

**WPIL Limited****NOTICE OF THE ANNUAL GENERAL MEETING TO THE MEMBERS**

**NOTICE** is hereby given that the **SIXTY FOURTH ANNUAL GENERAL MEETING** of the Members of the Company will be held at "Kala Kunj" (Basement) Hall, Kalamandir, 48, Shakespeare Sarani, Kolkata-700017 on Tuesday, the 14th day of August, 2018 at 10:00 A.M to transact the following business:

**ORDINARY BUSINESS :**

1. To receive, consider and adopt:
  - a. the Audited Financial Statements of the Company for the financial year ended March 31,2018, together with the Reports of the Board of Directors and the Auditors thereon; and
  - b. the Audited Consolidated Financial Statements of the Company for the financial year ended March 31,2018, together with the Report of the Auditors thereon.
2. To declare Dividend.
3. To appoint a Director in place of Mr. V. N. Agarwal (DIN 00408731) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
4. To appoint a Woman Director in place of Mrs. Ritu Agarwal (DIN 00006509) who retires by rotation at this meeting and being eligible, offers herself for re-appointment.
5. To confirm the appointment of M/s S.R.Batliloi & Co. LLP, Chartered Accountants as Statutory Auditors and to fix their remuneration and for this purpose to consider and, if thought fit, to give your assent to the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to provisions of Sections 139 of the Companies Act, 2013 ("the Act) as amended by the Companies (Amendment) Act, 2017, Section 142 and other applicable provisions of the Act, read with the provisions of the Companies (Audit & Auditors) Rules, 2014 (for the time being in force), appointment of M/s S.R.Batliloi & Co. LLP, Chartered Accountants (ICAI Firm Registration No. 301003E/E300005) who had been appointed as Statutory Auditors of the Company for a term of five years at the 63rd Annual General Meeting of the Company with the condition of ratification of appointment at every Annual General Meeting, be and is hereby confirmed for the rest of their tenure without any ratification in Annual General Meeting and the Board of the Directors of the Company be and is hereby authorized to fix their remuneration from time to time in consultation with them."

**SPECIAL BUSINESS**

6. To consider and, if thought fit, to give your assent to the following resolution as Ordinary Resolution:

**"RESOLVED THAT** the Members hereby ratify the actions of the Board of Directors pursuant to the provisions of Section 148(3) and other applicable provisions of the Companies Act, 2013, if any, read with Rule 14 (a) (ii) the Companies (Audit and Auditors) Rules, 2014 for approving the recommendations of Audit Committee towards remuneration of Rs. 75,000/- plus applicable GST (Goods and Service Tax) and out of pocket expenses payable to Messers. D. Radhakrishnan & Co. Cost Accountants to conduct the audit of Cost records maintained by the Company in respect of 'other machinery' for the financial year ended 31st March, 2018."
7. To consider and, if thought fit, to give your assent to the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to Sections 149,152 and other applicable provisions, if any, of the Companies Act, 2013 and Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV Companies Act, 2013 (including any statutory modification(s) or enactment thereof for the time being in force) and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Anjan Dasgupta (DIN 08064739), who has submitted declaration of independence under Section 149(6) of the Companies Act, 2013 as amended by Companies (Amendment) Act, 2017 and Regulation 16(1) (b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for appointment and in respect of whom the Company has received a notice in written from a member under Section 160 of the Companies Act, 2013 signifying his intention to propose Mr. Anjan Dasgupta as a candidate for the office of the Director of the Company, be and is hereby appointed as an Independent Director of the Company to hold the office for an initial period of five years from the conclusion of Company's Sixty Fourth Annual General Meeting to the Conclusion of Sixty Ninth Annual General Meeting and whose office shall not be liable to retire by rotation"
8. To consider and, if thought fit, to give your assent to the following resolution as Ordinary Resolution:

