

WPIL Limited

NOTICE OF THE ANNUAL GENERAL MEETING TO THE MEMBERS

NOTICE is hereby given that the SIXTY EIGHTH ANNUAL GENERAL MEETING of the Members of WPIL Limited will be held on Wednesday, the 24th day of August, 2022 at 11:00 A.M. IST through Video Conferencing (VC)/ Other Audio Visual Means ("OAVM"), the Company will conduct the meeting from Registered Office, situated at Trinity Plaza (3rd Floor), 84/1A, Topsia Road (South), Kolkata-700046 which shall be deemed to be the venue of the Meeting 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, 2022, 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, 2022, together with the Report of the Auditors thereon.
2. To declare Dividend on Equity Shares of the Company for the financial year ended March 31, 2022.
3. To appoint a Director in place of Mr. K.K. Ganeriwala (DIN 00408722) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.

SPECIAL BUSINESS

4. 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. 85,000/- 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, 2022"

5. **To consider and, if thought fit, to give your assent to the following resolutions as a Special Resolution:**

"RESOLVED THAT pursuant to the provisions of Section 185 and other applicable provisions, if any, of the Companies Act, 2013 ('Act') and relevant Rules made thereto and subject to necessary approvals, consents, sanctions and permissions of appropriate authorities (including approvals of Reserve Bank of India pertaining to Foreign Exchange transactions), as may be necessary and in line with the approval of the Members under Section 186 of the Act, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter called the 'Board' which term shall be deemed to include any committee which the Board may constitute for exercising the powers conferred on the Board by this resolution) to advance any loan(s) (including any loan represented by a book debt) and/or to give guarantee(s) and/or to provide any security(ies) in connection with loan(s) availed/to be availed, either in Rupee or in any other foreign currency, by any Entity which is a Subsidiary or Joint Venture or Associate of the Company or to such other entity/person as specified in Section 185 of The Companies Act, 2013 in which the Director of the Company is considered to be interested (hereinafter referred to as 'Entities') on such terms and conditions as the Board of Directors deem fit, beneficial and in the interest of the Company, provided that the aggregate amount of such loans, guarantees or securities made shall not at any time exceed Rs. 750 Crores."

“RESOLVED FURTHER THAT the aforementioned Loan(s) shall only be utilized by the Entities for their principal business activities.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary in this regards and to settle all matters arising out of and incidental thereto and to sign and execute all deeds, applications, documents and writings that may be required for the purpose of giving effect to the above Resolutions.”

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

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 and the relevant rules made thereto and subject to necessary approvals, consents, sanctions and permissions of appropriate authorities (including approvals of Reserve Bank of India pertaining to Foreign Exchange transactions), as may be necessary, consent of the Company be and is hereby accorded to the Board of Directors (hereinafter called the ‘Board’ which term shall deemed to include any committee which the Board may constitute for exercising the powers conferred on the Board by this resolution) to make loan(s) and/or give guarantee(s)/provide any security(ies) in connection with loan(s), made either in Rupee or in any other foreign currency, to the Company or other Bodies Corporate by any Banks/Financial Institutions/ Bodies Corporate and/or any other person, situated within or outside the country and/or to make investments by acquisition, subscription, purchase or otherwise the securities of any other Body Corporate upto an aggregate limit of Rs. 750 Crores notwithstanding that the aggregate of all investments, loans, guarantees or securities so far made along with the investments, loans, guarantees or securities to be made exceeds the limits as prescribed under the said section.”

“RESOLVED FURTHER THAT the Board be and is hereby authorized to take such steps as may be necessary in this regards and to settle all matters arising out of and incidental thereto and to sign and execute all deeds, applications, documents and writings that may be required for the purpose of giving effect to this Resolution.”

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

Date : 20th May, 2022
Place : Kolkata
CIN : L36900WB1952PLC020274

By Order of the Board

U. CHAKRAVARTY
General Manager (Finance)
and Company Secretary
FCS-5127

NOTES :

1. In view of continuing situation due to COVID- 19 Pandemic, the Government of India, Ministry of Corporate Affairs has allowed the Companies whose Annual General Meeting are due in the year 2022, to conduct of Annual General Meeting through Video conferencing (VC) or other Audio visual means (OAVM) without the physical presence of the Members at a common venue. Accordingly, the Ministry of Corporate Affairs, issued General Circular No 2/2022 dated 05.05.2022, General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2021 dated

13.01.2021, General Circular No. 19/2021 dated 08.12.2021 and General Circular No. 21/2021 dated 14.12.2021 (collectively referred to as “MCA Circulars”) prescribing the procedure and manner of conducting the Annual General Meeting through VC/OAVM. In compliance with the provisions of Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (“SEBI Listing Regulations”) and MCA Circulars, the Sixty Eighth Annual General Meeting of the Company is being held through VC/OAVM.

