

**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 Rule 20(4)(xii) of the Companies (Management and Administration) Rules, 2014, as amended by the Companies (Management and Administration) Rules, 2015]

To,

The Chairman of the 58<sup>th</sup> Annual General Meeting of M/s. Wires and Fabriks (S.A.) Limited.

58<sup>th</sup> Annual General Meeting of the Members of Wires and Fabriks (S.A.) Limited held on Wednesday, 12<sup>th</sup> August, 2015 at Seminar Hall, Science City, JBS Haldane Avenue, Kolkata 700 046

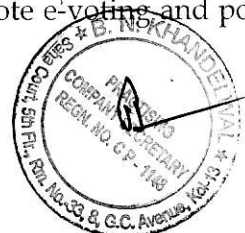
Dear Sir,

I, Bishwanath Khandelwal, Proprietor of B. N. Khandelwal, a Practicing 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 remote e-voting process as well as voting to be conducted through Ballot (Insta Poll) at the 58<sup>th</sup> Annual General Meeting of the Company, in a fair and transparent manner and ascertaining the results thereof, in respect of the resolutions proposed to be transacted at the 58<sup>th</sup> Annual General Meeting of the Company held on 12<sup>th</sup> August, 2015 at 12.00 Noon at Seminar Hall, Science City, JBS Haldane Avenue, Kolkata 700 046. I, 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. The Company has also provided the facility of voting through Ballot (Insta Poll) at the venue of the AGM to members attending the meeting but have not cast their vote by remote e-voting facility. One empty Ballot Box was locked and sealed by me in the presence of members and proxies at the AGM venue.

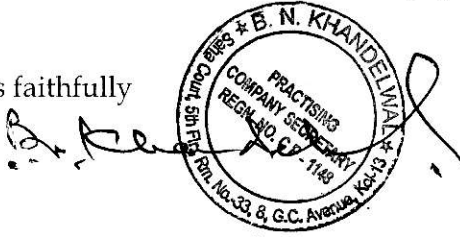


3. As required under Rule 20(4)(iii) of the Companies (Management and Administration) Rules, 2014, as amended, the Company has clearly stated in the Notice of the AGM dated 27<sup>th</sup> May, 2015, that (a) the Company has provided the facility for voting by electronic means and business of the said meeting may be transacted through electronic voting means; (b) that the facility of voting through Ballot (Insta Poll) shall also be made available at the AGM; and (c) members who have cast their votes by remote e-voting may also attend the meeting but shall not be entitled to cast their vote again.
4. 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 "Financial Express" (in English) and in "Arthik Lipi" (in Bengali) both on 17<sup>th</sup> July, 2015.
5. The e-voting period remained open from Saturday, 8<sup>th</sup> August, 2015 (9.00 A.M.) to Tuesday, 11<sup>th</sup> August, 2015 (5.00 P.M.).
6. The Shareholders holding shares as on the "cut off" date i.e. 5<sup>th</sup> August, 2015 were entitled to vote on the proposed resolutions (Item No. 1 to Item No. 11 as set out in the Notice of the 58<sup>th</sup> AGM of the Company).
7. The locked Ballot Box was subsequently opened by me in the presence of two witnesses (1) Mr. Vijay Kumar 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. The votes cast by members through remote e-voting system provided by NSDL were unblocked in the presence of two witnesses (1) and 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 on 12<sup>th</sup> August, 2015 at 4.30 P.M. i.e. immediately after counting the votes cast through Ballot (Insta Poll) at the AGM.
9. I have issued two separate Scrutinizer's report both dated 13<sup>th</sup> August, 2015, i.e. one on remote e-voting conducted under Section 108 of the Companies Act, 2013 and another pursuant to Section 109 of the Companies Act, 2013 and Rule 21(2) of the Companies (Management and Administration) Rules, 2014, on the poll i.e. through Ballot (Insta Poll) at the AGM venue.
10. Based on the details containing the 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 (including proxies) through Ballot (Insta Poll) at AGM, the Consolidated Results of the remote e-voting and poll, on



11. All relevant documents, records and papers relating to remote e-voting as well as poll shall remain in my safe custody until the Chairman considers, approves and sign the Minutes of the aforesaid 58<sup>th</sup> Annual General Meeting and thereafter, I shall return these documents and other related papers to the Company.

Yours faithfully



(Bishwanath Khandelwal)

Company Secretary in Practice

Membership No. : A1614

Certificate of Practice No. : 1148

Counter signed by

For, Wires and Fabriks (S.A.) Limited

A handwritten signature in black ink, appearing to read "Kishan Kumar Khaitan".