**"RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Power) Rules, 2014, and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification (s) or enactment thereof for the time being in force) and also pursuant to the consent of the Audit Committee and the Board of Directors vide Resolutions in their respective meetings, the consent of the shareholders of the Company be and is hereby accorded towards ratification to the Material Related Party Transactions as entered by the Company for the financial year 2017-18 of a value of Rs. 95,98,76,704 (Rupees ninety five Crores and Ninety Eight lakhs Seventy six thousand seven hundred four only) as per details

set out under item no 8 of the statement annexed to this Notice and that the Board of Directors be and is hereby authorised to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

9. To consider and, if thought fit, to give your assent to the following resolution as Ordinary Resolution:

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Meetings of Board and its Power) Rules, 2014, and Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (including any statutory modification (s) or enactment thereof for the time being in force) and also pursuant to the consent of the Audit Committee and the Board of Directors vide Resolutions in their respective meetings, the consent of the shareholders of the Company be and is hereby accorded to the Material Related Party Transactions to be entered by the Company during the financial year 2018-19 upto a value of Rs. 300 Crores (Rupees three hundred crores only) as per details set out under item no 9 of the statement annexed to this Notice and that the Board of Directors be and is hereby authorised to perform and execute all such deeds, matters and things including delegation of such authority as may be deemed necessary or expedient to give effect to this resolution and for the matters connected therewith or incidental thereto.”

Registered Office :  
Trinity Plaza, 3rd Floor  
84/1A, Topsia Road (South)  
Kolkata-700 046

By Order of the Board

Date : 30th May, 2018  
Place : Kolkata  
CIN : L36900WB1952PLC020274

U. CHAKRAVARTY  
General Manager (Finance)  
and Company Secretary

**NOTES :**

- 1. A Member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote instead of himself and such proxy need not be a Member of the Company.** The proxy in order to be effective must reach at the Registered Office of the Company at least 48 hours before the time fixed for the Meeting.  
A person can not act as a Proxy on behalf of the Members not exceeding fifty and holding in aggregate shares not more than 10 Percent of the total Share Capital of the Company. The Proxy-holder shall prove his identity at the time of attending the Meeting.
2. The Register of Members and Share Transfer Books will remain closed from Wednesday, the 8th August, 2018 to Tuesday, the 14th August, 2018 (both days inclusive).
3. Subject to the provisions of Section 126 of the Companies Act, 2013, dividend as recommended by the Board of Directors for the year ended 31st March, 2018, if declared, will be payable to those Members whose names appear in the Register of Members as at the close of the business on 7th August, 2018 and in respect of shares held in dematerialized form, as per the list of beneficial owners furnished to the Company by NSDL/CDSL as at the close of business on 7th August, 2018. The dividend warrants will be posted on or around 21st August, 2018.
4. Mr. U. Chakravarty, General Manager (Finance) and Company Secretary has been designated as the Compliance Officer of the Company. Members may communicate with the Compliance Officer in relation to any query pertaining to their shareholdings.
5. As per Section 72 of the Companies Act, 2013, the facility for making nominations is available for Members in respect of shares held by them. Members holding the shares in single name and who have not yet registered their nomination are requested to register the same by submitting the Form No. SH-13. If a member desires to cancel the earlier nomination and record fresh nomination, he may submit the same in Form No. SH-14. Nomination forms can be obtained from MCS Share Transfer Agent Limited, Registrar and Share Transfer Agent of the Company, in case they hold shares in physical form. If they hold the shares in dematerialized form, they may contact their respective depositories for such nominations. However, both the forms may be downloaded from the website of Ministry of Corporate affairs at [www.mca.gov.in](http://www.mca.gov.in).
6. Members who hold the shares in physical form are requested to inform mandatorily their Income Tax permanent Account Number (PAN) and Bank Account particulars to the R&T Agent. For of payment of dividend in future from financial year (2017-18 and onwards) and unclaimed dividend from financial year 2010-11 to 2016-17, Bank Account particulars should contain the information as to (a) Bank Account No. (b) Bank Name & Branch (c) self-attested one photo copy of Cheque (bearing printed name of the shareholder) (d) Reason for dividend remaining unclaimed. However, Members not having cheque bearing their printed name should provide a copy self- attested copy of bank passbook or statement attested by Bank Manager.
7. Members holding shares in physical form are requested to notify change in addresses, if any, quoting their folio numbers to the R&T Agent of the Company.
8. Members holding shares in multiple folios are requested to submit their application to R&T Agent for consolidation of folios into single folio.
9. Members holding shares in physical form are requested to note that in order to avoid any loss/interception in postal transit and also to get prompt credit of dividend through Electronic Clearing Services (ECS) they should submit their ECS details. Alternatively, Members may provide details of their bank accounts quoting their folio numbers to the R& T Agent to enable them to print such details on the dividend warrants.
10. Members holding shares in electronic form may please note that their bank details as furnished by the respective Depositories to the Company will be printed on the dividend warrants as per the applicable regulations of the Depositories and the Company will not entertain any direct request from such Members for change/deletion in such bank details. Further instructions, if any, already given by them in respect of shares held in physical form will not be automatically applicable to the dividend paid on shares held in electronic form. Members therefore may give instructions regarding bank accounts in which they wish to receive dividend, to their Depository participants.
11. In terms of the provisions of Companies Act, unpaid/unclaimed dividend relating to the financial year 2010-11 which ended on 31st March, 2011 will be transferred to the “Investor Education and Protection Fund” in the month of September, 2018.

