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Company Secretary in Whole-time Practice

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

Dear Sir,

Scrutinizer's Report on voting by Postal Ballot

1. The Board of Directors of WPIL LIMITED ("the Company") has, on 12th September, 2014, appointed me as Scrutinizer for conducting Postal Ballot voting process seeking its members' assent / dissent for passing the following resolutions:-
 - a) Special Resolution under section 62 of the Companies Act, 2013 to confer authority to the Board of Directors to offer, issue and allot further securities;
 - b) Special Resolution under section 180(1)(c) of the Companies Act, 2013 granting approval for Borrowing Powers of the Board;
 - c) Special Resolution under section 180(1)(a) of the Companies Act, 2013 granting approval for creation of Charge / Mortgage on the Assets of the Company; and
 - d) Special Resolution under section 186 of the Companies Act, 2013 to give authority to the Board of Directors to grant loan(s) / give guarantee(s) or security(ies) and make investment in securities,

pursuant to the Notice dated 12th September, 2014 issued under Section 110 of the Companies Act, 2013.
2. I submit my report as under:-
 - 2.1 The company has completed on 19th September, 2014 the despatch of postal ballot notice, postal ballot forms and postage prepaid self addressed business reply envelopes to its Members whose name(s) appeared on the Register of Members / list of beneficiaries as on 12th September, 2014. The Members were given an option to exercise their votes either electronically or by way of physical Postal Ballot Form.
 - 2.2 The Company has availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting e-voting by the shareholders.

- 2.3 The date of Commencement of voting through Postal Ballot Forms and/or by electronic mode and the date of Conclusion of voting were 20th September, 2014 (10.00 hours) and 20th October, 2014 (18.00 hours) respectively.
- 2.4 The postal ballot forms received during this period were kept under my safe custody in a sealed and tamper proof ballot box.
- 2.5 The ballot box was opened after 18.00 hours on 20th October, 2014 in my presence and the votes cast through postal ballot forms received till 18.00 hours on that day, being the last date and time fixed by the Company for the purpose, were considered for my scrutiny.
- 2.6 NSDL e-voting was disabled after 18.00 hours on 20th October, 2014 and the votes cast under e-voting facility were thereafter unblocked by me in the presence of two witnesses who were not in the employment of the Company.
- 2.7 At the time of submitting this report, no further postal ballot forms have been received after the last date and time fixed for receiving such forms.
- 2.8 Envelopes containing postal ballot forms returned undelivered aggregated to 317 (three hundred seventeen) nos. These envelopes were not opened and they are kept separately.
- 2.9 I did not find any defaced or mutilated ballot paper.
- 2.10 I have scrutinized the poll papers and e-voting and votes tendered therein and maintained registers in which necessary entries have been made in accordance with the Companies (Management and Administration) Rules, 2014.
3. I now submit my Report as under on the result of the voting by postal ballot in physical and electronic mode in respect of the said Resolutions:-

Item No.1:

Special Resolution under section 62 of the Companies Act, 2013 to confer authority to the Board of Directors to offer, issue and allot further securities.

(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	19	5967404	
Physical	32	4996	
Total	52	5972400	99.995

(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	5	311	
Physical	0	0	
Total	5	311	0.005

(iii) Invalid votes:

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

Item No.2:

Special Resolution under section 180(1)(c) of the Companies Act, 2013 granting approval for Borrowing Powers of the Board.

(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	18	5967384	
Physical	35	5537	
Total	53	5972921	99.994

(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	6	331	
Physical	0	0	
Total	6	331	0.006

(iii) Invalid votes:

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

Item No.3:

Special Resolution under section 180(1)(a) of the Companies Act, 2013 granting approval for creation of Charge / Mortgage on the Assets 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	18	5967354	
Physical	33	4996	
Total	51	5972350	99.994

(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	6	361	
Physical	0	0	
Total	6	361	0.006

(iii) Invalid votes:

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

Item No.4:

Special Resolution under section 186 of the Companies Act, 2013 to give authority to the Board of Directors to grant loan(s) / give guarantee(s) or security(ies) and make investment in securities.

(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	16	5966913	
Physical	32	4996	
Total	48	5971909	99.987

(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	8	752	
Physical	1	50	
Total	9	802	0.013

(iii) Invalid votes:

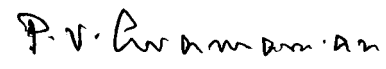
	Total number of members whose votes were declared invalid	Total number of votes cast
E-voting	0	0
Physical	0	0
Total	0	0

Accordingly, all the four special resolutions stand passed with requisite majority and you may declare the results of voting by Postal Ballot accordingly.

The Register, all other papers and relevant records relating to electronic voting and physical mode shall remain in my safe custody until the Chairman/Managing Director considers, approves and signs the minutes and the same are handed over to the Company Secretary for safe keeping.

Place : Kolkata

Dated: 21st October, 2014.


(P V SUBRAMANIAN)
Company Secretary in Whole-time Practice
ACS: 4585/C.P.No.: 2077