

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

"Aspirations Orchid"  
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**Scrutinizer's Report**

To,  
Mr. P. Agarwal  
Chairman  
70<sup>th</sup> 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 70<sup>th</sup> Annual General Meeting of WPIL Limited held on Friday, August 09, 2024 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 (conducted before as well as during the AGM) in respect of the below mentioned resolutions proposed at the 70<sup>th</sup> Annual General Meeting ("AGM") of **WPIL Limited** held today i.e. Friday, August 09, 2024 at 11.00 a.m. (IST) through VC/ OAVM.

The Notice dated May 25, 2024, convening the AGM along with the 70<sup>th</sup> Annual Report & Accounts for 2023-2024, 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 were registered with the Company/ Registrar and Transfer Agent/ Depositories/ Depository Participants in compliance with the MCA General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 20/2020 dated May 05, 2020, and subsequent circulars issued in this regard, the last being 09/2023 dated September 25, 2023 (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, January 05, 2023, October 06, 2023 and October 07, 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 prior to the Meeting as well as during the Meeting.

The voting period for remote e-voting prior to the AGM commenced on Tuesday, August 06, 2024 at 09.00 a.m. (IST) and ended on Thursday, August 08, 2024 at 05.00 p.m. (IST) and the NSDL e-voting platform was disabled thereafter.

The Company had also provided e-voting facility during the AGM to those shareholders who were present at the AGM through VC/ OAVM and who had not cast their vote(s) earlier through remote e-voting.

The shareholders of the Company holding shares as on the "cut-off" date of August 02, 2024 were entitled to vote on the resolutions as contained in the Notice of the AGM.

After the closure of the e-voting at the AGM, the report on remote 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 process 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 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 prior to and during the AGM in respect of the said Resolutions.



**ORDINARY BUSINESS:**

**Resolution 1: Ordinary Resolution:**

**Adoption of:-**

- a. **Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 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, 2024, 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
120	78955534	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	40	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:**

- a. **Confirmation of Interim dividend declared by the Board of Directors @ Rs.20/- on each Equity share of face value of Rs.10/- fully paid up for the financial year 2023-2024; and**
- b. **Declaration of final dividend of Rs.20/- per Equity Share of face value of Rs.10/- for the Financial Year ended March 31, 2024, so however that, if the face value of the Equity Share is reduced, the final dividend declared shall stand reduced proportionately to the reduction in face value of Equity Share.**

(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
122	79019666	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	40	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. K.K. Ganeriwala (DIN: 00408722), 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	78774472	99.6902

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
18	244809	0.3098

(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, 2024.**

(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
120	79019241	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	40	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. Rakesh Amol (DIN: 01374484) as Independent Director for a further period of 5 years from conclusion of the Company's 70<sup>th</sup> AGM to conclusion of the 75<sup>th</sup> 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
114	71304251	90.2365

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast by them	% of total number of valid votes cast
10	7715030	9.7635

(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 09, 2024.



*P. V. Subramanian*

(P V SUBRAMANIAN)

Company Secretary in Whole-time Practice

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

PR No.: 1613/2021

UDIN: A004585F000893264

Countersigned by:-

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WPIL Limited

*U. Chakravarty*

U. Chakravarty  
General Manager (Finance) &  
Company Secretary