12. Pursuant to the provisions of Section 124(5) of the Companies Act, 2013, dividend which remains unpaid or unclaimed for a period of 7 (seven) years is required to be transferred to the "Investor Education and Protection Fund" (IEPF) of Central Government. Members who have not yet encashed dividend from the financial year 2010-11 to 2016-17 are required to send their claims to MCS Share Transfer Agent Limited, 12/1/5, Manoharpukur Road, Ground Floor, Kolkata-700026 immediately along with unencashed dividend warrants lying with them. It may also be noted that once the unclaimed dividend is transferred to the IEPF as above, no claim shall lie in respect thereof.
13. In terms of provisions of Section 124(6) of the Companies Act, 2013, read with Rule 6 of the "Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 and Amendment Rules, 2017, all ordinary shares in respect of which dividend have remained unpaid/unclaimed for seven consecutive years or more had been transferred by the Company to the Demat Account of IEPF Authority through Depositories by following the procedures to prescribed by Ministry of Corporate Affairs. The Company has communicated this fact in details through letter dated 16.03.2017 sent by Registered Post to its concerned shareholders and also through advertisement in the Newspaper. To avoid further transfer of shares to IEPF Authority, Members are requested to comply with the requirements as specified in note No. 12 above.
14. Members whose shares had already been transferred to the Demat Account of IEPF Authority through Depositories as stated in note No. 13 above, may access to Company's website at [www.wpil.co.in](http://www.wpil.co.in) to find out the details and accordingly may prefer an application to Investor Education and Protection Fund Authority (IEPFA) for claiming unpaid amount and shares out of IEPF by filling on line form no. IEPF-5 pursuant to sub-section 3 of Section 125 of the Companies Act, 2013 and rule 6(13) & 8(1) of the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016. Mr.U.Chakravarty, General Manager (Finance) and Company Secretary has been designated as the Nodal Officer of the Company to coordinate between Members and IEPFA whenever required. Members may communicate with the Nodal Officer in relation to any query above matter at e-mail id [uchakravarty@wpil.co.in](mailto:uchakravarty@wpil.co.in).
15. The notice of the Meeting along with route map to AGM venue will be available on the Company's website <http://www.wpil.co.in> and the website of the National Securities Depository Limited (NSDL) at <http://www.evoting.nsdl.com>.
16. Relevant statements, pursuant to Section 102(1) of the Companies Act, 2013, in respect of items of special business are annexed hereto.
17. In Compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended the Companies (Management & Administration) Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide Members facility to exercise their right to vote on all resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through electronic voting services. The facility of casting the votes by the Members using voting system from a place other than the venue of the AGM ("remote e-voting") will be provided by the National Securities Depository Limited (NSDL).
18. The facility for voting through Polling Paper shall be made available at the AGM and the Members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through Polling Paper.
19. The remote e-voting period commences on Saturday, the 11th August, 2018 at 9:00 A.M. and ends on Monday, the 13th August, 2018 at 5:00 P.M. During this period, Members of the Company, holding shares either in physical form or in dematerialized form, as on cut-off date of 7th August, 2018, may cast their votes by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution cast by the Member, the Member shall not allowed to change it subsequently.
20. **The procedure to login to e-Voting website consists of two steps as detailed hereunder:**

