

MAYANK DAGA

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Scrutinizer's Report

To
The Chairman of the
63rd 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 **63rd Annual General Meeting ("AGM") of Wires and Fabriks (S.A.) Limited** held on Tuesday, the 21st day of July, 2020 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 **63rd Annual General Meeting (AGM) of Wires and Fabriks (S.A.) Limited**, held on 21st of July, 2020 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 dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as "MCA Circulars") and Securities and Exchange Board of India circular dated May 12, 2020, the AGM of the Company was held through Video Conferencing ("VC") / Other Audio Video Means ("OAVM") and the notice dated 13th June, 2020, 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 Saturday, 18th July, 2020 at 9:00 a.m. and remained open till 5:00 p.m. on Monday, 20th July, 2020.
4. The members holding shares as on the 'cut-off' date i.e. 14th July, 2020 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 13th June, 2020.

Mayank Daga


5. After the conclusion of the AGM and the closure of e-voting at the AGM, the votes casted through remote e-voting and e-voting at the AGM were unblocked 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, 2020 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	2	2	100.00
Remote E-Voting	43	2293410	99.99
Total	45	2293412	99.99

(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	2	2	Negligible
Total	2	2	Negligible

(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, 2020.

(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	2	2	100.00
Remote E-Voting	43	2293410	99.99
Total	45	2293412	99.99

(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	2	2	Negligible
Total	2	2	Negligible



(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 Mr. Mahendra Khaitan (DIN 00459612) 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	2	2	100.00
Remote E-Voting	43	2293410	99.99
Total	45	2293412	99.99

(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	2	2	Negligible
Total	2	2	Negligible

(iii) Invalid votes:

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

Resolution No. 4 (Ordinary Resolution) – Appointment of M/s. Jain Shrimal & Co., Chartered Accountants, (Firm Registration No. 001704C) as Statutory Auditors of the Company for a period of five years.

(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	2	2	100.00
Remote E-Voting	43	2293410	99.99
Total	45	2293412	99.99

(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	2	2	Negligible
Total	2	2	Negligible



(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 Shri Satish Ajmera (DIN: 00208919) as an Independent Director of the Company to hold office for a further period of 5 (five) consecutive years.

(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	2	2	100.00
Remote E-Voting	42	2293385	99.999
Total	44	2293387	99.999

(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	3	27	0.001
Total	3	27	0.001

(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 Shri Saroj Khemka (DIN: 00489838) as an Independent Director of the Company to hold office for a further period of 5 (five) consecutive years.

(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	2	2	100.00
Remote E-Voting	42	2293385	99.999
Total	44	2293387	99.999

(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	3	27	0.001
Total	3	27	0.001



(iii) Invalid votes:

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

Resolution No. 7 (Ordinary Resolution) – Appointment of Shri Rishi Bajoria (DIN: 00501157) as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years.

(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	2	2	100.00
Remote E-Voting	42	2293385	99.999
Total	44	2293387	99.999

(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	3	27	0.001
Total	3	27	0.001

(iii) Invalid votes:

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

Resolution No. 8 (Ordinary Resolution) – Appointment of Dr. Sudhir Bhandari (DIN: 08755101), as an Independent Director of the Company to hold office for a term up to 5 (five) consecutive years.

(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	2	2	100.00
Remote E-Voting	42	2293385	99.999
Total	44	2293387	99.999

(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	3	27	0.001
Total	3	27	0.001



(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



Mayank Daga
Practicing Company Secretary
Membership No.: ACS 41279
C.P. No.: 16509
UDIN: **A041279B000486922**

Place: Kolkata
Date: 22.07.2020