



# MR & Associates

COMPANY SECRETARIES  
(Peer Reviewed Firm)

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## CONSOLIDATED SCRUTINIZER'S REPORT

(Voting through Remote e-voting, and e-voting on the day of the AGM)

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

To,

**The Chairman of the 28th Annual General Meeting (AGM) of the Members of Shalimar Wires Industries Limited (CIN: L74140WB1996PLC081521), held on Friday, the 26th day of July, 2024 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 on the day of the AGM on the resolutions contained in the notice dated May 27, 2024 ("Notice") convening the 28th AGM issued in accordance with Circulars issued by the Ministry of Corporate Affairs ("MCA") vide its General Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, Circular No. 20/2020 dated May 05, 2020, Circular No. 02/2021 dated January 13, 2021 and subsequent circulars issued in this regard from time to time, the latest being 9/2023 dated September 25, 2023 ( 'MCA Circulars') has permitted convening the Annual General Meeting ("AGM" / "Meeting") through Video Conferencing ("VC") or Other Audio Visual Means ("OAVM"), without physical presence of the members at a common venue. The AGM was convened on Friday, 26th July 2024 at 11.00 A.M IST through VC / OAVM for which purpose Registered office at 25, Ganesh Chandra Avenue, Kolkata- 700013 shall be deemed for venue of meeting as stated in the Notice of AGM.
2. The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013 and Rules relating to voting through Remote e-voting and e-voting on the day of the AGM on the resolutions proposed in the Notice of Annual General Meeting of the Members of the Company dated 27th May, 2024. My responsibility as a Scrutinizer for the e-voting process (i.e., through remote e-voting and e-voting on the day of the 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 AGM of the Company, based on the report provided by National Securities Depository Limited (NSDL), the agency engaged by the Company to provide e-voting facility for voting through electronic means.



3. 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, Tuesday July 23, 2024 (9:00 a.m. IST) till Thursday, 25th July, 2024 (5.00 p.m. IST) and pursuant to MCA Circulars referred above, the Company had also provided remote e-voting facility to the shareholders present at the AGM through VC / OAVM 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 resolution on the e-voting platform provided by National Securities Depository Limited (NSDL).
4. The Members holding ordinary shares as on the "cut-off date" i.e. Friday, 19th July, 2024 were entitled to vote on the resolutions proposed in the Notice calling the Annual General Meeting.
5. After the closure of e-voting at the AGM, the report on e-voting done on the day of the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked and were counted.
6. The votes cast were unblocked in the presence of two persons 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, 103 members have casted their votes through remote e-voting platform and 9 members have casted their votes through e-voting on the day of the AGM. The brief analysis of the results of the voting through Remote e-voting and e-voting on the day of the AGM based on the report generated by NDSL, 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, 2024 together with the reports of the Board of Directors and Auditors thereon;

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	98	27552626	9	53	107	27552679	99.9999
Dissent	5	21	0	0	5	21	0.0001
<b>Total</b>	<b>103</b>	<b>27552647</b>	<b>9</b>	<b>53</b>	<b>112</b>	<b>27552700</b>	<b>100.00</b>
Abstain / Invalid	-	-	-	-	-	-	-

**Item No. 2 - Ordinary Resolution :**

To appoint a Director in place of Mr. Vedant Khaitan (DIN: 06942868) who retires by rotation and being eligible, offers himself for re-appointment.



Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	97	26311868	9	53	106	26311921	99.9999
Dissent	5	26	0	0	5	26	0.0001
Total	102	26311894	9	53	111	26311947	100.00
Abstain / Invalid	*1	*1240753	-	-	-	-	-

\*Mr. Vedant Khaitan being interested in the said resolution, only his votes have been considered in Abstain / Invalid voting.

### Item No. 3 – Special Resolution:

Re-appointment of Mrs. Trishna Guha (DIN: 08200779) as Independent Director of the Company for second term of 5 (five) years with effect from 11<sup>th</sup> February 2025 to 10<sup>th</sup> February, 2030

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	98	27552621	9	53	107	27552674	99.9999
Dissent	5	26	0	0	5	26	0.0001
Total	103	27552647	9	53	112	27552700	100.00
Abstain / Invalid	-	-	-	-	-	-	-

### Item No. 4– Special Resolution

Approval for payment of enhanced remuneration and perquisites to Mr. Sunil Khaitan (DIN: 00389561) with effect from 1<sup>st</sup> June , 2024 during his remaining tenure as Managing Director of the company.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	97	27277959	9	53	106	27278012	99.9999
Dissent	5	26	0	0	5	26	0.0001
Total	102	27277985	9	53	111	27278038	100.00
Abstain / Invalid	*1	*274662	-	-	-	-	-

\*Mr. Sunil Khaitan being interested in the said resolution, only his votes have been considered in Abstain / Invalid voting.

### Item No. 5– Special Resolution

Approval for payment of enhanced remuneration and perquisites to Mr. Vedant Khaitan (DIN: 06942868) w.e.f 1st June,2024 during his remaining tenure as Jt. Managing Director of the Company.



Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	96	26311863	9	53	105	26311916	99.9999
Dissent	6	31	0	0	6	31	0.0001
Total	102	26311894	9	53	111	26311947	100.00
Abstain / Invalid	*1	*1240753	-	-	-	-	-

\*Mr. Vedant Khaitan being interested in the said resolution, only his votes have been considered in Abstain / Invalid voting.

#### Item No. 6– Ordinary Resolution

Approval for appointment and payment of remuneration to M/S. Mitra Bose & Associates, Cost Accountants (Registration No. 000037) as Cost Auditors of the company for the financial year ending 31<sup>st</sup> March, 2025.

Particulars	No. of votes contained in						Percentage (%)
	Remote E-Voting		E-voting on date of AGM		Total		
	No.	Votes	No.	Votes	No.	Votes	
Assent	99	27552631	9	53	108	27552684	99.9999
Dissent	4	16	0	0	4	16	0.0001
Total	103	27552647	9	53	112	27552700	100.00
Abstain / Invalid	-	-	-	-	-	-	-

8. Based on the foregoing, the resolution no.(s) 1 to 6 shall be deemed to have been passed with requisite majority.

All the relevant records relating to the 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.

For MR & Associates  
Company Secretaries  
A Peer Reviewed Firm  
Peer Review Certificate No.: 5598/2024

Place : Kolkata  
Date : 26.07.2024



*[Signature]*

[M R Goenka]  
Partner  
C P No.: 2551

UDIN No.: F004515F000830714

Countersigned by:-