



Ref. No. : WI:SEC:2016

Date : August 13, 2016

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 107<sup>th</sup> Annual General Meeting have been passed by the Shareholders at 107<sup>th</sup> Annual General Meeting of the Company held today i.e. on Friday, August 12, 2016 at Walchand Hirachand Hall, IMC Building, 4<sup>th</sup> floor, Churchgate, Mumbai-400 020.

**I. Ordinary Business :**

1. Adoption of the Audited Financial Statements of the Company for the Period / Financial Year ended March 31, 2016 and the Reports of Board of Directors and Auditors thereon.
2. Appointment of Mr. Chirag C. Doshi (DIN: 00181291) as a Director, who retired by rotation at 107<sup>th</sup> Annual General Meeting.
3. Appointment of M/s. K. S. Aiyar & Co., Chartered Accountants, Mumbai as Auditors of the Company and fixing their remuneration.

**II. Special Business :**

4. Ratification of Remuneration of M/s. S. R. Bhargave & Co., Cost Accountants, Pune as Cost Auditors of the Company for the Financial Year ending March 2017.

Thanking you,

Yours faithfully,

For Walchandnagar Industries Ltd.,

**G. S. Agrawal**

**Vice President (Legal & Taxation) & Company Secretary**



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Exchange Plaza, 5<sup>th</sup> floor,  
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Fax:: 22723121/2039/2037

Sub.: **Submission of Outcome of voting results of 107<sup>th</sup> AGM held on August 12, 2016.**  
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 process at the AGM Venue).**

Please find enclosed herewith Outcome of voting results of 107<sup>th</sup> Annual General Meeting held on August 12, 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 process at the AGM Venue).

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

August 13, 2016

**Outcome of Voting at Annual General Meeting (Pursuant to Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015)**

Date of Annual General Meeting	August 12, 2016	
Total Number of Shareholders as on cut off date	72883	
Number of Shareholders present in the Meeting either in	Promoters & Promoter Group	Public
	In Person : 2	In Person : 75
	Through Proxy : 0	Through Proxy : 6
Number of Shareholders attended the	Not Applicable	

Agenda (Resolution Wise)

The mode of voting for all the resolutions was:

- 1) remote e-voting conducted between August 09, 2016 to August 11, 2016; and
- 2) ballot form process conducted at the AGM Venue.

Given below are the Resolution wise combined results of Remote e-voting and ballot form process conducted at the AGM Venue.

Walchandnagar Industries Limited								
Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited Financial Statements for the period / financial year ended on March 31, 2016 together with the Reports of Board of Directors and Auditors thereon.					
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]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	20938613	15938613	76.1207	15938613	0	100.0000	0.0000
	Poll		5000000	23.8793	5000000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>20938613</b>	<b>100.0000</b>	<b>20938613</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1940716	419935	21.6381	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
	<b>Total</b>		<b>419935</b>	<b>21.6381</b>	<b>419935</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	15190876	1470	0.0097	1470	0	100.0000	0.0000
	Poll		90644	0.5967	90644	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>92114</b>	<b>0.6064</b>	<b>92114</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>38070205</b>	<b>21450662</b>	<b>56.3450</b>	<b>21450662</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>





## Walchandnagar Industries Limited

**Resolution Required : (Ordinary)** 2 - To appoint a Director in place of Mr. Chirag C. Doshi (DIN:00181291) Director, who retires by rotation at 107th Annual General Meeting and, being eligible, offers himself for re-appointment.

**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]={[2]/[1]}*100	[4]	[5]	[6]={[4]/[2]}*100
Promoter and Promoter Group	E-Voting	20938613	15938613	76.1207	15938613	0	100.0000	0.0000
	Poll		5000000	23.8793	5000000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>20938613</b>	<b>100.0000</b>	<b>20938613</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1940716	419935	21.6381	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
	<b>Total</b>		<b>419935</b>	<b>21.6381</b>	<b>419935</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	15190876	1470	0.0097	1470	0	100.0000	0.0000
	Poll		90644	0.5967	90644	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>92114</b>	<b>0.6064</b>	<b>92114</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>38070205</b>	<b>21450662</b>	<b>56.3450</b>	<b>21450662</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



