

**B. N. Khandelwal**

*Company Secretary*

Saha Court

5<sup>th</sup> Floor, Room No. 33,  
8, Ganesh Chandra Avenue,  
Kolkata - 700 013  
Phone: 033 -2236-4634

## **Consolidated Scrutinizer's Report**

*[Pursuant to Section 108 of the Companies Act, 2013 and Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Amendment Rules, 2015]*

**The Chairman** of the  
60<sup>th</sup> Annual General Meeting of  
M/s Wires And Fabriks (S.A.) Ltd.

14.09.2017

Dear Sir,

**60<sup>th</sup> Annual General Meeting (AGM) of the Equity Shareholders of M/s Wires & Fabriks (S.A.) Limited held on Tuesday, 12th September, 2017 at 2:30 P.M.**

I, CS B. N. Khandelwal of M/s B. N. Khandelwal, Company Secretaries, was appointed as the Scrutinizer for the purpose of scrutinizing the remote e-voting process (remote e-voting) as well as for voting (ballot) conducted at the AGM venue, in a fair and transparent manner and ascertaining the results thereof, in respect of Resolutions transacted at the 60<sup>th</sup> AGM of the Members of M/s Wires And Fabriks (S.A.) Limited, held on Tuesday, the 12th day of September, 2017 at 2.30 P.M. at Bharatiya Bhasha Parishad, 36A Shakespeare Sarani, Kolkata - 700017.

Compliances with the provisions of the Companies Act, 2013 and the Rules framed thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, relating to voting through electronic means i.e. remote e-voting and voting (ballot) at the AGM venue by the Members of the Company on the Item Nos. 1 to 4 contained in the Notice dated 30<sup>th</sup> May, 2017 convening the AGM of the Company, are the responsibility of the management of the Company. My responsibility as Scrutinizer is to ensure that voting process, both through remote e-voting and voting (ballot) at the AGM venue, are conducted in a fair and transparent manner and to make a Consolidated Scrutinizer's Report, being this Report, of the total votes cast "in favour" and "against" the Resolutions transacted at the AGM, based on reports generated from e-voting system provided by NSDL for remote e-voting and voting through ballot at the AGM venue.

I submit my report as under:



**B. N. Khandelwal**

*Company Secretary*

Saha Court

5<sup>th</sup> Floor, Room No. 33,  
8, Ganesh Chandra Avenue,  
Kolkata - 700 013  
Phone: 033 -2236-4634

1. The Company has appointed National Securities Depository Limited (NSDL) to provide and facilitate remote e-voting process to the Members of the Company to cast their votes through a secured electronic mode on the Resolutions to be transacted at the said AGM.
2. As required under Rules 20(4)(iii) of the Companies (Management and Administration) Rules, 2014 (as amended), the company has clearly stated in the Notice of the AGM dated 30<sup>th</sup> May, 2017 that (a) the Company has provided the facility for remote e-voting by electronic means and business of the said meeting may be transacted through e-voting; (b) that the facility of voting by way of ballot shall also be made available at the AGM venue; and (c) Members who have cast their vote by remote e-voting prior to the AGM may also attend the meeting but shall not be entitled to cast their vote again.
3. The remote e-voting period commenced on 9th September, 2017 at 9:00 a.m. and remained open till 5:00 p.m. on 11th September, 2017.
4. The members holding shares as on the 'cut-off' date i.e. 5th September, 2017 were entitled to vote, through remote e-voting system as well as voting at the AGM through ballot, on the proposed Resolutions for Item Nos. 1 to 4 as set out in the Notice dated 30<sup>th</sup> May, 2017.
5. The requisite advertisement pursuant to Section 108 of the Companies Act, 2013 read with Rule 20(4)(v) of the companies (Management and Administration) Rules, 2014, as amended, was published in the "The Financial Express" (in English language) and in "Sukhabar" (in Bengali language) both on 19th August, 2017.
6. The Company has also provided its members/proxies to cast their vote by ballot, attending the meeting but has not cast their vote by remote e-voting facility.
7. The locked Ballot Box was subsequently opened by me in the presence of two witnesses (1) Mr. Uttam Chand Sharma and (2) Mr. Samar Roy, both of M/s. ABS Consultant Private Limited and Ballot Papers were diligently scrutinized. The Ballot Papers were reconciled with the records maintained by M/s. ABS Consultant Private Limited, Registrar and Share Transfer Agents of the Company and the authorizations and proxies lodged with the Company.
8. Thereafter, the votes cast by the Members through remote e-voting system provided by NSDL were unblocked in the presence of two witnesses (1) Mr. Kali Das Mondal of 8, Ganesh Chandra Avenue, Kolkata - 700 013 and (2) Mr. Asit Baran Baidya of 2B Grant Lane, Kolkata 700 012.



**B. N. Khandelwal**

*Company Secretary*

Saha Court

5<sup>th</sup> Floor, Room No. 33,  
8, Ganesh Chandra Avenue,  
Kolkata - 700 013  
Phone: 033 -2236-4634

9. Based on the details containing list of members who have cast their votes on remote e-voting platform as downloaded from the e-voting website of NSDL ([www.evoting.nsdl.com](http://www.evoting.nsdl.com)) and the votes cast by the Members/Proxies through ballot at the AGM venue, the consolidated results of the remote e-voting and voting (ballot) at the AGM venue, on the items of business transacted at the AGM held on 12th September, 2017 are given in the **Annexure** enclosed herewith, forming part of this Report.

