



WALCHANDNAGAR INDUSTRIES LTD.

Regd. Office : 3, Walchand Terraces, Tardeo Road, Mumbai - 400 034. CIN : L74999MH1908PLC000291

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL.

Joint shareholders may obtain additional Slip at the venue of the meeting.

DP Id*	Folio No.
Client Id*	No. of Shares
Name and Address of the Shareholder	

I hereby record my presence at the 106th Annual General Meeting of the Company held on Friday, February 13, 2015 at 04.00 p.m. at Walchand Hirachand Hall, IMC Building, 4th Floor, Churchgate, Mumbai – 400 020.

* Applicable for investors holding shares in electronic form.

Signature of Shareholder / proxy

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Proxy form (Form No. MGT - 11)

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN : L74999MH1908PLC000291

Name of the Company : Walchandnagar Industries Ltd.

Regd. Office : 3, Walchand Terraces, Tardeo Road, Mumbai - 400 034.

Name of the member (s) :

Registered address :

E-mail Id :

Folio No/ Client Id :

DP ID :

No. of shares held :

I/We, _____ of _____ being the member(s) of Walchandnagar Industries Ltd. hereby appoint

- (1) Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or failing him
- (2) Name: _____ Address: _____
 E-mail Id: _____ Signature: _____ or failing him
- (3) Name: _____ Address: _____
 E-mail Id: _____ Signature: _____

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 106th Annual General Meeting of the Company, to be held on Friday, the 13th day of February, 2015 at 04:00 p.m. at Walchand Hirachand Hall, Indian Merchants' Chambers Building, Churchgate, Mumbai - 400 020 and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolutions	No. of Shares Held by me/us	*For	*Against
Ordinary Business:			
1) Adoption of the Audited Balance Sheet of the Company as at September 30, 2014 and Statement of Profit & Loss for the year ended as on that date together with the Reports of Board of Directors and Auditors thereon.			
2) Declaration of dividend on Equity Shares for the year ended September 30, 2014.			

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Resolutions	No. of Shares Held by me/us	*For	*Against
3) Appointment of a Director in place of Mr. Chakor L. Doshi (DIN:00210949), who retires by rotation at 106 th Annual General Meeting and, being eligible, offers himself for reappointment.			
4) Appointment of M/s. K. S. Aiyar & Co., Chartered Accountants, Mumbai as Auditors of the Company and fixing their remuneration.			
Special Business:			
5) Appointment of Mr. Dilip J. Thakkar (DIN:00007339), as an Independent Director.			
6) Appointment of Dr. Anil Kakodkar (DIN: 03057596), as an Independent Director.			
7) Appointment of Mr. G. N. Bajpai (DIN:00946138), as an Independent Director.			
8) Appointment of Mr. A. R. Gandhi (DIN:00007597), as an Independent Director.			
9) Appointment of Mrs. Bhavna Doshi (DIN:00400508), as an Independent Director.			
10) Special Resolution for payment of Remuneration to Mr. Chirag C. Doshi, Managing Director of the Company in case of loss or inadequate profit, as recommended by Nomination & Remuneration Committee of the Company and approved the Board of Directors.			
11) Special Resolution for payment of Remuneration to Mr. G. K. Pillai, Managing Director and CEO of the Company in case of loss or inadequate profit, as recommended by Nomination & Remuneration Committee of the Company and approved by the Board of Directors.			
12) Special Resolution for Amendment of Articles of Association of the Company as per the provision of the Companies Act, 2013			
13) Approval for payment of Remuneration to M/s. S. R. Bhargave & Co., Cost Accountants, Pune, Cost Auditors of the Company for the Financial Year ending March 2016.			

Signed this _____ day of _____ 2015

Signature of Shareholder _____

Signature of Proxy holder(s) _____

Affix Revenue Stamp

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- *2) This is only optional. Please put a 'X' in the appropriate column against the resolutions indicated in the Box. If you leave the 'For' or 'Against' column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
- 3) Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
- 4) In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.
- 5) Please complete all details including details of member(s) in above box before submission.