

B. N. Khandelwal
COMPANY SECRETARY

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

Scrutinizer's Report

[Pursuant to Section 108 of the Companies Act, 2013 and rules 20(3)(xi) of the Companies (Management and Administration) Rules, 2014]

The Chairman,

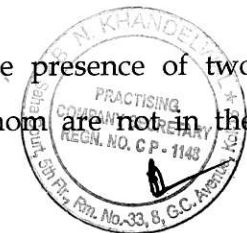
Wires and Fabriks (S.A.) Limited

57th Annual General Meeting of the Members of Wires and Fabriks (S.A.) Limited to be held on Wednesday, 13th August, 2014 at Seminar Hall, Science City, JBS Haldane Avenue, Kolkata 700 046

Dear Sir,

I, Bishwanath Khandelwal, Proprietor of B. N. Khandelwal, a Practising Company Secretary firm having its Registered Office at Saha Court, 8, Ganesh Chandra Avenue, Kolkata - 700 013, have been appointed as a Scrutinizer of Wires and Fabriks (S.A.) Limited ("the Company") for the purpose of scrutinizing the e-voting process in a fair and transparent manner and ascertaining the requisite majority on e-voting carried out as per the provisions of Section 108 of the Companies Act, 2013 and rules 20(3)(xi) of the Companies (Management and Administration) Rules, 2014 on the below mentioned resolutions at the 57th Annual General Meeting of the Members of Members of Wires and Fabriks (S.A.) Limited to be held on Wednesday, 13th August, 2014 at Seminar Hall, Science City, JBS Haldane Avenue, Kolkata 700 046. I, submit my report as under:

1. The e-voting services were provided by National Securities Depository Limited (NSDL).
2. The e-voting period remained open from Wednesday, 6th August, 2014 (9.00 A.M.) to Friday, 8th August, 2014 (6.00 P.M.).
3. The Shareholders holding shares as on the "cut off" date i.e. 30th June, 2014 were entitled to vote on the proposed resolutions (Item No. 1 to Item No. 13 as set out in the Notice of the 57th AGM of Wires and Fabriks (S.A.) Limited).
4. The votes were unblocked on 11th August, at 10.00 A.M. in the presence of two witnesses, Mr. Samir Poloi and Mr. Biswajit Mondal, both of whom are not in the employment of the Company.



5. Based on the reports generated from NSDL's e-voting website www.evoting.nsdl.com, the results of e-voting are as under:

ORDINARY BUSINESS

Item no. 1 - Ordinary Resolution

Adoption of Accounts for the Financial Year ended 31st March, 2014, The Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.

	Number of Members who voted	Number of Shares for which votes cast	Percentage of Votes to total number of valid votes cast
Voted in Favour of the Resolution	15	2354981	99.999
Voted against the Resolution	4	8	0.001
Invalid votes	N.A.	N.A.	N.A.

Item no. 2 - Ordinary Resolution

Declaration of Dividend for the financial year ended 31st March, 2014

	Number of Members who voted	Number of Shares for which votes cast	Percentage of Votes to total number of valid votes cast
Voted in Favour of the Resolution	15	2354981	99.999
Voted against the Resolution	4	8	0.001
Invalid votes	N.A.	N.A.	N.A.

Item no. 3 - Ordinary Resolution

Appointment of Mr. Satish Ajmera who retires by rotation and offers himself for re-election.

	Number of Members who voted	Number of Shares for which votes cast	Percentage of Votes to total number of valid votes cast
Voted in Favour of the Resolution	15	2354981	99.999
Voted against the Resolution	4	8	0.001
Invalid votes	N.A.	N.A.	N.A.



Item no. 4 - Ordinary Resolution

Appointment of Mr. D. D. Trivedi who retires by rotation and offers himself for re-election.

	Number of Members who voted	Number of Shares for which votes cast	Percentage of Votes to total number of valid votes cast
Voted in Favour of the Resolution	15	2354981	99.999
Voted against the Resolution	4	8	0.001
Invalid votes	N.A.	N.A.	N.A.

Item no. 5 - Ordinary Resolution

Appointment of M/s. S. S. Kothari & Co., Chartered Accountants, as Auditors and fixing their Remuneration

	Number of Members who voted	Number of Shares for which votes cast	Percentage of Votes to total number of valid votes cast
Voted in Favour of the Resolution	15	2354981	99.999
Voted against the Resolution	4	8	0.001
Invalid votes	N.A.	N.A.	N.A.

