

B. N. Khandelwal
COMPANY SECRETARY

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

Date: March 26, 2016

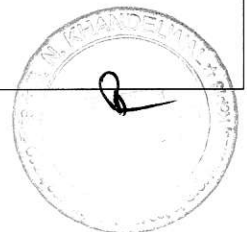
Sub: Scrutinizer's Report on Postal Ballot conducted as per Companies Act, 2013 and allied Rules

Sir,

The Board of Directors of the Company, at their meeting held on February 12, 2016 had appointed the undersigned as the Scrutinizer to ensure that the process of Postal Ballot is conducted in a fair and transparent manner and in due compliance with Section 110 of Companies Act, 2013 ('Act, 2013') and Companies (Management and administration) Rules, 2014 ('Rules, 2014') including any statutory modification or re-enactment thereof for the time being in force, and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations), and any other applicable provisions, if any.

The Company sought the approval of the shareholders for the following resolutions:

Description and type of the resolution		
Resolution No.	Description of Resolution	Type of resolution
1	Creation of charge or sale, lease or otherwise dispose of the properties of the Company, pursuant to the provisions of Section 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 ('the Act') read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force)	Special
2	Increase in the limit to make loans or investments, give guarantee or provide security or acquire securities. pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force).	Special



In keeping with the requirements of the Rules, 2014, I submit my report as under:

1. As per the information provided to the Scrutinizer, the Company had completed the dispatch of postal ballot notice, along with the postal ballot form and business reply envelope (postal prepaid) on or before February 21, 2016 by speed post and courier and all the notices under electronic mode were also sent within February 21, 2016 to all such members whose names appeared on the Register of Members/list of beneficiaries on January 22, 2016.
2. Advertisement containing relevant details as required by Rules, 2014 was published in Financial Express and Arthik Lipi on February 23, 2016.
3. In keeping with the provisions of Regulations 44 of the Listing Regulations and 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.
4. Particulars of all postal ballot forms received from the shareholders and votes cast by electronic means have been maintained in separate registers.
5. All postal ballot forms received upto 5.00 P.M. on March 23, 2016, being the last time and date fixed by the Company for receipt of the postal ballot forms, have been considered for security. Any form received after the said date and time have not been considered for scrutiny.
6. During the course of scrutiny, no postal ballot form has been found to be defaced or mutilated.
7. We have relied on information provided by the RTA of the Company in relation to details regarding number of shares and signature of shareholders.
8. The details of postal ballot forms (*both by physical ballots and electronic means*) received with respect to the proposed resolutions are given below:

RESOLUTION NO. 1

Sl No.	Particulars	Total number of ballot/electronic confirmation	Total number of votes
1	Total physical ballot forms received	35	2613
2	Total vote cast by electronic means	26	2404371
3	Total no. of votes taken to be invalid out of the physical ballots received Resolution	10	637
4	No. of e-votes taken to be invalid	0	0
5	Total number of valid postal ballot forms and e-voting confirmations [(1+2)-(3+4)]		
	Resolution	51	2406347



RESOLUTION NO. 2

Sl No.	Particulars	Total number of ballot/electronic confirmation	total number of votes
1	Total physical ballot forms received	35	2613
2	Total vote cast by electronic means	27	2404374
3	Total no. of votes taken to be invalid out of the physical ballots received Resolution	10	637
4	No. of e-votes taken to be invalid	0	0
5	Total number of valid postal ballot forms and e-voting confirmations [(1+2)-(3+4)]		
	Resolution	52	2406350

9. The summary of the valid votes casted in favour and valid votes casted against the resolutions are as follows:

RESOLUTION NO. 1

Particulars	Assent		Dissent	
	No. of ballots	No. of Shares	No. of ballots	No. of Shares
Physical	24	1232	1	744
E-voting	25	2404370	1	1
Total	49	2405602	2	745
%	99.97		0.03	

RESOLUTION NO. 2

Particulars	Assent		Dissent	
	No. of ballots	No. of Shares	No. of ballots	No. of Shares
Physical	24	1232	1	744
E-voting	26	2404373	1	1
Total	50	2405605	2	745
%	99.97		0.03	



10. The detailed voting results are as follows:

RESOLUTION NO. 1

Resolution required: (Ordinary / Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and promoter Group	E-Voting	2286356	2286356	100.00	2286356	-	100.00	-
	Physical Ballot Papers		-	-	-	-	-	-
	Total		2286356	100.00	2286356	-	100.00	-
Public - Institutions	E-Voting	0	-	-	-	-	-	-
	Physical Ballot Papers		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	769894	118015	15.33	118014	1	99.99	0.01
	Physical Ballot Papers		1976	0.26	1232	744	62.35	37.65
	Total		119991	15.59	119246	745	99.38	0.62
Total		3056250	2406347	78.74	2405602	745	99.97	0.03



RESOLUTION NO. 2

Resolution required: (Ordinary / Special)			Special Resolution					
Whether promoter/promoter group are interested in the agenda/resolution?			No.					
Category	Mode of Voting	No. of shares held (1)	No. of votes polled (2)	% of Votes Polled on outstanding shares (3)=[(2)/(1)]* 100	No. of Votes - in favour (4)	No. of Votes against (5)	% of Votes in favour on votes polled	% of Votes against on votes polled
Promoter and promoter Group	E-Voting	2286356	2286356	100.00	2286356	-	100.00	-
	Physical Ballot Papers		-	-	-	-	-	-
	Total		2286356	100.00	2286356	-	100.00	-
Public - Institutions	E-Voting	0	-	-	-	-	-	-
	Physical Ballot Papers		-	-	-	-	-	-
	Total		-	-	-	-	-	-
Public - Non Institutions	E-Voting	769894	118018	15.33	118017	1	99.99	0.01
	Physical Ballot Papers		1976	0.26	1232	744	62.35	37.65
	Total		119994	15.59	119249	745	99.38	0.62
Total		3056250	2406350	78.74	2405605	745	99.97	0.03

Note:

1. Where the ballots received by us did not had any necessary information such as signature of the shareholder, votes casted and/or mismatch of signature as per the records available with the RTA of the Company and the ballots which were received by us after 5 P.M. on March 23, 2016 and thereafter, have not been taken into account for counting votes.
2. Figures have been rounded off to their nearest numbers for ease of representation.



RESULTS:

Based on the results above and considering the provisions of Companies Act, 2013 and Rules 2014, I hereby report the following:

As the number of votes cast in favour of the resolutions is more than three times the votes cast against the same as shown in the tables above, the Special Resolutions pertaining to the resolutions under applicable provisions of Act, 2013 and rules thereunder and Listing Regulations, as set out in the Postal ballot notice dated February 12, 2016, has been passed with requisite majority. Hence, the resolutions are deemed to be passed with requisite majority as on the date of announcement of the results.

The resolutions enumerated above may accordingly deemed to be passed.

I thank you for the opportunity given to act as the Scrutinizer for the above mentioned Postal Ballot process.

For B. N. Khandelwal
Practicing Company Secretary

(B. N. Khandelwal)
C.P. No. 1148