## Walchandnagar Industries Limited

Resolution Required : (Ordinary)		3 - Appointment of M/s. K. S. Aiyar & Co., Chartered Accountants, Mumbai as Auditors of the Company and fixing their remuneration.						
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]={{[2]/[1]}*100	[4]	[5]	[6]={{[4]/[2]}*100	[7]={{[5]/[2]}*100
Promoter and Promoter Group	E-Voting	20938613	15938613	76.1207	15938613	0	100.0000	0.0000
	Poll		5000000	23.8793	5000000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>20938613</b>	<b>100.0000</b>	<b>20938613</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1940716	419935	21.6381	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
	<b>Total</b>		<b>419935</b>	<b>21.6381</b>	<b>419935</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	15190876	1470	0.0097	1470	0	100.0000	0.0000
	Poll		90644	0.5967	90644	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>92114</b>	<b>0.6064</b>	<b>92114</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
<b>Total</b>		<b>38070205</b>	<b>21450662</b>	<b>56.3450</b>	<b>21450662</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>



## Walchandnagar Industries Limited

Resolution Required : (Ordinary) 4 - Ratification of Remuneration of M/s. S. R. Bhargave & Co., Cost Accountants, Pune as Cost Auditors of the Company for the Financial Year ending March 2017.

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]=([2]/[1])*100	[4]	[5]	[6]=([4]/[2])*100	[7]=([5]/[2])*100
Promoter and Promoter Group	E-Voting	20938613	15938613	76.1207	15938613	0	100.0000	0.0000
	Poll		5000000	23.8793	5000000	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>20938613</b>	<b>100.0000</b>	<b>20938613</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Institutions	E-Voting	1940716	419935	21.6381	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
	<b>Total</b>		<b>419935</b>	<b>21.6381</b>	<b>419935</b>	<b>0</b>	<b>100.0000</b>	<b>0.0000</b>
Public Non Institutions	E-Voting	15190876	1470	0.0097	1470	0	100.0000	0.0000
	Poll		90644	0.5967	90643	1	99.9989	0.0011
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	<b>Total</b>		<b>92114</b>	<b>0.6064</b>	<b>92113</b>	<b>1</b>	<b>99.9989</b>	<b>0.0011</b>
<b>Total</b>		<b>38070205</b>	<b>21450662</b>	<b>56.3450</b>	<b>21450661</b>	<b>1</b>	<b>100.0000</b>	<b>0.0000</b>

As per the consolidated results of Remote e-voting and ballot form process conducted at AGM Venue on Item No. 1 to Item No. 4 of the Notice of the Annual General Meeting, all the Resolutions are passed by requisite majority.

For Walchandnagar Industries Limited



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 1709

E-mail : vndeodhar@gmail.com

## **REPORT OF SCRUTINIZER ON E-VOTING PROCESS AND PHYSICAL BALLOT PROCESS OF WALCHANDNAGAR INDUSTRIES LIMITED FOR ITS 107<sup>TH</sup> ANNUAL GENERAL MEETING**

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 was appointed as Scrutinizer for the purpose of scrutinizing the E-voting process and Physical Ballot Process in a fair and transparent manner for the resolutions to be passed at the 107<sup>th</sup> Annual General Meeting of the company held on Friday, 12th August, 2016 at 4.00 P. M. at Walchand Hirachand Hall, Indian Merchants' Chambers Building, Churchgate, Mumbai-400020 and ascertaining the requisite majority on E-voting as well as Physical Ballot carried out as per provisions of the Companies Act, 2013 ("the Act") and Sub rule (xi) of Rule 20 of the Companies (Management and Administration) Rule, 2014 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company sought approval of Members to the Resolutions via E-Voting and Physical Ballot Process:

1. The E-voting period commenced at 9.00 a.m. on August 09, 2016 and ended at 5.00 p.m. on August 11, 2016. The E-voting module was disabled by CDSL 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. August 05, 2016.
3. The Shareholder holding shares as on the "Cut Off" date i.e. August 05, 2016 were entitled to vote on the proposed 4 (Four) Resolutions as mentioned in the Notice of the 107<sup>th</sup> Annual General Meeting of the Company.
4. At the venue of the 107<sup>th</sup> Annual General Meeting of the Company held on 12<sup>th</sup> August, 2016, the facility to vote through Physical Ballot was provided to facilitate those members present in the meeting and had not participated in the Remote E-voting to record their votes.

