

P. V. Subramanian
B.Com., LL.B., ACS.
Company Secretary in Whole-time Practice

81/8, Regent Estate,
Kolkata-700 092, India.
Mobile: 98300 26425
Email: pvsm17@rediffmail.com

To,
The Chairman,
WPIL Limited,
"Trinity Plaza", 3rd Floor,
84/1A, Topsia Road (south),
Kolkata-700046.

Dear Sir,

Sub: Report of the Scrutinizer on the entire process of polling conducted through both e-voting and physical ballot forms.

I, P. V. Subramanian, Practising Company Secretary, had been appointed as the Scrutinizer by the Board of Directors of **WPIL Limited** vide resolution dated May 21, 2014 pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, to scrutinize the entire process of polling conducted through electronic voting and also through the physical ballot forms received from the shareholders in respect of the below mentioned resolutions to be passed at the Sixtieth Annual General of the Company to be held on Thursday, the 31st day of July, 2014.

The Notice dated May 21, 2014 convening the Annual General Meeting ("AGM") of the Company along with Statement setting out material facts under Section 102 of the Act were sent to the Shareholders in respect of the below mentioned resolutions to be passed at the said AGM of the Company to be held on 31st July, 2014.

The Company has availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting e-voting by the Shareholders of the Company. The Company has also provided voting by physical ballot forms to the members who do not have access to e-voting facility.

The shareholders of the Company holding shares as on the "cut-off" date of 13th June, 2014 were entitled to vote on the proposed resolutions as set out at item nos. 1 to 10 in the Notice of the 60th AGM of WPIL Limited.

The voting period for e-voting commenced on Wednesday, 16th July, 2014 at 10.00 a.m. and ended on Friday, 18th July, 2014 at 6.00 p.m. and the NSDL e-voting was disabled thereafter and the votes cast under e-voting facility were then unblocked by me in the presence of two witnesses who were not in the employment of the Company. Votes cast through Physical ballot forms received upto July 18, 2014 were also considered.



I have scrutinized and reviewed the voting through electronic means and physical mode and votes tendered therein based on the data downloaded from the National Securities Depository Limited ("NSDL") e-voting system and the ballot forms received respectively.

I now submit my Report as under on the result of the voting through electronic means and physical mode in respect of the said Resolutions.

ORDINARY BUSINESS:

Item No.1 – Ordinary Resolution:

Adoption of the Audited Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and the Auditors thereon.

(i) Voted in favour of the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|----------|--|-------------------------------------|---------------------------------------|
| E-voting | 9 | 6023505 | |
| Physical | 46 | 5598 | |
| Total | 55 | 6029103 | 99.99 |

(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|----------|--|-------------------------------------|---------------------------------------|
| E-voting | 2 | 6 | |
| Physical | 7 | 336 | |
| Total | 9 | 342 | 0.01 |

(iii) Invalid votes:

| | Total number of members whose votes were declared invalid | Total number of votes cast |
|----------|---|----------------------------|
| E-voting | 0 | 0 |
| Physical | 4 | 375 |
| Total | 4 | 375 |



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Item No.2 – Ordinary Resolution:***Declaration of dividend as recommended by the Board of Directors of the Company.*****(i) Voted in favour of the resolution:**

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|----------|--|--|--|
| E-voting | 10 | 6023510 | |
| Physical | 48 | 5796 | |
| Total | 58 | 6029306 | 99.99 |

(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|----------|--|--|--|
| E-voting | 1 | 1 | |
| Physical | 5 | 138 | |
| Total | 6 | 139 | Insignificant |

(iii) Invalid votes:

| | Total number of members whose votes were declared invalid | Total number of votes cast |
|----------|---|----------------------------|
| E-voting | 0 | 0 |
| Physical | 4 | 375 |
| Total | 4 | 375 |

Item No.3 – Ordinary Resolution:***Re-appointment of Mr. V. N. Agarwal as Director, who retires by rotation and, being eligible, offers himself for re-appointment .*****(i) Voted in favour of the resolution:**

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|----------|--|--|--|
| E-voting | 9 | 6023475 | |
| Physical | 45 | 5498 | |
| Total | 54 | 6028973 | 99.99 |



(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|----------|--|-------------------------------------|---------------------------------------|
| E-voting | 2 | 36 | |
| Physical | 7 | 336 | |
| Total | 9 | 372 | 0.01 |

(iii) Invalid votes:

| | Total number of members whose votes were declared invalid | Total number of votes cast |
|----------|---|----------------------------|
| E-voting | 0 | 0 |
| Physical | 4 | 375 |
| Total | 4 | 375 |

Item No.4 – Ordinary Resolution:

Re-appointment of M/s. V. Singhi & Associates, Chartered Accountants, as Auditors of the Company and to fix their remuneration.

(i) Voted in favour of the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|----------|--|-------------------------------------|---------------------------------------|
| E-voting | 7 | 6022040 | |
| Physical | 47 | 5648 | |
| Total | 54 | 6027688 | 99.97 |

(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|----------|--|-------------------------------------|---------------------------------------|
| E-voting | 4 | 1471 | |
| Physical | 6 | 286 | |
| Total | 10 | 1757 | 0.03 |



(iii) Invalid votes:

| | Total number of members whose votes were declared invalid | Total number of votes cast |
|----------|---|----------------------------|
| E-voting | 0 | 0 |
| Physical | 4 | 375 |
| Total | 4 | 375 |

SPECIAL BUSINESS:

Item No.5 – Special Resolution:

Re-appointment of and remuneration paid/payable to Mr. Prakash Agarwal as Managing Director for a period of 3 years from 1st November, 2013.

