

**WALCHANDNAGAR INDUSTRIES LIMITED**

Walchandnagar: 413 114, Dist Pune, Maharashtra, India

Tel: 02118- 307100 / 252 235 Fax: 02118- 252 358

Website: www.walchand.com Email: wil@walchand.com

Ref. No. : WIL:SEC:2020

Date : August 16, 2020

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
SCRIP CODE : WALCHANNAG

BSE Ltd.
Corporate Relations Department
1st floor, New Trading Ring,
Rotunda Bldg P.J. Tower,
Mumbai 400 001.
Fax:: 22723121/2039/2037
SCRIP CODE : 507410

Sub.: Submission of Outcome of voting results of 111th AGM held on August 14, 2020.**Ref.: Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Consolidated Scrutinizers Report (Remote E-voting Result and E-voting during the AGM).**

Please find enclosed herewith Outcome of voting results of 111th Annual General Meeting held on August 14, 2020 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 E-voting during the AGM).

Please take the same on your record.

Thanking you,

Yours faithfully,

For Walchandnagar Industries Ltd.

AGRAWA Digitally signed
by AGRAWAL
L GIRIRAJ GIRIRAJ SHARAN
SHARAN Date: 2020.08.16
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G. S. Agrawal

Vice President (Legal & Taxation) & Company Secretary

Encl.: As above

**WALCHANDNAGAR INDUSTRIES LIMITED**

Walchandnagar: 413 114, Dist Pune, Maharashtra, India

Tel: 02118- 307100 / 252 235 Fax: 02118- 252 358

Website: www.walchand.com Email: wil@walchand.com

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 14, 2020			
Record Date	07-08-2020			
Total Number of Shareholders as on cut off date i.e. August 07, 2020 (cut off date for e-voting)	63867			
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
	NOT APPLICABLE		NOT APPLICABLE	
Number of Shareholders attended the Meeting through Video Conferencing	Promoters & Promoter Group		Public	
	11		52	

Agenda (Resolution Wise)

The mode of voting for all the resolutions was:

- 1) Remote e-voting conducted between August 11, 2020 to August 13, 2020; and
- 2) E- Voting during the AGM.

Given below are the Resolution wise combined results of Remote e-voting and e-voting conducted in the AGM:

For Walchandnagar Industries Ltd.

AGRAWAL
GIRIRAJ
SHARAN

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AGRAWAL GIRIRAJ
SHARAN
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G. S. Agrawal**Vice President (Legal & Taxation) & Company Secretary**

Walchandnagar Industries Limited								
Resolution Required : (Ordinary)			1 - To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2020 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	20938613	100.0000	20938613	0	100.0000	0.0000
	Insta 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	241434	0	0.0000	0	0	0.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	16890158	47456	0.2810	45719	1737	96.3398	3.6602
	Insta Poll		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		47457	0.2810	45720	1737	96.3398	3.6602
Total		38070205	20986070	55.1247	20984333	1737	99.9917	0.0083

For Walchandnagar Industries Ltd.

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

Walchandnagar Industries Limited								
Resolution Required : (Ordinary)			2 - To appoint a Director in place of Mr. Chakor L. Doshi (DIN: 00210949) Director, who retires by rotation at 111th Annual General Meeting and, being eligible, offers himself for re- appointment.					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
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	0	0.0000	0	0	0.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	241434	0	0.0000	0	0	0.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	16890158	47456	0.2810	43374	4082	91.3983	8.6017
	Insta Poll		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		47457	0.2810	43375	4082	91.3985	8.6015
Total		38070205	47457	0.1247	43375	4082	91.3985	8.6015

For Walchandnagar Industries Ltd.

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G. S. Agrawal

Vice President (Legal & Taxation) & Company Secretary

Walchandnagar Industries Limited								
Resolution Required : (Ordinary)			3 - To appoint Mr. Chirag C. Doshi (DIN: 00181291), as Managing Director & CEO.					
Whether promoter/ promoter group are interested in the agenda/resolution?			YES					
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	0	0.0000	0	0	0.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Institutions	E-Voting	241434	0	0.0000	0	0	0.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	16890158	47456	0.2810	43219	4237	91.0717	8.9283
	Insta Poll		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		47457	0.2810	43220	4237	91.0719	8.9281
Total		38070205	47457	0.1247	43220	4237	91.0719	8.9281

For Walchandnagar Industries Ltd.

