

**MAYANK DAGA**

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**Scrutinizer's Report**

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

Sir,

Consolidated Scrutinizer's Report on remote e-voting and e-voting at the Annual General Meeting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, for the **64<sup>th</sup> Annual General Meeting ("AGM") of Wires and Fabriks (S.A.) Limited** held on Thursday, the 12<sup>th</sup> day of August, 2021 at 03:00 p.m. through Video Conferencing ("VC") / Other Audio Video Means ("OAVM").

I, Mayank Daga, Company Secretary in Practice, 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 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, to scrutinize the remote e-voting process and the e-voting at the AGM on the below mentioned resolutions, for the **64<sup>th</sup> Annual General Meeting (AGM) of Wires and Fabriks (S.A.) Limited**, held on 12<sup>th</sup> day of August, 2021 through Video Conferencing ("VC") / Other Audio Video Means ("OAVM"), hereby submit my report as under:

1. In compliance with the Ministry of Corporate Affairs ("MCA") Circular No. 14/2020, Circular No.17/2020, Circular No. 20/2020 and Circular No. 02/2021 dated 08<sup>th</sup> April, 2020, 13<sup>th</sup> April, 2020, 05<sup>th</sup> May, 2020 and 13<sup>th</sup> January, 2021, respectively (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India circular dated May 12, 2020 and January 15, 2021 (collectively referred to as "SEBI Circulars") the AGM of the Company was held through Video Conferencing ("VC") / Other Audio Video Means ("OAVM") and the notice dated 31<sup>st</sup> May, 2021, as confirmed by the Company in respect of the below mentioned resolutions passed at the said AGM of the Company was sent through electronic mode to those Members whose email addresses are registered with the Company/ Depositories.
2. The Company had appointed National Securities Depository Limited (NSDL) to provide and facilitate both the remote e-voting process and e-voting at the AGM 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.
3. The remote e-voting period commenced on Monday, 9th August, 2021 at 9:00 A.M. and remained open till Wednesday, 11th August, 2021 at 5.00 P.M.



4. The members holding shares as on the 'cut-off' date i.e. 5th August, 2021, were entitled to vote through remote e-voting system or e-voting at the AGM on the resolutions as set out in the notice of the AGM dated 31<sup>st</sup> May, 2021.
5. After the conclusion of the AGM and closure of e-voting at the AGM, the votes casted through e-voting at the AGM and through remote e-voting prior to the date of AGM were unblocked and downloaded from the website of the National Securities Depository Limited (<https://www.evoting.nsdl.com>). The same were then scrutinized and counted.
6. The combined result is as under:

**Resolution No.1 (Ordinary Resolution)** – Receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31<sup>st</sup> March, 2021 together with the Director's Report and the Auditor's Report thereon.

(i) Voted in favour of the resolution:

	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
E-Voting at the AGM	1	21,383	100.00
Remote E-Voting	63	22,96,571	99.99
<b>Total</b>	<b>64</b>	<b>23,17,954</b>	<b>99.99</b>

(ii) Voted against the resolution:

	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
E-Voting at the AGM	0	0	0.00
Remote E-Voting	4	5	Negligible
<b>Total</b>	<b>4</b>	<b>5</b>	<b>Negligible</b>

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

**Resolution No. 2 (Ordinary Resolution)** – Declaration of Dividend @ Rs. 0.10 per Equity share of Rs 10/- each, fully paid up, for the year ended 31<sup>st</sup> March, 2021.