2. Since the AGM is being conducted pursuant to MCA Circulars through VC/OAVM, physical attendance of the Member is dispensed with. Accordingly, facility for appointment of proxies by Members will not be available for the AGM and hence the Proxy Form and Attendance slip are not annexed to this notice. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Members are requested to participate on first come first serve basis, as the participation through video conferencing is limited and will be closed on expiry of 15 minutes from the schedule time of the AGM. Members can login and join 45 (Forty Five) minutes prior to the schedule time of meeting and window for joining shall be kept open till the expiry of 15 (fifteen) minutes after the schedule time. The facility of participation will be made available for 1000 members on first come first served basis. However, this will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA General Circular No. 2/2022 dated 05.05.2022 General Circular No. 20/2020 dated 05.05.2020, General Circular No. 02/2021 dated 13.01.2021, General Circular No. 19/2021 dated 08.12.2021 and General Circular No. 21/2021 dated 14.12.2021
5. The Register of Members and Share Transfer Books shall remain closed from Thursday, the 18th August, 2022 to Wednesday, the 24th August, 2022 (both days inclusive).
6. 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, 2022, if declared, will be payable to those Members whose names appear in the Register of Members as at the close of the business on 17th August, 2022 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, 17th August, 2022. The dividend warrants will be dispatched on and around 31st August, 2022.
7. 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.
8. As per Section 72 of the Act, 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
9. The Securities and Exchange Board of India (SEBI) has recently mandated furnishing of PAN, KYC details (i.e., Postal Address with Pin Code, email address, mobile number, bank account details) and nomination details by holders of securities. The PAN & KYC details are required to be submitted by the shareholders holding shares in physical form in Form No. ISR 1. The Company had accordingly sent letters dated 24th December, 2021 by Registered

Post to all shareholders holding shares in physical form together with copies of the forms for necessary action. In case you have already provided the said forms, then you may please treat this for information purpose only. It is important to note that as per SEBI's Circular, effective from 1 January, 2022, any service requests or complaints received from the Members, will not be processed by the RTA till the aforesaid details/ documents are provided by shareholders to them. On or after 1 April, 2023, in case any of the above cited documents/ details are not available in the Folio(s), the RTA shall be constrained to freeze such Folio(s).

10. 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 payment of dividend in future and unclaimed dividend from financial year 2014-15 to 2020-21, 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 self- attested copy of bank passbook or statement attested by Bank Manager.
11. Members may please note that SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2022/8 dated January 25, 2022 has mandated the listed companies to issue securities in dematerialized form only while processing service requests. Accordingly, Members are requested to make service requests by submitting a duly filled and signed Form ISR – 4. It may be noted that any service request can be processed only after the folio is KYC Compliant.
Members holding shares in multiple folios in identical names or joint accounts in the same order of names are requested to consolidate their shareholdings into one folio.
12. 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 comprising a) Name and branch of the bank in which Members wish to receive the dividend b) Bank Account type c) Bank account No. d) 9 digit MICR code number e) 11 digit IFSC code f) Scanned copy of cancelled cheque bearing name of the Members. 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. In case shares are held in Demat, Members are requested to contact their respective depository participant (DP) and register bank account details in demat account, as per the process advised by the DP.
13. 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.
14. In terms of the provisions of Act, unpaid/unclaimed dividend relating to the financial year 2014-15 which ended on 31st March, 2015 will be transferred to the "Investor Education and Protection Fund" in the month of September, 2022.
15. 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 2014-15 to 2020-21 are required to send their claims to MCS Share Transfer Agent Limited, 1st Floor, 383, Lake Gardens, Kolkata-700045 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.
16. In terms of provisions of Section 124(6) of the 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 Equity shares in respect of which dividend have remained unpaid/unclaimed for seven consecutive years had been transferred by

the Company to the Demat Account of IEPF Authority through Depositories by following the procedures prescribed by Ministry of Corporate Affairs. The Company has communicated this fact in details through 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. 15 above.