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

Walchandnagar Industries Limited								
Resolution Required : (Ordinary)			4 - To appoint Mrs. Rupal Vora (DIN: 07096253), as a Non – Executive Independent Director.					
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	20938613	100.0000	20938613	0	100.0000	0.0000
	Insta 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	241434	0	0.0000	0	0	0.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	16890158	46306	0.2742	42169	4137	91.0660	8.9340
	Insta Poll		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46307	0.2742	42170	4137	91.0661	8.9339
Total		38070205	20984920	55.1216	20980783	4137	99.9803	0.0197

For Walchandnagar Industries Ltd.

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

Walchandnagar Industries Limited								
Resolution Required : (Special)			5 - To avail the Professional Services of Mr. G. K. Pillai as Advisor / Consultant for a period of One Year w.e.f. April 01, 2020.					
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	20938613	100.0000	20938613	0	100.0000	0.0000
	Insta 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	241434	0	0.0000	0	0	0.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	16890158	46306	0.2742	41219	5087	89.0144	10.9856
	Insta Poll		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46307	0.2742	41220	5087	89.0146	10.9854
Total		38070205	20984920	55.1216	20979833	5087	99.9758	0.0242

For Walchandnagar Industries Ltd.

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G. S. Agrawal

Vice President (Legal & Taxation) & Company Secretary

Walchandnagar Industries Limited								
Resolution Required : (Special)			6 - To consider and approve 'WIL - Employees Stock Option Plan 2020'.					
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	20938613	100.0000	20938613	0	100.0000	0.0000
	Insta 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	241434	0	0.0000	0	0	0.0000	0.0000
	Insta Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		0	0.0000	0	0	0.0000	0.0000
Public Non Institutions	E-Voting	16890158	46306	0.2742	42434	3872	91.6382	8.3618
	Insta Poll		1	0.0000	1	0	100.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		46307	0.2742	42435	3872	91.6384	8.3616
Total		38070205	20984920	55.1216	20981048	3872	99.9815	0.0185

For Walchandnagar Industries Ltd.

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G. S. Agrawal

Vice President (Legal & Taxation) & Company Secretary

Walchandnagar Industries Limited									
Resolution Required : (Ordinary)			7 -- To approve ratification of remuneration of Cost Auditor of Company for Financial Year ending March, 2021.						
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	
Promoter and Promoter Group	E-Voting		20938613	100.0000	20938613	0	100.0000	0.0000	
	Insta Poll	20938613	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		0	0.0000	0	0	0.0000	0.0000	
	Insta Poll	241434	0	0.0000	0	0	0.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		0	0.0000	0	0	0.0000	0.0000	
Public Non Institutions	E-Voting		46206	0.2736	42469	3737	91.9123	8.0877	
	Insta Poll	16890158	1	0.0000	1	0	100.0000	0.0000	
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000	
	Total		46207	0.2736	42470	3737	91.9125	8.0875	
Total		38070205	20984820	55.1214	20981083	3737	99.9822	0.0178	

For Walchandnagar Industries Ltd.

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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 VOTING PROCESS AT AGM OF WALCHANDNAGAR INDUSTRIES LIMITED FOR ITS 111TH 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 have been appointed as Scrutinizer by the Board of Directors of the Company for the purpose of scrutinizing the remote E-voting process and voting Process at the 111th Annual General Meeting in a fair and transparent manner for the business contained in the Notice 111th Annual General Meeting of the company held on Friday, 14th August, 2020 at 4.00 P.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") and ascertaining the requisite majority on E-voting as well as voting process 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, read with MCA General circular No. 14/2020 dated April 8, 2020, MCA General Circular No. 17/2020 dated April 13, 2020, MCA General Circular No. 20/2020 dated May 5, 2020 and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") read with SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated May 12, 2020.

The Company sought approval of Members to the Resolutions through e-voting and e-voting system at Annual General meeting:

1. The E-voting period commenced at 9.00 a.m. on August 11, 2020 and ended at 5.00 p.m. on August 13, 2020. The E-voting module was disabled by NSDL 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 7, 2020.



