote E-voting were unblocked in the presence of two witnesses, namely, CA. Hrushikesh V. Deodhar and Mr. Ajit Ukidwe, who acted as witnesses and who are not in employment of the Company.
5. Thereafter I as scrutinizer duly compiled the details of Remote E-voting done by the members. The votes cast by the Promoter Group Companies were not considered in Resolution Number 2 as they are related parties.

**We Submit our Report as Under:**

The result of E- Voting for Special Resolution No.1 to 2 is as under:

**RESOLUTION No.1****1. Alteration of Articles of Association of the Company**

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Total valid votes cast
	Nos.	%	Nos.	%	Nos.
Total Votes through remote e- voting	17383702	99.9990	180	0.0010	17383882

**RESOLUTION No.2****2. Issuance of fully convertible Equity Warrants of the Company to certain identified persons / entities on Preferential Basis:**

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Total valid votes cast
	Nos.	%	Nos.	%	Nos.
Total Votes through remote e- voting	1355014	98.8899	15210	1.1100	1370224



Both the Special resolutions mentioned in the notice of EGM dated October 06,2023 stand passed under Remote E-voting with the requisite majority.

**For V.N. DEODHAR & Co.,  
COMPANY SECRETARIES**



A handwritten signature in black ink, appearing to be "V. N. Deodhar", written over a horizontal line.

**V. N. DEODHAR  
PROP.  
FCS NO.1880  
C.P. No. 898  
PR No: 724/2020**

**UDIN: F001880E001621278  
Place : Mumbai  
Dated: 3<sup>rd</sup> November, 2023**

**Witnesses:**

A handwritten signature in black ink, appearing to be "Hrushikesh V. Deodhar", written in a cursive style.

**(HRUSHIKESH V. DEODHAR)**

A handwritten signature in black ink, appearing to be "A. Ukidwe", written in a cursive style.

**(AJIT UKIDWE)**