**Step 1 : Log-in to NSDL e-Voting system**

- a) Visit the e-Voting website of NSDL. Open web browser by typing the URL: <https://www.evoting.nsdl.com> .
- b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
- c) A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
- d) Your User ID details will be as per details given below :
  - i) For Members who hold shares in demat account with NSDL: 8 Character DP ID followed by 8 Digit Client ID (For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*).
  - ii) For Members who hold shares in demat account with CDSL: 16 Digit Beneficiary ID (For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*).
  - iii) For Members holding shares in Physical Form: EVEN Number followed by Folio Number registered with the company (For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*).
- e) Your password details are given below:
  - i) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - ii) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need enter the 'initial password' and the system will force you to change your password.
  - iii) How to retrieve your 'initial password'?
    - i. If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
    - ii. If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
- f) If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- i) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - ii) “Physical User Reset Password?” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - iii) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- g) After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  - h) Now, you will have to click on “Login” button.
    - i) After you click on the “Login” button, Home page of e-Voting will open.

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

- a) After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
  - b) After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
  - c) Select “EVEN” of WPIL Limited.
  - d) Now you are ready for e-Voting as the Voting page opens.
  - e) Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
  - f) Upon confirmation, the message “Vote cast successfully” will be displayed.
  - g) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
  - h) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.
  - i) Institutional shareholders (i.e other than individual, HUF, NRI etc) are required to send scan copy (PDF format/JPG format) of relevant Board Resolution/Authority letter together with attested specimen signature of duly authorized signatory(ies) who are authorised to vote, to the Scrutinizer through e-mail to [Scrutinizer\\_pvsm17@rediffmail.com](mailto:Scrutinizer_pvsm17@rediffmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)
  - j) In case of any query, you may refer the Frequently Asked Question (FAQs) for Members and remote e-voting user manual for Members available at the “downloads” section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. : 1800-222-990.
21. The notice is being sent to all Members, whose names appear on the Register of Members as received from NSDL/CDSL as on Saturday, the 30th June, 2018. The dispatch of notice, Attendance Slip, Proxy Form and E-voting Particulars will be completed on Saturday, 7th July, 2018.
  22. Any person who acquires the shares of the Company and becomes a Member of the Company after dispatch of notice and holding shares as of the cut-off date of 7th August, 2018, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or [mcssta@rediffmail.com](mailto:mcssta@rediffmail.com) .
  23. The Voting rights shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 7th August, 2018.
  24. A Member may participate in AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM
  25. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting or voting at the AGM through Polling Paper.
  26. The Board of Directors of the Company has appointed Mr. P.V.Subramanian, Company Secretary in whole time practice, (CP No. 2077) as a Scrutinizer for conducting the entire process of polling (both voting electronically and through Polling Paper) in a fair and transparent manner.
  27. The Chairman shall, at the AGM, at the end of the discussion on the resolutions on which the voting is to be held, allow voting with the assistance of Scrutinizer, by the use of polling paper for all those members who are present at the AGM but have not cast their votes by availing remote e-voting facility.
  28. The Scrutinizer after conclusion of voting at the AGM, Shall first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in presence of at least two witnesses, not being in the employment of Company and shall make, not later than forty eight hours of the conclusion of AGM a consolidated Scrutinizer’s Report of the total votes cast in favour or against, if any, to the Chairman, who shall countersign the same and declare the Results of the voting forthwith.
  29. The Results declared along with report of Scrutinizer shall be placed on the Company’s website [www.wpil.co.in](http://www.wpil.co.in) and on the website of NSDL immediately after the declaration of the Results by the Chairman. The Results shall also be immediately forwarded to BSE Limited, Mumbai and CSE Limited, Kolkata.