17. Members whose shares have already been transferred to the Demat Account of IEPF Authority through Depositories as stated in note No. 16 above, may access to Company's website at www.wpil.co.in to find out the details and accordingly may prefer an application to Investor Education and Protection Fund Authority (IEPFA) claiming unpaid amount of dividend and shares by filling on line web form no. IEPF-5 (available on www.iepf.gov.in) 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 address uchakravarty@wpil.co.in.
18. The Notice of the AGM will be available on the Company's website www.wpil.co.in, website BSE Ltd. at www.bseindia.com and the website of the National Securities Depository Limited (NSDL) at www.evoting.nsdl.com. The Notice of AGM and Annual Report are being sent in only through Electronic mode to Members whose e-mail addresses are registered with the Company or Depositories participant(s). No physical copy of Annual Report shall be sent or available for reference of the Members. Members who have not registered their e-mail addresses with the Company can get the same registered with the Company by following the procedures stated below.
19. The Register of Directors, and Key Managerial personnel and their shareholdings under Section 170 of the Companies Act, 2013 read with Rules made thereunder and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, and all other documents referred to in the Notice will be available for inspection in electronic mode. Members can inspect the same by sending an e-mail to uchakravarty@wpil.co.in.
20. Relevant statements pursuant to Section 102(1) of the Companies Act, 2013, in respect of item of special business are annexed hereto.
21. In Compliance with provisions of Section 108 of the Act, read with Rule 20 of the Companies (Management & Administration) Rules, 2014, as amended from time to time and Regulation 44 of Listing Regulations, the Members are provided with the facility to cast their votes electronically through the e-voting services provided by NSDL on all resolutions set forth in this notice. The instructions of e-voting are given herein below
 - i) The remote e-voting period commences on Sunday, the 21st August, 2022 at 9.00 A.M. and ends on Tuesday, the 23rd August, 2022 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 17th August, 2022, may cast their votes electronically. 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 be allowed to change it subsequently.
 - ii) The Board of Directors of the Company has appointed Mr. P.V. Subramanian, Company Secretary in whole time practice, (CPNo. 2077) as a Scrutinizer for conducting the entire process of polling (both voting electronically through remote e-voting or e-voting during the Meeting) in a fair and transparent manner.
 - iii) A Member may participate in AGM through VC/OAVM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM.
 - iv) 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 17th August, 2022.
 - v) Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is sent through e-mail and holding shares as of the cut-off date

i.e. 17th August, 2022, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” or “Physical User Reset Password” option available on www.evoting.nsdl.com or call on toll free no. 1800 1020 990 and 1800 22 44 30. In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date i.e. 17th August, 2022 may follow steps mentioned in the Notice of the AGM under Step 1 : “Access to NSDL e-Voting system” (Below).

- vi) The details of the process and manner for remote e-voting are explained herein below:

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>a) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>b) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>c) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be</p>

Type of shareholders	Login Method
	<p>redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>d) Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <div data-bbox="696 539 1174 781"> <p>NSDL Mobile App is available on</p> <div>  App Store  Google Play </div> <div>   </div> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p>

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode.

How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/ Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP 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.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) 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*****.
b) 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*****.
c) 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***

5. Password details for shareholders other than Individual shareholders are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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 to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - 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'.
 - If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- 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.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join Meeting on NSDL e-Voting system.

How to cast your vote electronically and join Meeting on NSDL e-Voting system?

- a) After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
- b) Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
- c) Now you are ready for e-Voting as the Voting page opens.
- d) 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.
- e) Upon confirmation, the message “Vote cast successfully” will be displayed.
- f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- g) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to pvsml17@rediffmail.com with a copy marked to evoting@nsdl.co.in. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution/ Power of Attorney/ Authority Letter etc. by clicking on Upload Board Resolution/ Authority Letter displayed under e-Voting tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.
22. **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :**
 - a) In case shares are held in physical mode, please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Registrar and Transfer Agent at mcssta@rediffmail.com.
 - b) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to Registrar and Transfer Agent at mcssta@rediffmail.com. If you are an Individual shareholders holding securities in demat mode, you are

requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

- c) Alternatively member may send an e-mail request to evoting@nsdl.co.in for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.
- d) In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

23. The details of the process and manner for e-voting at the AGM are explained herein below:-

- a) The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- b) Only those Members/ shareholders, who will be present in the meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- c) Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- d) Members who need assistance before or during AGM can contact NSDL on evoting@nsdl.co.in or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or contact to Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in.

24. The details of the process and manner of for participating in Annual General Meeting through Video conferencing are explained herein below :

- a) Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of “VC/OAVM link” placed under **“Join meeting”** menu against company name. You are requested to click on VC/OAVM link placed under **Join Meeting** menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
- b) Members can participate in AGM through Smart phone/laptop, however for better experience and smooth participation, it is advisable to join the meeting through Laptops connected though Broadband.
- c) Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- d) Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- e) Members who would like to express their views or ask questions during the AGM may send their questions and request to register themselves as a speaker from their registered email address mentioning their name, DP ID and Client ID/folio number, PAN and mobile no. at uchakravarty@wpil.co.in from 18th August, 2022 (9.00 A.M. IST) to 20th August, 2022 (5.00 P.M. IST). Those members who have registered themselves as a speaker will

only be allowed to express their views/ ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.