5. After the voting at the Annual General Meeting was concluded the locked Ballot Box was opened in my presence and in presence of two witnesses, as mentioned below, and Ballot papers were diligently scrutinized. The Ballot papers were reconciled with the records maintained by the Registrar and Transfer Agents of the Company and the authorizations lodged with the Company.
6. After tabulating the votes cast at the venue of the Annual General Meeting through Physical Ballot, the votes cast through Remote E-voting were unblocked in the presence of two witnesses, namely, Mr. Santosh Mahadeo Kelkar and Mr. Hrushikesh V. Deodhar, who acted as witnesses and who are not in employment of the Company.
7. Thereafter I as scrutinizer duly compiled the details of Remote E-voting done by the members and the voting done by Physical Ballot at the venue of the Annual General Meeting, the details of which are as follows:

Details	Remote E-voting	Voting through Physical Ballot at AGM	Total Voting
Number of Members who cast their votes	26	31	57
Total number of shares held by them	16360018	5090644	21450662
Valid Votes	As per details provided under each one of the resolution(s) mentioned hereunder.		

**We Submit our Report as Under:**

The result of E- Voting and Physical Ballot Process for Resolution No.1 to 4 is as under:

**RESOLUTION No.1**

1. To receive, consider and adopt the Audited Financial Statements for the period/ financial year ended on March 31, 2016 together with the Reports of Board of Directors and Auditors thereon.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes Nos.
	Nos.	%	Nos.	%	
Total Votes through Remote E-voting and Voting at the meeting through Physical Ballot	21450662	100	00	00	00



RESOLUTION No.2

2. To appoint a Director in place of Mr. Chirag C. Doshi (DIN:00181291) Director, who retires by rotation at 107<sup>th</sup> Annual General Meeting and, being eligible, offers himself for re-appointment.

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	Nos.
Total Votes through Remote E-voting and Voting at the meeting through Physical Ballot	21450662	100	00	00	00

RESOLUTION No.3

3. To consider and, if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act,2013 and the Company’s (Audit and Auditors) Rules,2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) M/s. K. S. Aiyar & Co., Chartered Accountants, Mumbai, (Registration No. FRN 100186W), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Statutory Auditors, in terms of the provisions of Section 141 of the Act and the Rules, be and are hereby re-appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) until the conclusion of the next Annual General Meeting on a remuneration to be fixed by the Board of Directors of the Company.”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	Nos.
Total Votes through Remote E-voting and Voting at the meeting through Physical Ballot	21450662	100	00	00	00

RESOLUTION No.4

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“**RESOLVED THAT**, pursuant to the provisions of Sections 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditor) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), M/s. S. R. Bhargave & Co., Cost Accountant, Pune (Regn. No. 000218) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending March, 2017, be paid remuneration of Rs.3,00,000/- (Rupees Three Lakhs) plus service tax as applicable and reimbursement of actual travel and out-of-pocket expenses.

“**RESOLVED FURTHER THAT** Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution”

Manner of voting	Votes in favour of the Resolution		Votes against the Resolution		Invalid votes
	Nos.	%	Nos.	%	Nos.
Total Votes through Remote E-voting and Voting at the meeting through Physical Ballot	21450661	100	1	00	00

All the resolutions mentioned in the notice of the Annual General Meeting dated May 24, 2016 stand passed under Remote E-voting and voting conducted at the Annual General Meeting through Physical Ballot with the requisite majority and hence deemed to be passed as on the date of Annual General Meeting.

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



**V N DEODHAR  
PROP.**

**Place: Mumbai**

**Dated: 12<sup>th</sup> August, 2016**

The following were the witnesses to the unblocking of votes cast through Remote E-voting and Physical Ballot Process.

**(HRUSHIKESH V. DEODHAR)**

**(SANTOSH M. KELKAR)**