**Request to the Members:**

1. Members desiring any relevant information on the Accounts at the Annual General Meeting are requested to write to the Company at least seven days in advance, so as to enable the Company to keep the information ready.
2. As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of Annual Report to the Meeting.
3. Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for ensuring easy identification of attendance at the Meeting.
4. For convenience of the Members, attendance slip is annexed to the proxy form. Members are requested to fill in and affix their signatures at the space provided therein and handover the Attendance slip at the entrance of the place of Meeting. Proxy/Representative of a Member should mark on the Attendance slip as “Proxy” or “Representative” as the case may be.

**Statement pursuant to Section 102(1) of the Companies Act, 2013**

**RESOLUTION AT ITEM NO. 6**

The Board of Directors of the Company on the recommendations of the Audit Committee has approved the appointment of Messers. D. Radhakrishnan & Co., Cost Accountants, as a Cost Auditors of the Company to conduct audit of the Cost records maintained by the Company in respect of "other machinery" for the year ended 31st March, 2018 at a remuneration of Rs. 75,000/- (Rupees seventy five thousand only) plus applicable Goods and Service Tax and out of pocket expenses to be incurred for conducting Cost Audit. In terms of provisions of Rule 14 (a) (ii) the Companies (Audit and Auditors) Rules, 2014, for the purpose of subsection (3) of section 148 of Companies Act, 2013, it is necessary for Members to ratify the remuneration of Cost Auditors which has been recommended by Audit Committee and subsequently considered and approved by Board of Directors.

The intimation as to the appointment of Cost Auditors communicated in writing to Messers. D. Radhakrishnan & Co., Cost Accountants, is available for inspection at the Registered office of the Company during the business hours on any working day prior to the date of Annual General Meeting.

None of the Directors/Key Managerial Personnel of the Company/their relatives are in any way concerned or interested in this resolution except as Shareholder of the Company. The Board commends the Ordinary Resolution for ratification by the Shareholders. The passing of the aforesaid resolution also do not relate to or affect any other Company.

**RESOLUTION AT ITEM NO. 7**

Pursuant to the provisions of section 161 of the Companies Act, 2013, read with the provisions of Article 123 of the Articles of Association of the Company and provisions of section 149 of the Companies Act, 2013, and also in terms of the recommendation of the Nomination and Remuneration committee, the Board of Directors at its meeting held on 3rd February, 2018, appointed Mr. Anjan Dasgupta as Additional Director of the Company to hold office up to the date of next Annual General Meeting of the Company or last date on which the Annual General Meeting should have held whichever is earlier. A notice in writing, under Section 160 of the Companies Act, 2013 has been received from a member of the Company signifying his intention to propose Mr. Anjan Das Gupta as candidate for the office of the Independent Director.

The Directors are of the opinion that his knowledge and experience will be of benefit to the Company. The Board of Directors, therefore, recommends that the resolutions set out at item no. 7 of the Notice convening the meeting be approved and passed.

Except Mr. Anjan Dasgupta, none of the Director or Key Managerial Personnel or their relatives are in any way concerned or interested in passing of the resolution set out at item no. 7 of the Notice.

**RESOLUTION AT ITEM NO. 8**

Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meetings of Board and its power) Rules, 2014, as amended prescribed certain procedures for approval of Related Party Transactions. The Regulation 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has also prescribed seeking shareholders' approval for material related party transactions. Proviso to Section 188 provides that nothing contained in subsection (1) of Section 188 applies where transactions are entered into by the Company in the Ordinary Course of business other than transactions which are not on an arm's length basis.

