

Scrutinizer's Report

[Pursuant to rule Section 108 of the Companies Act, 2013 and rule 20(3) (xi) of the Companies (Management and Administration) Rules, 2014]

To,

The Chairman of 18th Annual General Meeting of the members of,
Shalimar Wires Industries Limited (the Company) held on 29th September, 2014 at Science
City Mini Auditorium, J.B.S. Haldane Avenue, Kolkata-700 046.

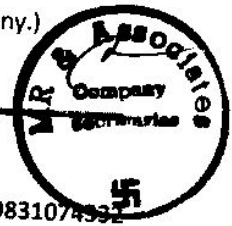
Dear Sir,

I, Mohan Ram Goenka, Company Secretary in Practice and Partner at M R & Associates, have been Appointed by the Board of Directors of **Shalimar Wires Industries Limited (the Company)** as a Scrutinizer for the purpose of Scrutinizing the e-voting process and ascertaining the requisite majority on e-voting carried out as per the provision of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (Rules) on the Resolution contained in the notice to the 18th Annual General Meeting (AGM) of the members of the Company, to be held on 29th September, 2014 at Science City Mini Auditorium, J.B.S. Haldane Avenue, Kolkata-700 046.

1. The Management of the Company is responsible to ensure the Compliance of the requirement of the Companies Act, 2013 and Rules relating to voting through electronic means on the Resolution contained in the notice of 18th Annual General Meeting (AGM) of the members of the Company. My responsibility as a Scrutinizer for the e-voting process is restricted to making a Scrutinizer's Report for the "Votes cast in favour" or "against" the resolution stated above, based on the reports generated from the e-voting system provided by CDSL, the authorized agency to provide e-voting facilities, engaged by the Company.
2. Further to the above, I submit my Report as under:
 - (i) The e-voting period remained open from 22nd September, 2014 (9:00 A.M.) to 24th September, 2014 (6:00 P.M.)
 - (ii) The member of the Company as on "cut off" date i.e. 22.08.2014 were entitled to vote on the resolutions. (Item No. 1 to 10 as set out in the notice of 18th AGM of the Company.)

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(III) The votes cast were unblocked on 25.09.2014 after completion of e-voting process in the presence of two witnesses Ms. Sneha Khaitan and Ms. Smita Mondal who are not in the employment of the Company. They have signed below in confirmation of the votes being unblocked in their presence.

Ms. Sneha Khaitan

Ms. Smita Mondal

(iv) Thereafter, the details containing inter alia, list of equity shareholders, who voted "for" and "against" each of the resolution that were put to vote, were generated from the e-voting website of CDSL i.e. www.evotingindia.com and based on such report generated, the results of the e-voting is as under:

Item No. 1:-

Ordinary Resolution; To consider and adopt the Audited Statement of Profit & Loss Account of the Company for the financial year ended 31st March 2014 and the Balance Sheet as at that date together with the Reports of the Directors and Auditors thereon.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
25	28168616	99.9889 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
2	3120	0.0111 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL



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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, seeks re-appointment

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
25	27897049	99.9999 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
1	25	0.0001 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
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Item No. 3 :-

Ordinary Resolution; To re-appoint M/s. S. S. Kothari & Co., Chartered Accountants, Kolkata, (Registration No.302034E) , Kolkata, as the Auditors of the Company

(i) **Voted in favour of the Resolution:**

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
25	28171710	99.9999 (approx.)

(ii) **Voted against the Resolution:**

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
1	25	0.0001 (approx.)

(iii) **Invalid Votes :**

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
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MR & Associates

Company Secretaries

Item No. 4 :-

Special Resolution; To amend the Article of Association of the Company

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
26	28171711	99.9999 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
1	25	0.0001 (approx.)

(iii) Invalid Votes :

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
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Item No. 5 :-

Special Resolution; To re-appoint Mr. Sunil Khaitan (DIN00385961) as the Managing Director of the Company for a period of 3 (three) years with effect from 1st April, 2014

(i) **Voted in favour of the Resolution:**

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
25	27897049	99.9999 (approx.)

(ii) **Voted against the Resolution:**

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
1	25	0.0001 (approx.)

(iii) **Invalid Votes :**

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
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Item No. 6 :-

Ordinary Resolution; To appoint Mr. Dipak Rudra (DIN 00240145) as an Independent Director

(i) **Voted in favour of the Resolution:**

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
25	28168616	99.9889 (approx.)

(ii) **Voted against the Resolution:**

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
2	3120	0.0111 (approx.)

(iii) **Invalid Votes :**

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
NIL	NIL



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Item No. 7 :-

Ordinary Resolution; To appoint Mr. Probir Roy (DIN 0033045), as an Independent Director

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
25	28168616	99.9889 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
2	3120	0.0111 (approx.)

(iii) Invalid Votes :

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Item No. 8 :-

Ordinary Resolution; To Appoint Mr. Dipak Dasgupta (DIN 01099414) as an Independent Director

(i) **Voted In favour of the Resolution:**

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
25	28168616	99.9889 (approx.)

(ii) **Voted against the Resolution:**

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
2	3120	0.0111 (approx.)

(iii) **Invalid Votes :**

Total Number of members whose votes were declared invalid.	Total Number of votes cast by them
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Item No. 9 :-

Ordinary Resolution; To appoint and approve the remuneration of M/s. Mitra Bose & Associates, Cost Accountants (Registration No. 000037), the Cost Auditors of the Company

(i) Voted in favour of the Resolution:

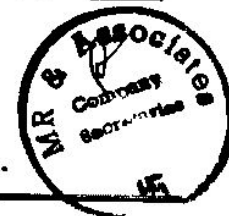
Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
25	28168616	99.9889 (approx.)

(ii) Voted against the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
2	3120	0.0111 (approx.)

(iii) Invalid Votes :

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Item No. 10 :-

Special Resolution; Authority to Board to borrow monies pursuant to Section 180(1)(c) of the Companies Act, 2013.

(i) Voted in favour of the Resolution:

Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
25	28168616	99.9889 (approx.)

(ii) Voted against the Resolution:

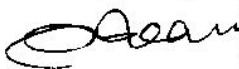
Number of members voted	Number of votes cast by them	% of the Total Number of Valid Votes cast
2	3120	0.0111 (approx.)

(iii) Invalid Votes :

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NIL	NIL

Thanking You,

Yours Faithfully,



Mohan Ram Goenka
Practicing Company Secretary
C.P. No: 2551

Place: Kolkata

Date: 26th September, 2014

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