

**WALCHANDNAGAR INDUSTRIES LIMITED**

Regd. Office :- 3, Walchand Terraces, Tardeo Road,
Mumbai 400 034. India. • Ph.: 4028 7109 Fax : 2363 4527

Ref. No. : WI:SEC:2014
Date : 24.06.2014

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: Declaration of Results of Postal Ballot (including electronic voting)

Pursuant to Section 110 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014, declaration of results of the Postal Ballot (including electronic voting) is given as follows:

Total of	FOR	AGAINST	PERCENTAGE (%)	
	Voter Count (No. of Shares)	Voter Count (No. of Shares)	FOR	AGAINST
Postal Ballot & e-Voting				
Resolution no. 1 (To authorise the Board of Directors to borrow up to ₹ 800 Crores (Rupees Eight Hundred Crores Only) over and above the paid-up share capital and free reserves.)	21146868	3410	99.98	0.02
Resolution no. 2 (To authorise to renew the Consultancy Contract with Mr. Chakor L. Doshi)	203945	6140	97.08	2.92

The above mentioned Special Resolutions have been passed with requisite majority as prescribed under the applicable laws. We enclose herewith details of voting results as submitted by the Scrutinizer.

This is for your information, records and necessary action. Kindly acknowledge receipt.
Thanking you,
Yours faithfully,

For Walchandnagar Industries Ltd.,


G. S. Agrawal
Vice President (Legal & Taxation) & Company Secretary
Encl : As above

**REPORT OF SCRUTINIZER
ON POSTAL BALLOT OF
WALCHANDNAGAR INDUSTRIES LTD**

To

The Chairman,
Walchandnagar Industries Ltd.
3 Walchand Terraces,
Tardeo Road,
Mumbai - 400034.

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 40007 was appointed as Scrutinizer for the purpose of conducting the Postal Ballot process in the form of Physical voting and E- Voting in a fair and transparent manner and ascertaining the requisite majority on Physical voting and E-voting carried out as per of the Companies Act, 2013 ("the Act"). The Company sought approval of Members to the following Special Resolutions via Postal Ballot:

- (1) To authorise the Board of Directors to borrow up to Rs.800 Crores (Rupees Eight Hundred Crores Only) over and above the paid up share capital and free reserves.
- (2) To authorise the Company to renew the Consultancy Contract with Mr. Chakor L. Doshi.

Voting period commenced on and from May 17, 2014 and ended on June 16, 2014, Last date for receipt of Postal Ballot Forms by Scrutinizer was Monday, June 16, 2014.

The e- voting time ended at 6.00 p.m. on June 16, 2014. The e-Voting module was disabled by CDSL for voting thereafter.



We submit our report as under:

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

Resolution No. 1

Physical Postal Ballot received	:	174
E-Voting	:	27

TOTAL		201
		=====

Resolution No. 2

Physical Postal Ballot received	:	174
E-Voting	:	27

TOTAL		201
		=====

Invalid Postal Ballot for Resolution No.1	:	11
Invalid Postal Ballot for Resolution No.2	:	28

The detailed voting pattern is attached. We report that based on the said voting pattern both the Resolutions have been passed with requisite majority.

For V. N. DEODHAR & Co.



**V N DEODHAR
PROP.**

**Place: Mumbai
Dated: 21st June, 2014**

WALCHANDNAGAR INDUSTRIES LIMITED

RESO1

Promoter/ Public	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
			(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	-1	-2	-3	-4	-5	-6	-7
Promoter and Promoter Group (**)	20938613	20938613	100.00	20938613	0	100.00	0.00
Public – Institutional holders	2000263	0	0.00	0	0	0.00	0.00
Public-Others	15131329	211665	1.40	208255	3410	98.39	1.61
Total	38070205	21150278	55.56	21146868	3410	99.98	0.02

RESO2

Promoter/Publi c	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
			(3)=[(2)/(1)]*100			(6)=[(4)/(2)]*100	(7)=[(5)/(2)]*100
	-1	-2	-3	-4	-5	-6	-7
Promoter and Promoter Group (**)	20938613	0	0.00	0	0	0.00	0.00
Public – Institutional holders	2000263	0	0.00	0	0	0.00	0.00
Public-Others	15131329	210085	1.39	203945	6140	97.08	2.92
Total	38070205	210085	0.55	203945	6140	97.08	2.92

For V. N. DEODHAR & Co.



V N DEODHAR
PROP.

Place: Mumbai
Dated: 21st June, 2014