(Kishan Kumar Khaitan)  
Chairman of the AGM

Kolkata, 14<sup>th</sup> August, 2015

**WIRES AND FABRIKS (S.A) LIMITED****58<sup>th</sup> Annual General Meeting held on 12<sup>th</sup> August, 2015****CONSOLIDATED RESULTS OF VOTES CAST THROUGH REMOTE E-VOTING & POLL****ORDINARY BUSINESS****Item no. 1 - Ordinary Resolution**

Adoption of Accounts for the Financial Year ended 31<sup>st</sup> March, 2015, The Balance Sheet as at that date and the Reports of the Directors and Auditors thereon.

	Remote E-Voting		Ballot (Insta Poll)		Consolidated Voting results		
	No. of Members	No. Votes cast	No. of Members	No. Votes cast	Total No. of Members	Total No. of Votes cast	% of Total Votes Cast
Voted in favour of the Resolution	22	2405490	38	111	60	2405601	99.999
Voted Against the Resolution	3	7	2	15	5	22	00.001
<b>Total</b>	<b>25</b>	<b>2405497</b>	<b>40</b>	<b>126</b>	<b>65</b>	<b>2405623</b>	<b>100.00%</b>
Invalid Votes	-	-	17	42	-	-	-

**Item no. 2 - Ordinary Resolution**

Declaration of Dividend for the financial year ended 31<sup>st</sup> March, 2015

	Remote E-Voting		Ballot (Insta Poll)		Consolidated Voting results		
	No. of Members	No. Votes cast	No. of Members	No. Votes cast	Total No. of Members	Total No. of Votes cast	% of Total Votes Cast
Voted in favour of the Resolution	22	2405490	38	111	60	2405601	99.999
Voted Against the Resolution	3	7	2	15	5	22	00.001
<b>Total</b>	<b>25</b>	<b>2405497</b>	<b>40</b>	<b>126</b>	<b>65</b>	<b>2405623</b>	<b>100.00%</b>
Invalid Votes	-	-	17	42	-	-	-

**Item no. 3 - Ordinary Resolution**

Appointment of Mr. Mahendra Kumar Khaitan who retires by rotation and offers himself for re-election.

	Remote E-Voting		Ballot (Insta Poll)		Consolidated Voting results		
	No. of Members	No. Votes cast	No. of Members	No. Votes cast	Total No. of Members	Total No. of Votes cast	% of Total Votes Cast
Voted in favour of the Resolution	22	2405490	38	111	60	2405601	99.999
Voted Against the Resolution	3	7	2	15	5	22	00.001
<b>Total</b>	<b>25</b>	<b>2405497</b>	<b>40</b>	<b>126</b>	<b>65</b>	<b>2405623</b>	<b>100.00%</b>
Invalid Votes	-	-	17	42	-	-	-



Item no. 4 - Ordinary Resolution

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

	Remote E-Voting		Ballot (Insta Poll)		Consolidated Voting results		
	No. of Members	No. Votes cast	No. of Members	No. Votes cast	Total No. of Members	Total No. of Votes cast	% of Total Votes Cast
Voted in favour of the Resolution	22	2405490	38	111	60	2405601	99.999
Voted Against the Resolution	3	7	2	15	5	22	00.001
<b>Total</b>	<b>25</b>	<b>2405497</b>	<b>40</b>	<b>126</b>	<b>65</b>	<b>2405623</b>	<b>100.00%</b>
Invalid Votes	-	-	17	42	-	-	-

SPECIAL BUSINESS

Item no. 5 - Ordinary Resolution

**Appointment of Mr. Dinkarray Durgashankar Trivedi, as an Independent Director.**

	Remote E-Voting		Ballot (Insta Poll)		Consolidated Voting results		
	No. of Members	No. Votes cast	No. of Members	No. Votes cast	Total No. of Members	Total No. of Votes cast	% of Total Votes Cast
Voted in favour of the Resolution	22	2405490	38	111	60	2405601	99.999
Voted Against the Resolution	3	7	2	15	5	22	00.001
<b>Total</b>	<b>25</b>	<b>2405497</b>	<b>40</b>	<b>126</b>	<b>65</b>	<b>2405623</b>	<b>100.00%</b>
Invalid Votes	-	-	17	42	-	-	-

Item no. 6 - Ordinary Resolution

**Appointment of Mr. Mohan Lal Bhagat, as an Independent Director.**

	Remote E-Voting		Ballot (Insta Poll)		Consolidated Voting results		
	No. of Members	No. Votes cast	No. of Members	No. Votes cast	Total No. of Members	Total No. of Votes cast	% of Total Votes Cast
Voted in favour of the Resolution	22	2405490	38	111	60	2405601	99.999
Voted Against the Resolution	3	7	2	15	5	22	00.001
<b>Total</b>	<b>25</b>	<b>2405497</b>	<b>40</b>	<b>126</b>	<b>65</b>	<b>2405623</b>	<b>100.00%</b>
Invalid Votes	-	-	17	42	-	-	-

