

MAYANK DAGA

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Scrutinizer's Report

To
The Chairman of the
65th 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 **65th Annual General Meeting ("AGM") of Wires and Fabriks (S.A.) Limited** held on Wednesday, the 29th day of June, 2022 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 **65th Annual General Meeting (AGM) of Wires and Fabriks (S.A.) Limited**, held on 29th day of June, 2022 through Video Conferencing ("VC") / Other Audio Video Means ("OAVM"), hereby submit my report as under:

1. In continuation of Ministry's General Circular No. 20/2020 dated May 5, 2020, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 21/2021 dated December 14, 2021 and General Circular No. 2/2022 dated May 5, 2022 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India circular dated May 12, 2020, January 15, 2021 and May 13, 2022 (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 23rd May, 2022, 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 Sunday, 26th June, 2022 at 9:00 A.M. (IST) and ended on Tuesday, 28th June, 2022 at 5:00 P.M. (IST).



4. The members holding shares as on the 'cut-off' date i.e. 22nd June, 2022, 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 23rd May, 2022.
5. After the conclusion of the AGM and the 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 31st March, 2022 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	0	0	0.00
Remote E-Voting	71	22,94,778	99.89
Total	71	22,94,778	99.89

(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	1	Negligible
Remote E-Voting	7	2514	0.11
Total	8	2515	0.11

(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 @ 0.10 per Equity share of Rs 10/- each, fully paid up, for the year ended 31st March, 2022.

(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	71	22,94,778	99.89
Total	71	22,94,778	99.89

(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	1	Negligible
Remote E-Voting	7	2514	0.11
Total	8	2515	0.11



(iii) Invalid votes:

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

Resolution No. 3 (Ordinary Resolution) – Reappointment of Mr. Devesh Khaitan (DIN: 00820595), 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	0	0	0.00
Remote E-Voting	62	22,82,788	99.83
Total	62	22,82,788	99.83

(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	1	Negligible
Remote E-Voting	8	3,904	0.17
Total	9	3,905	0.17

(iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
2	10000

- 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.
- 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.
- An excel file containing a list of equity shareholders who voted "FOR" or "AGAINST" for each resolution is being sent separately.
- 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

Practicing Company Secretary

Membership No.: ACS 41279

C.P. No.: 16509

UDIN: A041279D000549523

Place: Kolkata

Date: 30-06-2022