- f) Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name, demat account number/folio number, email id, mobile number at uchakravarty@wpil.co.in latest by 5 P.M. (IST) on Saturday, of 20th August, 2022. The same will be replied by the company suitably.
 - g) The Chairman shall, at the AGM, after the end of the discussion on the resolutions on which the e-voting is to be held, allow the facility of e-voting to those members who participated at the AGM through VC/OAVM but have not cast their votes by availing remote e-voting facility.
25. Notice of the AGM along with Annual Report, 2022 is being sent by electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. Copy of Annual Report, 2022 may be accessed to Company's website at www.wpil.co.in and website of BSE Limited at www.bseindia.com
26. The relevant details, pursuant to Regulations 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meeting issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM is annexed.
27. The Scrutinizer shall, immediately after conclusion of e-voting at the AGM, first count the votes cast during the AGM 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.
28. The Results declared along with report of Scrutinizer shall be placed on the Company's website 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.

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

RESOLUTION AT ITEM NO. 4

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, 2022 at a remuneration of Rs. 85,000 (Rupees Eighty 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 sub section (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 in electronic mode. Members can inspect the same by sending an e-mail to uchakravarty@wpil.co.in.

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. 5.

It was noted by the Board that in terms of Section 185 of The Companies Act, 2013 amended vide Companies (Amendment) Act, 2017, the Company could provide loans, guarantee or security in connection with the loans availed by any person in which the Director of the Company is considered to be interested subject to the approval of Members to be obtained by way of Special Resolution in a General Meeting and requisite disclosures being made in the Explanatory Statement of the Notice of the relevant General Meeting.

In view of above and to render support for the financial requirements of the business and growth of the Entities in which the Director of the Company is considered to be interested, the Board of Directors desired that authority be given to them to enable them to provide, for and on behalf of the Company, Loans, Guarantees or Securities, in connection with any Loans availed by any such Entities, in which any Director of the Company is considered to be interested subject to an aggregate limit of Rs. 750 Crores.

The Board recommends passing of the Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the proposed resolutions except to the extent of their directorships and shareholding in the Company (if any) and/or such entities to whom loans, guarantees or security are being provided by the Company pursuant to said Special Resolution.

The passing of the aforesaid resolutions does not relate to or affect any other Company.

RESOLUTION AT ITEM No. 6

The Company is continuously considering proposals for its inorganic growth. In addition to that, the Subsidiaries of the Company also require from time to time infusion of funds into their business for their operations and growth. In furtherance of same and as a measure of achieving greater financial flexibility and to enable optimal financial structuring to facilitate speedy implementation of its plans, it has been proposed by the Board of Directors for enhancing the existing limit of Rs. 500 Crores to Rs. 750 Crores for investing in other body corporate(s) by way of subscription and/or purchase of their securities, granting of loans, guarantee and/or providing of security.

As per Section 186 of the Companies Act, 2013, a Company cannot make investments, give loan or guarantee or provide any security in excess of the limits set out therein unless it is previously authorized by a Special Resolution. Hence, it is necessary to obtain approval for the same from the Members.

The Board recommends passing of the Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their respective relatives are concerned or interested in the proposed resolutions except to the extent of their directorships and shareholding in the Company (if any) and/or such bodies corporate to whom loans, guarantees or security are being provided by the Company pursuant to said Special Resolution.

The passing of the aforesaid resolutions does not relate to or affect any other Company.

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

Date : 20th May, 2022
Place : Kolkata
CIN : L36900WB1952PLC020274

By Order of the Board

U. CHAKRAVARTY
General Manager (Finance)
and Company Secretary
FCS-5127

Brief resume of Directors seeking re-appointment at the Sixty Eighth Annual General Meeting in pursuance of Regulations 26(4) and 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended time to time and Secretarial standard-2 on General Meeting issued by The Institute of Company Secretaries of India..

Name of the Director	Mr. K.K.Ganeriwala
Date of Birth	27. 03.1963
Date of First Appointment	26.02.2002 (as Additional Director)
Qualifications	B.Com (Hons), LLB, AICWA, FCS
No. of Shares Held	NIL
Nature of Expertise	Having extensive experience in the area of Finance, Accounts, and Taxation, legal and other aspect of Corporate Management in diversified fields and operational aspects of the Company.
Relationship between Directors inter-se	NIL
Other Directorships	V.N. Enterprises Limited Macneill Electricals Limited Hindusthan Parsons Limited Tamilnadu Alkaline Batteries Limited Aturia International Pte. Ltd. (Singapore) Gruppo Aturia S.P.A. (Italy) WPIL SA Holdings Pty. Ltd. (South Africa) Mather & Platt (SA) Pty Ltd. (South Africa) Mathers Foundry Limited (UK) Sterling Pumps Pty. Ltd. (Australia)