(i) Voted in favour of the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|----------|--|-------------------------------------|---------------------------------------|
| E-voting | 8 | 6023470 | |
| Physical | 47 | 5696 | |
| Total | 55 | 6029166 | 99.99 |

(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|----------|--|-------------------------------------|---------------------------------------|
| E-voting | 3 | 41 | |
| Physical | 5 | 138 | |
| Total | 8 | 179 | Insignificant |

(iii) Invalid votes:

| | Total number of members whose votes were declared invalid | Total number of votes cast |
|----------|---|----------------------------|
| E-voting | 0 | 0 |
| Physical | 4 | 375 |
| Total | 4 | 375 |



Item No.6 – Special Resolution:

Re-appointment of and remuneration paid/payable to Mr. K K Ganeriwala as Executive Director for a period of 3 years from 1st November, 2013.

(i) Voted in favour of the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|----------|--|-------------------------------------|---------------------------------------|
| E-voting | 8 | 6023470 | |
| Physical | 47 | 5696 | |
| Total | 55 | 6029166 | 99.99 |

Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|----------|--|-------------------------------------|---------------------------------------|
| E-voting | 3 | 41 | |
| Physical | 5 | 138 | |
| Total | 8 | 179 | Insignificant |

(ii) Invalid votes:

| | Total number of members whose votes were declared invalid | Total number of votes cast |
|----------|---|----------------------------|
| E-voting | 0 | 0 |
| Physical | 4 | 375 |
| Total | 4 | 375 |

Item No.7 – Special Resolution:

Payment of remuneration to non-executive directors by way of commission.

(i) Voted in favour of the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|----------|--|-------------------------------------|---------------------------------------|
| E-voting | 7 | 6021961 | |
| Physical | 45 | 5498 | |
| Total | 52 | 6027459 | 99.97 |



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(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|----------|--|-------------------------------------|---------------------------------------|
| E-voting | 4 | 1550 | |
| Physical | 7 | 336 | |
| Total | 11 | 1886 | 0.03 |

(iii) Invalid votes:

| | Total number of members whose votes were declared invalid | Total number of votes cast |
|----------|---|----------------------------|
| E-voting | 0 | 0 |
| Physical | 4 | 375 |
| Total | 4 | 375 |

Item No.8 – Ordinary Resolution:

Appointment of Mr. Utpal Kumar Mukhopadhyay as Independent Director of the Company for a period of five (5) years.

(i) Voted in favour of the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|----------|--|-------------------------------------|---------------------------------------|
| E-voting | 10 | 6023510 | |
| Physical | 46 | 5548 | |
| Total | 56 | 6029058 | 99.99 |

(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|----------|--|-------------------------------------|---------------------------------------|
| E-voting | 1 | 1 | |
| Physical | 6 | 286 | |
| Total | 7 | 287 | 0.01 |



(iii) Invalid votes:

| | Total number of members whose votes were declared invalid | Total number of votes cast |
|----------|---|----------------------------|
| E-voting | 0 | 0 |
| Physical | 4 | 375 |
| Total | 4 | 375 |

Item No.9 – Ordinary Resolution:

Appointment of Mr. Binaya Kapoor as Independent Director of the Company for a period of five (5) years.

(i) Voted in favour of the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|----------|--|-------------------------------------|---------------------------------------|
| E-voting | 9 | 6023475 | |
| Physical | 47 | 5696 | |
| Total | 56 | 6029171 | 99.99 |

(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|----------|--|-------------------------------------|---------------------------------------|
| E-voting | 2 | 36 | |
| Physical | 5 | 138 | |
| Total | 7 | 174 | Insignificant |

(iii) Invalid votes:

| | Total number of members whose votes were declared invalid | Total number of votes cast |
|----------|---|----------------------------|
| E-voting | 0 | 0 |
| Physical | 4 | 375 |
| Total | 4 | 375 |



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Item No.10 – Ordinary Resolution:

Appointment of Mr. Samarendra Nath Roy as Independent Director of the Company for a period of five (5) years.

(i) Voted in favour of the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|----------|--|-------------------------------------|---------------------------------------|
| E-voting | 9 | 6023475 | |
| Physical | 48 | 5796 | |
| Total | 57 | 6029271 | 99.99 |

(ii) Voted against the resolution:

| | Number of members voted through electronic voting system and physical mode | Number of valid votes cast (shares) | % of total number of valid votes cast |
|----------|--|-------------------------------------|---------------------------------------|
| E-voting | 2 | 36 | |
| Physical | 5 | 138 | |
| Total | 7 | 174 | Insignificant |

(iii) Invalid votes:

| | Total number of members whose votes were declared invalid | Total number of votes cast |
|----------|---|----------------------------|
| E-voting | 0 | 0 |
| Physical | 4 | 375 |
| Total | 4 | 375 |

Accordingly, all the resolutions stand passed with requisite majority.

The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in my safe custody until the Chairman considers, approves and signs the Minutes of the aforesaid Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Place : Kolkata

Dated: 19th July, 2014.



P.V. Subramanian

(P V SUBRAMANIAN)

**Company Secretary in Whole-time Practice
ACS:4585/C.P.No.: 2077**