3. The Shareholder holding shares as on the "Cut Off" date i.e. August 7, 2020 were entitled to vote on the proposed 7 (Seven) Resolutions as mentioned in the Notice of the 111th Annual General Meeting of the Company.
4. The facility of voting through e-voting system during the AGM 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 conclusion of the Annual General Meeting the votes cast through remote e-voting and e-voting during the AGM were unblocked in the presence of two witnesses, namely, Mr. Hrushikesh V. Deodhar and Mr. Ajit V. Ukidwe, who acted as witnesses and who are not in employment of the Company.
6. Thereafter I as scrutinizer duly compiled the details of Remote E-voting done by the members and the voting done during the Annual General Meeting. The details of which are as follows:

The result of E- Voting and voting at the meeting through e-voting system for Resolution No1 to 7 is as under:

ORDINARY BUSINESS

RESOLUTION No.1

1. To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2020 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
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	161	20984332	99.99	5	1737	0.01	0
Voting at the meeting through e-voting system	1	1	100	0	0	0	0
Total	162	20984333	99.99	5	1737	0.01	0



RESOLUTION No.2

2. To appoint a Director in place of Mr. Chakor L. Doshi (DIN: 00210949) Director, who retires by rotation at 111th Annual General Meeting and, being eligible, offers himself for re-appointment.

Manner of voting	Votes in favour of the Resolution			No. of Members	Votes against the Resolution		Invalid votes Nos.
	No. of Members	Nos.	%		Nos.	%	
Total Votes through Remote E-voting	147	43374	91.40	8	4082	8.60	0
Voting at the meeting through e-voting system	1	1	100	0	0	0	0
Total	148	43375	91.40	8	4082	8.60	0

SPECIAL BUSINESS

RESOLUTION No.3

Ordinary Resolution:

3. To appoint Mr. Chirag C. Doshi (DIN: 00181291), as Managing Director & CEO

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes Nos.
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	146	43219	91.07	9	4237	8.93	0
Voting at the meeting through e-voting system	1	1	100	0	0	0	0
Total	147	43220	91.07	9	4237	8.93	0



RESOLUTION No.4

Ordinary Resolution

4. To appoint Mrs. Rupal Vora (DIN: 07096253), as a Non – Executive Independent Director:

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	156	20980782	99.98	9	4137	0.02	0
Voting at the meeting through e-voting system	1	1	100	0	0	0	0
Total	157	20980783	99.98	9	4137	0.02	0

RESOLUTION No.5

Special Resolution:

5. To avail the Professional Services of Mr. G. K. Pillai as Advisor / Consultant for a period of One Year w.e.f. April 01, 2020:

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes
	No. of Members	Nos.	%	No. of Members	Nos.	%	
Total Votes through Remote E-voting	155	20979832	99.98	10	5087	0.02	0
Voting at the meeting through e-voting system	1	1	100	0	0	0	0
Total	156	20979833	99.98	10	5087	0.02	0



RESOLUTION No.6

Special Resolution:

6. To consider and approve 'WIL - Employees Stock Option Plan 2020:

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes
	No. of Members	Nos.	%	No. of Members	Nos.	%	Nos.
Total Votes through Remote E-voting	157	20981047	99.98	8	3872	0.02	0
Voting at the meeting through e-voting system	1	1	100	0	0	0	0
Total	158	20981048	99.98	8	3872	0.02	0

RESOLUTION No.7

Ordinary Resolution:

To approve ratification of remuneration of Cost Auditor of Company for the Financial Year ending March 2021

Manner of voting	Votes in favour of the Resolution			Votes against the Resolution			Invalid votes
	No. of Members	Nos.	%	No. of Members	Nos.	%	Nos.
Total Votes through Remote E-voting	158	20981082	99.98	6	3737	0.02	0
Voting at the meeting through e-voting system	1	1	100	0	0	0	0
Total	159	20981083	99.98	6	3737	0.02	0



All the resolutions mentioned in the notice of the Annual General Meeting dated June 26, 2020 stand passed under Remote E-voting and voting conducted at the Annual General Meeting through e-voting system with the requisite majority and hence deemed to be passed as on the date of Annual General Meeting.

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



**V N DEODHAR
PROP.
FCS NO.1880
C.P. No. 898**

UDIN:FOO1880B000583661

Place: Mumbai

Dated: 16th August, 2020

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

A handwritten signature in black ink, appearing to read 'H. Deodhar'.

(CA. HRUSHIKESH V. DEODHAR)

A handwritten signature in black ink, appearing to read 'A. V. Ukidwe'.

(AJIT V UKIDWE)