The transactions put up for approval towards ratification of Shareholders are in Ordinary Course of business and are on an arm's length basis. Pursuant to the provisions of Regulations 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following contracts/arrangement transactions are Material in nature and require approval of unrelated shareholders of the Company by Ordinary Resolution.

SL No.	Name of the Related Party	Relationship	Value of transactions seeking approval for ratification (Rs)	Nature and Material Terms/particulars of contract or arrangement
1	Gruppo Aturia S.p.A, 20060 Gessate (Milano) Italy/Piazza, Aturia-9,	Two Directors are interested as they are Directors in the Board of the Company and step down Subsidiary of the Company	95,98,76,704	Sale and purchase of goods in the ordinary course of business and are arm's length basis.

The other related information as envisaged under Companies (Meetings of Board and its power) Rules, 2014 and amendments thereto and the Company's Related Party policy are furnished hereunder:

Name of the Related Party	As per table above
Name of the Director or Key Managerial personnel who is related, if any	Mr. Prakash Agarwal, Mr. K.K. Ganeriwala, Mr. Vishwanath Agarwal and Mrs. Ritu Agarwal
Nature of Relationship	As per table above
The nature, material terms, monetary value and particulars of contract or arrangement	As per table above
Any other information relevant or important for the Members to take a decision on the proposed Resolution	None

The above contract /arrangement /transactions entered into by the Company during the financial year 2017-18 were approved by Audit Committee at its Meeting held on 30.05.2018 and recommended by the Board of Directors at its Meeting held on same date to the unrelated Shareholders for their approval towards ratification.

As per Regulation, 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require the approval through Ordinary Resolution and the related parties shall abstain from voting

on such resolution whether entity is a related party to the particular transaction or not. Further, as per Rule 15 of the Companies (Meetings of Board and its power) Rules, 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not present at the meeting during the discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all the related party of the Company, including, among others, WPIL Limited Group entities and the Directors or Key Managerial personnel of WPIL Limited shall not participate or vote on this resolution.

The Board commends this resolution set out in Item-8 of this Notice for approval towards ratification of Shareholders.

Except Mr. Prakash Agarwal, Mr. Vishwanath Agarwal, Mrs. Ritu Agarwal and Mr. K.K. Ganeriwala, no other Directors or Key Managerial personnel and their relative is concerned or interested in the resolution set out in Item-8 of this Notice.

**RESOLUTION AT ITEM NO. 9**

Section 188 of the Companies Act, 2013 read with Rule 15 of Companies (Meeting of Board and its power) Rules, 2014, as amended prescribe certain procedures for approval of Related Party Transactions. The Regulation, 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, has also prescribed seeking shareholders' approval for material related party transactions. Proviso to Section 188 provides that nothing contained in subsection (1) of Section 188 applies where transactions are entered into by the Company in the Ordinary Course of business other than transactions which are not on an arm's length basis.

The transactions put up for approval of Shareholders are in Ordinary Course of business and are on an arm's length basis. Pursuant to the provisions of Regulations, 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following contracts/arrangement transactions are Material in nature and require approval of unrelated shareholders of the Company by Ordinary Resolution.

SL No.	Name of the Related Party	Relationship	Value of transactions seeking approval (Crores)	Nature and Material Terms/particulars of contract or arrangement
1	Gruppo Aturia S.p.A, 20060 Gessate (Milano) Italy/Piazza, Aturia-9,	Two Directors are interested as they are Directors in the Board of the Company and step down Subsidiary	300.00	Sale and purchase of goods in the ordinary course of business and are arm's length basis.