Item no. 7 - Ordinary Resolution

**Appointment of Mr. Satish Ajmera, as an Independent Director.**



	Remote E-Voting		Ballot (Insta Poll)		Consolidated Voting results		
	No. of Members	No. Votes cast	No. of Members	No. Votes cast	Total No. of Members	Total No. of Votes cast	% of Total Votes Cast
Voted in favour of the Resolution	22	2405490	38	111	60	2405601	99.999
Voted Against the Resolution	3	7	2	15	5	22	00.001
<b>Total</b>	<b>25</b>	<b>2405497</b>	<b>40</b>	<b>126</b>	<b>65</b>	<b>2405623</b>	<b>100.00%</b>
Invalid Votes	-	-	17	42	-	-	-

Item no. 8 – Ordinary Resolution

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

	Remote E-Voting		Ballot (Insta Poll)		Consolidated Voting results		
	No. of Members	No. Votes cast	No. of Members	No. Votes cast	Total No. of Members	Total No. of Votes cast	% of Total Votes Cast
Voted in favour of the Resolution	22	2405490	38	111	60	2405601	99.999
Voted Against the Resolution	3	7	2	15	5	22	00.001
<b>Total</b>	<b>25</b>	<b>2405497</b>	<b>40</b>	<b>126</b>	<b>65</b>	<b>2405623</b>	<b>100.00%</b>
Invalid Votes	-	-	17	42	-	-	-

Item no. 9 – Ordinary Resolution

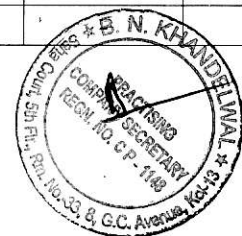
**Appointment of Mr. Subrata Kumar Mitra, as an Independent Director.**

	Remote E-Voting		Ballot (Insta Poll)		Consolidated Voting results		
	No. of Members	No. Votes cast	No. of Members	No. Votes cast	Total No. of Members	Total No. of Votes cast	% of Total Votes Cast
Voted in favour of the Resolution	22	2405490	38	111	60	2405601	99.999
Voted Against the Resolution	3	7	2	15	5	22	00.001
<b>Total</b>	<b>25</b>	<b>2405497</b>	<b>40</b>	<b>126</b>	<b>65</b>	<b>2405623</b>	<b>100.00%</b>
Invalid Votes	-	-	17	42	-	-	-

Item no. 10 – Ordinary Resolution

**Appointment of Mr. Saroj Khemka, as an Independent Director.**

	Remote E-Voting		Ballot (Insta Poll)		Consolidated Voting results		
	No. of Members	No. Votes cast	No. of Members	No. Votes cast	Total No. of Members	Total No. of Votes cast	% of Total Votes Cast
Voted in favour of the Resolution	22	2405490	38	111	60	2405601	99.999
Voted Against the Resolution	3	7	2	15	5	22	00.001
<b>Total</b>	<b>25</b>	<b>2405497</b>	<b>40</b>	<b>126</b>	<b>65</b>	<b>2405623</b>	<b>100.00%</b>
Invalid Votes	-	-	17	42	-	-	-



Item no. 11 - Ordinary Resolution

**Appointment of Ms. Pranika Khaitan, as a Non Executive, Non-Independent Director.**

	Remote E-Voting		Ballot (Insta Poll)		Consolidated Voting results		
	No. of Members	No. Votes cast	No. of Members	No. Votes cast	Total No. of Members	Total No. of Votes cast	% of Total Votes Cast
Voted in favour of the Resolution	22	2405490	38	111	60	2405601	99.999
Voted Against the Resolution	3	7	2	15	5	22	00.001
Total	25	2405497	40	126	65	2405623	100.00%
Invalid Votes	-	-	17	42	-	-	-

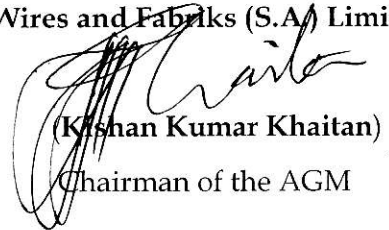
Yours faithfully,


(Bishwanath Khandelwal)  
Company Secretary in Practice  
Membership No. : A1614  
Certificate of Practice No. : 1148

Counter signed by

For, Wires and Fabrics (S.A) Limited

  
(Kishan Kumar Khaitan)  
Chairman of the AGM

Kolkata, 14<sup>th</sup> August, 2015

We the undersigned have witnessed that the votes were unblocked from NSDL's e-voting website [www.evoting.nsdl.com](http://www.evoting.nsdl.com) in our presence on Monday, 12<sup>th</sup> August, 2015 at 4.30 P.M.

  
Name: Mr. Kali Das Mondal

Address: 8, Ganesh Chandra Avenue,  
Kolkata -700 013

  
Name: Mr. Asit Baran Baidya

Address: 2B Grant Lane,  
Kolkata - 700 012