(i) Voted in favour of the resolution:

	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
E-Voting at the AGM	1	21,383	100.00
Remote E-Voting	63	22,96,571	99.99
<b>Total</b>	<b>64</b>	<b>23,17,954</b>	<b>99.99</b>

(ii) Voted against the resolution:

	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
E-Voting at the AGM	0	0	0.00
Remote E-Voting	4	5	Negligible
<b>Total</b>	<b>4</b>	<b>5</b>	<b>Negligible</b>



(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

**Resolution No. 3 (Ordinary Resolution) – Re-appointment of Mrs. Pranika Khaitan Rawat (DIN 07062242), who retires by rotation.**

(i) Voted in favour of the resolution:

	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
E-Voting at the AGM	1	21,383	100.00
Remote E-Voting	60	22,89,327	99.90
<b>Total</b>	<b>61</b>	<b>23,10,710</b>	<b>99.90</b>

(ii) Voted against the resolution:

	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
E-Voting at the AGM	0	0	0.00
Remote E-Voting	6	2,249	0.10
<b>Total</b>	<b>6</b>	<b>2,249</b>	<b>0.10</b>

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

**Resolution No. 4 (Special Resolution) – Re-appointment of Mr. Kishan Kumar Khaitan (DIN 00514864) with change in his designation from Chairman cum Managing Director of the Company to Executive Chairman of the Company for a period of 5 (five) years with effect from 1st April, 2022 to 31st March, 2027.**

(i) Voted in favour of the resolution:

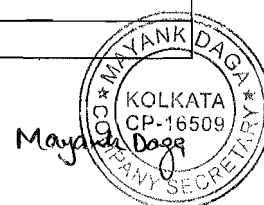
	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
E-Voting at the AGM	0	0	0.00
Remote E-Voting	59	22,94,202	99.90
<b>Total</b>	<b>59</b>	<b>22,94,202</b>	<b>98.98</b>

(ii) Voted against the resolution:

	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
E-Voting at the AGM	1	21,383	100.00
Remote E-Voting	7	2,274	0.10
<b>Total</b>	<b>8</b>	<b>23,657</b>	<b>1.02</b>

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-



**Resolution No. 5 (Special Resolution)** – Re-appointment of Mr. Mahendra Khaitan (DIN 00459612) as Managing Director for a further period of 5 (five) years with effect from 1st April, 2022 to 31st March, 2027.

(i) Voted in favour of the resolution:

	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
E-Voting at the AGM	0	0	0.00
Remote E-Voting	60	22,93,827	99.90
<b>Total</b>	<b>60</b>	<b>22,93,827</b>	<b>98.98</b>

(ii) Voted against the resolution:

	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
E-Voting at the AGM	1	21 383	100.00
Remote E-Voting	6	2,249	0.10
<b>Total</b>	<b>7</b>	<b>23,632</b>	<b>1.02</b>

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

**Resolution No. 6 (Special Resolution)** – Re-appointment of Mr. Devesh Khaitan (DIN 00820595) with change in his designation from Executive Director of the Company to Joint Managing Director of the Company for a period of 5 (five) years with effect from 1st April, 2022 to 31st March, 2027.

(i) Voted in favour of the resolution:

	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
E-Voting at the AGM	0	0	0.00
Remote E-Voting	60	22,94,227	99.90
<b>Total</b>	<b>60</b>	<b>22,94,227</b>	<b>98.98</b>

(ii) Voted against the resolution:

	Number of Members Voted	Number of Votes cast by them	% of total number of valid votes cast
E-Voting at the AGM	1	21,383	100.00
Remote E-Voting	6	2,249	0.10
<b>Total</b>	<b>7</b>	<b>23,632</b>	<b>1.02</b>

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
-	-

7. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and rules relating to remote e-voting and e-voting at the AGM on the resolutions contained in the notice of the AGM.




8. My responsibility as scrutinizer for the e-voting is restricted to making a Scrutinizer's Report of the votes casted in favour or against the resolutions.
9. An excel file containing a list of equity shareholders who voted "FOR" or "AGAINST" for each resolution is being sent separately.
10. The Relevant records with regard to the e-voting process 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**  
Practicing Company Secretary  
Membership No.: ACS 41279  
C.P. No.: 16509  
UDIN: **A041279C000785528**  
Place: Kolkata  
Date: 14-08-2021