Yours Faithfully,

For **Wires And Fabriks (S.A.) Ltd.**

  
**Kishan Kumar Khaitan**  
Chairman (DIN 00514864)





**(B. N. Khandelwal)**  
**Company Secretary in Practice**  
Membership No. ACS 1614  
CP. No. 1148

# B. N. Khandelwal

Company Secretary

Saha Court  
5<sup>th</sup> Floor, Room No. 33,  
8, Ganesh Chandra Avenue,  
Kolkata - 700 013  
Phone: 033 -2236-4634

**Agenda No. 1:** Adoption of the Financial Statements of the Company for the financial year ended March 31, 2017 together with the Reports of the Auditor's thereon and the Board's Report.

Sl No.	Particulars	Total number of ballot/electronic confirmation	Total number of votes
1	Total vote cast by electronic means	21	2407765
2	Total physical ballot forms received	29	126
3	Total no. of votes taken to be invalid out of the physical ballots received Resolution	3	18
4	No. of e-votes taken to be invalid	0	0
5	<b>Total number of valid postal ballot forms and e-voting confirmations [(1+2)-(3+4)]</b>		
	Resolution	47	2407873

**Agenda No. 2:** Declaration of dividend @0.60 per Equity Share of Rs. 10/- each, fully paid up, for the financial year ended March, 31, 2017.

Sl No.	Particulars	Total number of ballot/electronic confirmation	Total number of votes
1	Total vote cast by electronic means	21	2407765
2	Total physical ballot forms received	29	126
3	Total no. of votes taken to be invalid out of the physical ballots received Resolution	3	18
4	No. of e-votes taken to be invalid	0	0
5	<b>Total number of valid postal ballot forms and e-voting confirmations [(1+2)-(3+4)]</b>		
	Resolution	47	2407873



**B. N. Khandelwal**

*Company Secretary*

Saha Court

5<sup>th</sup> Floor, Room No. 33,  
8, Ganesh Chandra Avenue,  
Kolkata - 700 013  
Phone: 033 -2236-4634

**Agenda No. 3:** Re-appointment of Mr. Mahendra Kumar Khaitan (DIN: 00459612) as a Director, liable to retire by rotation.

Sl No.	Particulars	Total number of ballot/electronic confirmation	Total number of votes
1	Total vote cast by electronic means	21	2407765
2	Total physical ballot forms received	29	126
3	Total no. of votes taken to be invalid out of the physical ballots received Resolution	3	18
4	No. of e-votes taken to be invalid	2	5500
5	<b>Total number of valid postal ballot forms and e-voting confirmations [(1+2)-(3+4)]</b>		
	Resolution	45	2402373

**Agenda No. 4:** Appointment of Auditors and fixation of their remuneration.

Sl No.	Particulars	Total number of ballot/electronic confirmation	Total number of votes
1	Total vote cast by electronic means	21	2407765
2	Total physical ballot forms received	29	126
3	Total no. of votes taken to be invalid out of the physical ballots received Resolution	3	18
4	No. of e-votes taken to be invalid	0	0
5	<b>Total number of valid postal ballot forms and e-voting confirmations [(1+2)-(3+4)]</b>		
	Resolution	47	2407873



# B. N. Khandelwal

Company Secretary

Saha Court  
5<sup>th</sup> Floor, Room No. 33,  
8, Ganesh Chandra Avenue,  
Kolkata - 700 013  
Phone: 033 -2236-4634

The summary of the valid votes casted in favour and valid votes casted against the resolutions are as follows:

## AGENDA NO. 1

Particulars	Assent		Dissent	
	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares
Physical	26	108	-	-
E-voting	21	2407765	-	-
<b>Total</b>	<b>47</b>	<b>2407873</b>	-	-
%	100%		-	

## AGENDA NO. 2

Particulars	Assent		Dissent	
	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares
Physical	26	108	-	-
E-voting	21	2407765	-	-
<b>Total</b>	<b>47</b>	<b>2407873</b>	-	-
%	100%		-	

## AGENDA NO. 3

Particulars	Assent		Dissent	
	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares
Physical	26	108	-	-
E-voting	19	2402265	-	-
<b>Total</b>	<b>45</b>	<b>2402373</b>	-	-
%	100%		-	



**B. N. Khandelwal**

*Company Secretary*

Saha Court

5<sup>th</sup> Floor, Room No. 33,  
8, Ganesh Chandra Avenue,  
Kolkata - 700 013  
Phone: 033 -2236-4634

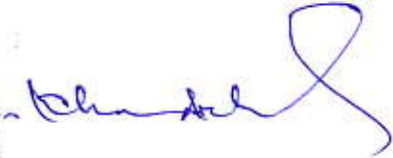
**AGENDA NO. 4**

Particulars	Assent		Dissent	
	No. of Shareholders	No. of Shares	No. of Shareholders	No. of Shares
Physical	26	108	-	-
E-voting	21	2407765	-	-
<b>Total</b>	<b>47</b>	<b>2407873</b>	-	-
%	100%		-	

Yours Faithfully,  
For Wires And Fabriks (S.A.) Ltd.

  
**Kishan Kumar Khaitan**  
Chairman (DIN 00514864)



  
**B. N. Khandelwal**  
Company Secretary in Practice  
Membership No. ACS 1614  
CP. No. 1148