

P. V. SUBRAMANIAN

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Company Secretary in Whole-time Practice

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Scrutinizer's Report

To,

Mr. P. Agarwal
Chairman
69th Annual General Meeting
WPIL Limited

Dear Sir,

Sub: Consolidated Scrutinizer's Report on remote e-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') for the 69th Annual General Meeting of WPIL Limited held on Friday, August 04, 2023 at 11.00 a.m. (IST) through video conferencing ("VC") / other audio visual means ("OAVM").

I, P. V. Subramanian, Practicing Company Secretary, was appointed as the Scrutinizer by the Board of Directors of **WPIL Limited** ("the Company") pursuant to Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended, to conduct the remote e-voting process in respect of the below mentioned resolutions proposed at the 69th AGM of the Company held today, i.e., Friday, August 04, 2023 at 11.00 a.m. (IST) through VC/ OAVM.

I was also appointed as the Scrutinizer to scrutinize the remote e-voting process during the AGM.

The Notice dated May 19, 2023 convening the AGM along with the Annual Report & Annual Accounts 2022-23, as confirmed by the Company, was sent to the shareholders in respect of the below mentioned resolutions passed at the AGM of the Company through electronic mode to those Members whose email addresses are registered with the Company/ Depositories, in compliance with the Ministry of Corporate Affairs ('MCA') General Circular Nos. 20/2020 dated May 5, 2020, 02/2021 dated January 13, 2021, 19/2021 dated December 08, 2021, 21/2021 dated December 14, 2021, 02/2022 dated



May 5, 2022 and the latest being General Circular No. 10/2022 dated December 28, 2022 (collectively referred to as 'MCA Circulars') and Securities and Exchange Board of India ('SEBI') Circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 ('SEBI Circulars').

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the Shareholders of the Company before the AGM.

The voting period for remote e-voting commenced on Tuesday, August 01, 2023 at 09.00 a.m. (IST) and ended on Thursday, August 03 2023 at 05.00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided e-voting facility of NSDL to the shareholders present at the AGM through VC, who had not cast their votes earlier.

The shareholders of the Company holding shares as on the "cut-off" date of July 28, 2023 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of the remote e-voting at the AGM, the report on remote e-voting done during the AGM and the votes cast under remote e-voting facility prior to the AGM were unblocked by me 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.

I have scrutinized and reviewed the remote e-voting done prior to and during the AGM and votes cast therein based on the data downloaded from the NSDL e-voting system.

The Management of the Company is responsible to ensure compliance with the requirements of the Act and rules relating to remote e-voting prior to and during the AGM on the resolutions contained in the notice of the AGM.

My responsibility as a scrutinizer for the remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the resolutions.

I now submit my consolidated Report as under on the result of the remote e-voting conducted prior to the AGM and during the AGM in respect of the said Resolutions.



ORDINARY BUSINESS:

Resolution 1: Ordinary Resolution:

Adoption of:-

- a. Audited Financial Statements of the Company for the financial year ended March 31, 2023 together with the Reports of the Board of Directors and the Auditors thereon; and
- b. Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2023, together with the Report of the Auditors thereon.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
107	7971909	99.9999

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	5	0.0001

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise

Resolution 2: Ordinary Resolution:

Declaration of dividend of Rs.20/- per Equity Share for the Financial Year ended March 31, 2023.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
108	7978797	99.9999

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
5	5	0.0001

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise



Resolution 3: Ordinary Resolution:

Re-appointment of Mr. Prakash Agarwal (DIN: 00249468), Director retiring by rotation.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
106	7972905	99.9261

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	5897	0.0739

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise

SPECIAL BUSINESS:

Resolution 4: Ordinary Resolution:

Ratification of remuneration payable to Messrs D. Radhakrishnan & Co., Cost Auditor, for the financial year ended March 31, 2023.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
109	7978798	99.9999

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
4	4	0.0001

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise



Resolution 5: Special Resolution:

Re-appointment of Mr. Anjan Dasgupta (DIN: 08064739) as Independent Director for a second consecutive term of 5 years from the conclusion of the 69th AGM till conclusion of the 74th AGM of the Company.

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
107	7727537	96.8345

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
7	252615	3.1655

(iii) Invalid votes:

Number of members whose votes were declared invalid	Number of votes cast by them
Nil	Does not arise

Based on the aforesaid results, I report that all the resolutions stand passed with requisite majority.

Place : Kolkata

Dated: August 04, 2023.



P.V. Subramanian

(P V SUBRAMANIAN)

Company Secretary in Whole-time Practice

ACS: 4585/C.P.No.: 2077

PR No.: 1613/2021

UDIN: A004585E000714021

Countersigned by:-