

**MAYANK DAGA**

B.Com, Company Secretary (CS)

+91 9903291262

mayankdaga89@gmail.com



Address: 106, K C S ROAD .  
GANGES GARDEN BLOCK B-7, 1ST  
FLOOR E -TYPE SHIBPUR.  
Howrah-711102.

**Scrutinizer's Report**

To  
The Chairman of the  
61<sup>st</sup> Annual General Meeting of  
**Wires and Fabriks (S.A.) Limited**

Sir,

Consolidated Scrutinizer's Report on remote E-Voting conducted pursuant to the provision of Section 108 of the Companies Act, 2013 and Rule 20(xii) of the Companies (Management and Administration) Rules, 2014, and ballot voting at the **61<sup>st</sup> Annual General Meeting (AGM) of Wires and Fabriks (S.A.) Limited** held on 11<sup>th</sup> of August, 2018 at Seminar Hall, Science City, JBS Halden Avenue, Kolkata - 700046.

I, Mayank Daga, Company Secretary, appointed as the Scrutinizer by the Board of Directors of **Wires and Fabriks (S.A.) Limited** pursuant to Section 108 of the Companies Act, 2013 and Rule 20 (xii) of the Companies (Management and Administration) Rules, 2014 to scrutinize the remote e-voting process and conduct the voting by poll (ballot papers) on the below mentioned resolutions, at the **61<sup>st</sup> Annual General Meeting (AGM) of Wires and Fabriks (S.A.) Limited**, held on 11<sup>th</sup> of August, 2018 at Seminar Hall, Science City, JBS Halden Avenue, Kolkata – 700046, hereby submit my report as under:

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, 2018 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 8th August, 2018 at 9:00 a.m. and remained open till 5:00 p.m. on 10th August, 2018.



4. The members holding shares as on the 'cut-off' date i.e. 4th August, 2018 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 7 as set out in the Notice dated 30<sup>th</sup> May, 2018.
5. 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.
6. After the time fixed for closing of the poll by the Chairman, the ballot boxes kept for polling were locked in my presence with due identification marks placed by me.
7. The locked ballot boxes were subsequently opened in my presence and poll papers were diligently scrutinized. The poll papers were reconciled with the records maintained by M/s. ABS Consultant Private Limited, Registrar and Transfer Agents of the Company and the authorizations / proxies lodged with the Company.
8. After the conclusion of voting at the general meeting, the votes cast through remote e-voting were unblocked in the presence of two witnesses not in the employment of the company.
9. The combined result is as under:

**Resolution No.1 (Ordinary Resolution)** – Adoption of the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2018 together with the Reports of the Auditor's thereon and the Director's Report.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	80	411	93.62
E- Voting	18	2291506	100.00
<b>Total</b>	<b>98</b>	<b>2291917</b>	<b>100.00</b>

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	2	28	6.38
E- Voting	1	5	Negligible
<b>Total</b>	<b>3</b>	<b>33</b>	<b>Negligible</b>

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	20



**Resolution No.2 (Ordinary Resolution)** – Declaration of dividend @0.60 per Equity Share of Rs. 10/- each, fully paid up, for the financial year ended March, 31, 2018.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	81	431	98.18
E- Voting	18	2291506	100.00
<b>Total</b>	<b>99</b>	<b>2291937</b>	<b>100.00</b>

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	1	8	1.82
E- Voting	1	5	Negligible
<b>Total</b>	<b>2</b>	<b>13</b>	<b>Negligible</b>

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	20

**Resolution No.3 (Ordinary Resolution)** – Re-appointment of Ms. Pranika Khaitan (DIN 07062242) as a Director, liable to retire by rotation.

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	79	410	93.39
E- Voting	16	2286006	100.00
<b>Total</b>	<b>95</b>	<b>2286416</b>	<b>100.00</b>



(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	3	29	6.61
E- Voting	1	5	Negligible
<b>Total</b>	<b>4</b>	<b>34</b>	<b>Negligible</b>

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	20

**Resolution No.4 (Ordinary Resolution) – Re-appointment of Auditors and fixation of their remuneration.**

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	79	410	93.39
E- Voting	18	2291506	100.00
<b>Total</b>	<b>97</b>	<b>2291916</b>	<b>100.00</b>

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	3	29	6.61
E- Voting	1	5	Negligible
<b>Total</b>	<b>4</b>	<b>34</b>	<b>Negligible</b>

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	20



**Resolution No.5 (Special Resolution) – To Continue the term of Mr. Dinkarray Durgashankar Trivedi (DIN:-00380306) as Independent Director of the Company.**

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	79	410	93.39
E- Voting	18	2291506	100.00
<b>Total</b>	<b>97</b>	<b>2291916</b>	<b>100.00</b>

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	3	29	6.61
E- Voting	1	5	Negligible
<b>Total</b>	<b>4</b>	<b>34</b>	<b>Negligible</b>

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	20

**Resolution No.6 (Special Resolution) – To Continue the term of Mr. Mohan Lal Bhagat (DIN:-00699750) as Independent Director of the Company.**

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	79	410	93.39
E- Voting	18	2291506	100.00
<b>Total</b>	<b>97</b>	<b>2291916</b>	<b>100.00</b>



(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	3	29	6.61
E- Voting	1	5	Negligible
<b>Total</b>	<b>4</b>	<b>34</b>	<b>Negligible</b>

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	20

**Resolution No.7 (Special Resolution) – To Continue the term of Mr. Satish Ajmera (DIN:- 00208919) as Independent Director of the Company.**

(i) Voted in favour of the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	79	410	93.39
E- Voting	18	2291506	100.00
<b>Total</b>	<b>97</b>	<b>2291916</b>	<b>100.00</b>

(ii) Voted against the resolution:

	Number of members present and voting (in person or by proxy) (In case of e-voting no. of members voted)	Number of votes cast by them	% of total number of valid votes cast
Poll	3	29	6.61
E- Voting	1	5	Negligible
<b>Total</b>	<b>4</b>	<b>34</b>	<b>Negligible</b>

(iii) Invalid votes:

Total number of members (in person or by proxy) whose votes were declared invalid	Total number of votes cast by them
7	20



10. An excel file containing a list of equity shareholders who voted "FOR", "AGAINST" for each resolution is being sent separately.
11. Votes amounting to 20 (twenty) in number cast by 7 (seven) shareholders were treated as invalid due to mismatch of signature.
12. The poll papers and all other relevant records are being sealed and handed over to the Chairman/ Company Secretary for safe keeping.

Thanking you,

Yours Faithfully,

*Mayank Daga*



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**Mayank Daga**  
Company Secretary  
Membership No- ACS 41279  
CP. No. 16509

Place: Kolkata

Date: 13<sup>th</sup> August, 2018