

**MAYANK DAGA**  
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### Scrutinizer's Report

[Pursuant to Section 110 of the Companies Act, 2013 and Rule 22(9) of the  
Companies (Management and Administration) Rules, 2014]

The Chairman  
Wires & Fabriks (S.A.) Limited  
7, Chittaranjan Avenue  
Kolkata - 700072

**Scrutinizer's Report on Postal Ballot conducted in respect to the resolution to be passed through Postal Ballot covered under the Notice dated 11<sup>th</sup> September, 2019.**

Sir,

I, Mayank Daga, Company Secretary, appointed as the Scrutinizer by the Board of Directors of **Wires and Fabriks (S.A.) Limited** (the Company), at their meeting held on September 11, 2019, to ensure that the process of Postal Ballot is conducted in a fair and transparent manner in respect to the resolution stated in the notice of the Postal Ballot dated 11th September, 2019 and in due compliance with Section 110 of Companies Act, 2013 ('Act, 2013') read with Companies (Management and Administration) Rules, 2014 ('Rules, 2014') including any statutory modification or re-enactment thereof for the time being in force, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), Secretarial Standard on General Meetings and any other applicable provisions, if any, hereby submit my report as under:

1. The Company sought the approval of the shareholders for the following resolution:

Description and type of the resolution		
Resolution No.	Description of Resolution	Type of resolution
1	To approve the appointment of Statutory Auditors to fill casual vacancy	Ordinary

2. As per the information provided to me, the Company had completed the dispatch of postal ballot notices, postal ballot forms and business reply envelopes (postal prepaid) on September 17, 2019 through courier and under electronic mode on September 16, 2019 to all such members whose names appeared on the Register of Members/list of beneficiaries on September 06, 2019.
3. An advertisement containing the relevant details as required under the Rules, 2014 was published in the following newspapers: "Financial Express" and "Sukhabar" on September 18, 2019.

Mayank Daga

4. In accordance with the provisions of Regulation 44 of the Listing Regulations and the Companies (Management and Administration) Rules, 2014, the Company had made arrangements with National Securities Depository Limited for providing a system of recording votes of the shareholders by electronic means.
5. The E-Voting period commenced on Wednesday, 18th September, 2019 at 9.00 a.m. and remained open till 5:00 p.m. on Thursday, 17th October, 2019.
6. Particulars of all postal ballot forms received from the shareholders and votes cast by electronic means have been maintained in separate registers.
7. All postal ballot forms received upto 5.00 P.M. on October 17, 2019, being the last time and date fixed by the Company for receipt of the postal ballot forms, have been considered for scrutiny. No postal ballot forms were received after October 17, 2019 up to the date of this report.
8. I have relied on information provided by the RTA of the Company in relation to details regarding number of shares and signature of shareholders.
9. The details of voting in postal ballot (*both by physical ballots and electronic means*) received with respect to the proposed resolution are given below:

**Resolution No. 1**

- (i) Votes in favour of the resolution:

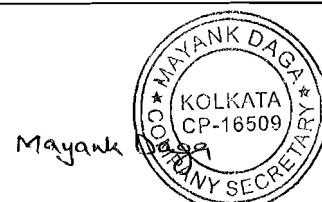
Particulars	Number of members voted	Number of votes cast by members	% of total number of valid votes cast
Vote by physical ballot forms	10	20	100.00
Vote by electronic mode	25	2429773	99.90
<b>Total</b>	<b>35</b>	<b>2429793</b>	<b>99.90</b>

- (ii) Votes against the resolution:

Particulars	Number of members voted	Number of votes cast by members	% of total number of valid votes cast
Vote by physical ballot forms	0	0	0.00
Vote by electronic mode	5	2504	0.10
<b>Total</b>	<b>5</b>	<b>2504</b>	<b>0.10</b>

- (iii) Invalid votes:

Total number of members whose votes were declared invalid	Total number of votes cast by them
3	6




Note:

1. *The physical ballots received by us which did not have the signature of the shareholder and the physical ballots where the signatures did not match with the records available with the RTA of the Company have not been taken into account and have been treated as invalid.*
2. *During the course of scrutiny, votes amounting to 04 (Four) in number cast through 2 postal ballot forms and votes amounting to 02 (Two) in number cast through 01 (one) postal ballot form were treated as invalid due to "mismatch of signature" and "absence of signature of the shareholder" respectively.*
3. *Figures have been rounded off to their nearest numbers for ease of representation.*
4. *Register of the Postal ballot, postal ballot forms and all other papers relating to the postal ballot including voting by electronic means will remain in my custody until the chairman considers, approves and signs the minutes of the postal ballot and the same shall be handed over thereafter to the chairman or any person authorized by the chairman for preservation and safe keeping.*

Thanking you.

Yours Faithfully,

Mayank Daga



Mayank Daga  
Company Secretary  
Membership No.: ACS41279  
CP. No.: 16509  
UDIN: A041279A000113131

Place: Kolkata  
Date: 18-10-2019