

CONSOLIDATED SCRUTINIZER'S REPORT

(Voting through remote e-voting and e-voting during the 24th Annual General Meeting

[Pursuant to Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, as amended]

To,

The Chairman of the 24th Annual General Meeting (AGM) of the Members of **SHALIMAR WIRES INDUSTRIES LIMITED** (CIN: L74140WB1996PLC081521), held on Wednesday, the 30th day of September, 2020 at 11:00 A.M. IST through Video Conferencing ("VC") /Other Audio Visual Means ("OAVM").

Dear Sir,

1. I, Mohan Ram Goenka, Company Secretary in Practice (FCS No. 4515, CP No. 2551), Partner of MR & Associates, was duly appointed as a Scrutinizer by the Board of Directors of **SHALIMAR WIRES INDUSTRIES LIMITED** (the Company) for the purpose of Scrutinizing the process of (i) remote e-voting (i.e., voting remotely, before the AGM, using an electronic voting system on the dates referred to in the Notice calling the AGM) and (ii) e-voting during AGM (process of e-voting at the AGM through electronic voting system) on the resolutions contained in the notice dated September 03, 2020 ("Notice") issued in accordance with General Circular No. 14/2020, 17/2020 and 20/2020 dated 8 April, 2020, 13 April, 2020 and 5 May, 2020 respectively, issued by Ministry of Corporate Affairs (MCA) (hereinafter referred to as "MCA Circulars"), Government of India, calling the Annual General Meeting ("the Meeting" /"AGM") through VC / OAVM. The AGM was convened on Wednesday, 30th September 2020 at 11:00 A.M. IST through VC / OAVM.
2. The Management of the Company is responsible to ensure the Compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through electronic modes on the resolutions proposed in the Notice of Annual General Meeting of the Members of the Company dated September 03, 2020. My responsibility as a Scrutinizer for the e-voting process (i.e., through remote e-voting and e-voting during AGM) is to ensure that the voting process is conducted in a fair and transparent manner and is restricted to making a Scrutinizer's Report for the votes cast in "favour" or "against" on the resolutions proposed in the Notice of the 24th AGM of the Company, based on the report generated from the e-voting system provided by Central Depository Services (India) Limited (CDSL), the agency engaged by the Company to provide e-voting facility for voting through electronic means and the documents furnished to me electronically for my verification.

Our Office :
46, B. B. Ganguly Street, 4th Floor
R. No.: 6, Kolkata 700012,
E Mail: goenkamohan@hotmail.com
goenkamohan@gmail.com



Mobile No.9831074332
Phone No : 2237 9517

3. The Members holding shares as on the "cut-off date" i.e. September 23, 2020 were entitled to vote on the resolutions proposed in the Notice calling the 24th Annual General Meeting.
4. In terms of the aforesaid Notice and as per the provisions of Section 108 of the Companies Act, 2013 (the 2013 Act) read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the remote e-voting facility was kept open from Saturday, September 26, 2020 (9:00 A.M. IST) till Tuesday, September 29, 2020 (5.00 P.M. IST) and pursuant to MCA Circulars referred above, the Company had also provided e-voting facility to the shareholders present at the AGM through VC / OAVM and who had not cast their vote earlier and Members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolutions on the e-voting platform provided by CDSL.
5. After the closure of remote e-voting at the AGM, the report on voting done at the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.
6. The votes cast through remote e-voting were unblocked in the presence of two witness who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.
7. Based on the results made available to me, members have casted their votes either through remote e-voting platform or through e-voting during AGM. The brief analysis of the results of the votes casted through Remote e-voting and e-voting at the Annual General Meeting by the shareholders based on the report generated by CDSL, scrutinized on test-check basis and relied upon by me, are as under:

Item No. 1- Ordinary Resolution:

To consider and adopt the Audited Financial Statements of the Company for the Financial Year ended 31st March, 2020 and the Reports of the Board of Directors and Auditors thereon.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	78	28264283	78	28264283	99.62
Dissent	7	106726	7	106726	0.38
Total	85	28371009	85	28371009	100.00
Abstain / Invalid	-	-	-	-	-

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Item No. 2 - Ordinary Resolution:

To appoint a director in place of Mr. Sunil Khaitan (DIN: 00385961), who retires by rotation and, being eligible, offers himself for re-appointment.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	77	27989621	77	27989621	99.62
Dissent	7	106726	7	106726	0.38
Total	84	28096347	84	28096347	100.00
Abstain / Invalid	1	274662	-	-	-

Item No. 3 - Special Resolution

Re-appointment of Mr. Sunil Khaitan as the Managing Director of the Company for a period of 3 (three) years with effect from 1st April, 2020.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	77	27989621	77	27989621	99.62
Dissent	7	106726	7	106726	0.38
Total	84	28096347	84	28096347	100.00
Abstain / Invalid	1	274662	-	-	-

Item No. 4 - Ordinary Resolution:

Appointment of Mrs. Trishna Guha (DIN: 08200779) as a Director of the Company.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	77	28264275	77	28264275	99.62
Dissent	8	106734	8	106734	0.38
Total	85	28371009	85	28371009	100.00
Abstain / Invalid	-	-	-	-	-

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Item No. 5 - Ordinary Resolution:

Fixation of remuneration of M/s. Mitra Bose & Associates, Cost Accountants (Registration No. 000037), as Cost Auditors of the Company, for the Financial Year ending March 31, 2021.

Particulars	No. of votes contained in Remote E-Voting & E-voting during AGM		Total		
	No.	Votes	No.	Votes	Percentage (%)
Assent	78	28264283	78	28264283	99.62
Dissent	7	106726	7	106726	0.38
Total	85	28371009	85	28371009	100.00
Abstain / Invalid	-	-	-	-	-

8. Based on the foregoing, all the resolutions from 1 to 5 shall be deemed to have been passed with requisite majority.

All the relevant records / electronic data relating to the e-voting are under my safe custody and will be handed over to the Chairman or Company Secretary for preserving safely after the Chairman considers, approves and signs the minutes of the said AGM.

Thanking You,

MR Goenka

M R Goenka
Partner
CP No: 2551
UDIN No : F004515B000818231



Date: 30/09/2020

Place: Kolkata

Countersigned by:-

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