SPECIAL BUSINESS

Item no. 6 - Ordinary Resolution

Appointment of Mr. Vinod Kumar Ladia, as an Independent Director.

	Number of Members who voted	Number of Shares for which votes cast	Percentage of Votes to total number of valid votes cast
Voted in Favour of the Resolution	15	2354981	99.999
Voted against the Resolution	3	7	0.001
Invalid votes	N.A.	N.A.	N.A.



Item no. 7- Ordinary Resolution

Appointment of Mr. Subrata Kumar Mitra, as an Independent Director.

	Number of Members who voted	Number of Shares for which votes cast	Percentage of Votes to total number of valid votes cast
Voted in Favour of the Resolution	15	2354981	99.999
Voted against the Resolution	4	8	0.001
Invalid votes	N.A.	N.A.	N.A.

Item no. 8 - Special Resolution

Approval for payment of Remuneration to Mr. Basant Kumar Khaitan, Chairman cum Managing Director of the Company for the period from 1st April, 2015 to 31st March, 2017.

	Number of Members who voted	Number of Shares for which votes cast	Percentage of Votes to total number of valid votes cast
Voted in Favour of the Resolution	15	2354981	99.999
Voted against the Resolution	4	8	0.001
Invalid votes	N.A.	N.A.	N.A.

Item no. 9 - Special Resolution

Approval for payment of Remuneration to Mr. Kishan Kumar Khaitan, Managing Director of the Company for the period from 1st April, 2015 to 31st March, 2017.

	Number of Members who voted	Number of Shares for which votes cast	Percentage of Votes to total number of valid votes cast
Voted in Favour of the Resolution	15	2354981	99.999
Voted against the Resolution	4	8	0.001
Invalid votes	N.A.	N.A.	N.A.



Item no. 10 - Special Resolution

Approval for payment of Remuneration to Mr. Mahendra Kumar Khaitan, Joint Managing Director of the Company for the period from 1st April, 2015 to 31st March, 2017.

	Number of Members who voted	Number of Shares for which votes cast	Percentage of Votes to total number of valid votes cast
Voted in Favour of the Resolution	16	2354982	99.999
Voted against the Resolution	3	7	0.001
Invalid votes	N.A.	N.A.	N.A.

Item no. 11 - Special Resolution

Appointment of Mr. Devesh Khaitan, as an Executive Director of the Company and approval for payment of his remuneration for the period from 1st July, 2014 to 31st March, 2017.

	Number of Members who voted	Number of Shares for which votes cast	Percentage of Votes to total number of valid votes cast
Voted in Favour of the Resolution	16	2354982	99.999
Voted against the Resolution	3	7	0.001
Invalid votes	N.A.	N.A.	N.A.

Item no. 12 - Special Resolution

Approval for excess Borrowing Power limits u/s. 180(1)(c) of the Companies Act, 2013.

	Number of Members who voted	Number of Shares for which votes cast	Percentage of Votes to total number of valid votes cast
Voted in Favour of the Resolution	16	2354982	99.999
Voted against the Resolution	3	7	0.001
Invalid votes	N.A.	N.A.	N.A.

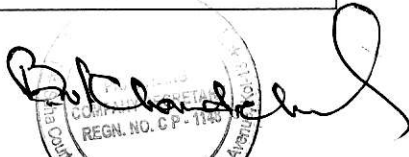


Item no. 13 - Special Resolution

Approval for excess Donation Power limits u/s. 181 of the Companies Act, 2013.

	Number of Members who voted	Number of Shares for which votes cast	Percentage of Votes to total number of valid votes cast
Voted in Favour of the Resolution	15	2354981	99.999
Voted against the Resolution	4	8	0.001
Invalid votes	N.A.	N.A.	N.A.

Yours Faithfully


(Bishwanath Khandelwal)
Scrutinizer

Place: Kolkata

Date: 11th August, 2014

We the undersigned have witnessed that the votes were unblocked from NSDL's e-voting website www.evoting.nsdl.com in our presence on Monday, 11th August, 2014 at 10.00 A.M.



Name: Mr. Samir Poloi

Address: 37F, Karumamoyee Ghat Road,
Kolkata -700 082



Name: Mr. Biswajit Mondal

Address: Village Chatrayapur,
P.O.: Yearpur, Usthi
24, Parganas (South)
West Bengal