Name of the Related Party	As per table above
Name of the Director or Key Managerial personnel who is related, if any	Mr. Prakash Agarwal, Mr. K. K.Ganeriwala, Mr. Vishwanath Agarwal and Mrs. Ritu Agarwal
Nature of Relationship	As per table above
The nature, material terms, monetary value and particulars of contract or arrangement	As per table above
Any other information relevant or important for the Members to take a decision on the proposed Resolution	None

The other related information as envisaged under Companies (Meetings of Board and its power) Rules, 2014 and amendments thereto and the Company's Related Party policy are furnished hereunder:

The above contract and arrangement were approved by Audit Committee at its Meeting held on 30.05.2018 and recommended by the Board of Directors at its Meeting held on same date to the unrelated Shareholders for their approval.

As per Regulation, 23 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, all material related party transactions shall require the approval through Ordinary Resolution and the related parties shall abstain from voting on such resolution whether entity is a related party to the particular transaction or not. Further, as per Rule 15 of the Companies (Meetings of Board and its power) Rules, 2014, where any Director is interested in any contract or arrangement with a related party, such Director shall not present at the meeting during the discussion on the subject matter of the resolution relating to such contract or arrangement. Accordingly, all the related party of the Company, including, among others, WPIL Limited Group entities and the Directors or Key Managerial personnel of WPIL Limited shall not participate or vote on this resolution.

The Board commends this resolution set out in Item-9 of this Notice for approval towards ratification of Shareholders.

Except Mr. Prakash Agarwal, Mr. Vishwanath Agarwal, Mrs. Ritu Agarwal and Mr. K.K. Ganeriwala, no other Director or Key Managerial personnel and their relative is concerned or interested in the resolution set out in Item-9 of this Notice.

Registered Office :  
Trinity Plaza, 3rd Floor  
84/1A, Topsia Road (South)  
Kolkata-700 046

Date : 30th May, 2018  
Place : Kolkata  
CIN : L36900WB1952PLC020274

By Order of the Board

U. CHAKRAVARTY  
General Manager (Finance)  
and Company Secretary

**Brief resume of Directors seeking appointment/re-appointment at the Sixty Fourth Annual General Meeting in pursuance of Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & Secretarial Standards-2 on General Meetings issued by The Institute of Company Secretaries of India.**

<b>Name of the Director</b>	<b>Mr. V. N. Agarwal</b>	<b>Mrs. Ritu Agarwal</b>	<b>Mr. AnjanDasgupta</b>
Director Identification Number (DIN)	00408731	00006509	08064739
Date of Birth	15.01.1939	31.03.1975	14.08.1953
Date of First Appointment	26. 04. 2001	31.03.2015 (As Additional Director)	03.02.2018 (as Additional Director)
Qualifications	B.E.	Bachelor of Business Data Processing from Lady Shri Ram College, New Delhi	B.E (Mechanical)
No. of Shares Held	NIL	NIL	NIL
Nature of Expertise	Having in depth exposure to and involvement in steering diverse business and has considerable experience and expertise in management of Engineering Industries.	Having experience in Corporate finance, Administration and other aspect of Corporate Management in diversified fields.	Having around 37 years post qualification experience in Mega-Projects & Products Administration, Execution and Management, both in Domestic &International Markets, apart from versatile experience & expertise in Contract/Commercial Management. Such Mega-Power Projects on EPC basis were handled in India, Libya, Iraq (Kurdistan), Oman, Bangladesh, etc. Mr. Dasgupta signed off as Executive Director from BHEL, (Corporate office) New Delhi.
Relationship between Directors inter-se	Father-in-law of Mrs. Ritu Agarwal and father of Mr. Prakash Agarwal.	Daughter-in Law of Mr. V. N. Agarwal and Wife of Mr. Prakash Agarwal.	None
Other Directorships	Tea time Limited Neptune Exports Limited Orient international Limited Asutosh Enterprises Limited V.N. Enterprises Limited HSM Investments Limited Hindusthan Udyog Limited Bengal Steel Industries Limited Northern Projects Limited Aturia International Pte. Limited (Singapore)	Hindusthan Udyog Ltd. Asutosh Enterprises Ltd. Live-Life Buildcon Pvt. Ltd. Morgan Finvest Pvt. Ltd. Bengal Steel Industries Ltd.	None

