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**WPIL Limited****NOTICE OF THE ANNUAL GENERAL MEETING TO THE MEMBERS**

**NOTICE** is hereby given that the **SEVENTY FIRST ANNUAL GENERAL MEETING** of the Members of WPIL Limited will be held on, Friday, the 8th day of August, 2025 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 businesses:

**ORDINARY BUSINESS :**

1. To receive, consider and adopt:
  - a. the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2025, 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, 2025, together with the Report of the Auditors thereon.
2. To declare Dividend of Rs 2/- on each Equity Shares of face value of Rs.1/- for the financial year ended March 31, 2025.
3. To appoint a Director in place of Mr. Prakash Agarwal (DIN 00249468) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
4. To appoint a Director in place of Mr. Brahma Prakash Khare (DIN 02288814) who retires by rotation at this meeting and being eligible, offers himself for re-appointment.
5. To Re-appoint Statutory Auditors and fix their remuneration and for this purpose to consider and, if thought fit, to give your assent to the following resolutions as Ordinary Resolution.

**"RESOLVED THAT** pursuant to the of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors Rules) 2014, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, M/s Salarpuria & Partners, Chartered Accountants (ICAI Firm Registration No.302113E) who were originally appointed as the Statutory Auditors for an initial term of consecutive five years commencing from the Company's financial year 2020-2021 to hold office from the conclusion of the 66th Annual General Meeting till the conclusion of the 71st Annual General Meeting of the financial year 2024-2025 be and is hereby re-appointed as the Statutory Auditors for a further term of five consecutive years commencing from the Company's financial year 2025-2026 to 2029-2030 to hold office from the conclusion of the 71st Annual General Meeting till the conclusion of the 76th Annual General Meeting to be held in 2030 on such remuneration plus applicable taxes, out of pocket expenses etc. as may be mutually agreed upon by the Board of Directors and the Statutory Auditors."

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) be and is hereby authorized to do all acts and take all such steps as may be considered necessary, proper or expedient to give effect to this Resolution."

**SPECIAL BUSINESS****6. Ratification of Remuneration of Cost Auditor**

**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. 1,00,000/- (Rupees one lac only) 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, 2025”

**7. To Appoint Secretarial Auditor and fix remuneration**

**To consider and, if thought fit, to give your assent to the following resolutions as Ordinary Resolution:**

**“RESOLVED THAT** pursuant to Section 204 and applicable provisions, if any, of the Companies Act, 2013, Rule 9 of the Companies (appointment and Remuneration of Managerial personnel) 2014, Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) as amended from time to time and other applicable laws/ Statutory provisions if any, the relevant circular issued by the SEBI including any statutory modification(s) or re-enactment(s) thereof for the time being in force), approval of the Members of the Company be and is hereby accorded to the Company for appointment of M/s Rinku Gupta & Associates, (Firm Registration Number S2011WB155900) Peer Reviewed Company Secretary, (Peer Review No. 1385/2021), in whole-time practice as the Secretarial Auditor for a term of five consecutive years commencing from the Company’s financial year 2025-2026 till Company’s financial year 2029-2030 on such remuneration plus applicable taxes, out of pocket expenses etc. as may be mutually agreed upon by the Board of Directors and the Secretarial Auditor.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof/ Director(s)) be and is hereby authorized to sign or execute all such documents, contracts, agreements, deeds and writings and to do all such acts, deeds, matters and things as may be deemed necessary, expedient and incidental to give effect to the aforesaid Resolution.”

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

Date : 23rd May, 2025  
Place : Kolkata  
CIN : L36900WB1952PLC020274

By Order of the Board

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

**NOTES :**

1. Pursuant to General Circular No 09/2024 dated 19th September, 2024 issued by The Ministry of Corporate Affairs (MCA) and SEBI Notification No. SEBI/LAD–NRO/GN/2024/218 dated 12th December, 2024 and other applicable circulars and notifications issued (including any statutory modifications or re-enactments thereof for the time being in force and as amended from time to time, Companies are allowed to hold Annual General Meeting through Video conferencing (VC) or other Audio visual means (OAVM) without the physical presence of the Members at a common venue. In compliance with the provisions of Companies Act, 2013 (“Act”), SEBI (Listing Obligations and Disclosure requirements) Regulations, 2015 (“SEBI Listing Regulations”) and said MCA and SEBI Circulars, the Seventy First 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 Members 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 there at 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 09/2024 dated 19.09.2024 General Circular No 09/2023 dated 25.09.2023, General Circular No 10/2022 dated 28.12.2022, 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 Transmission Books shall remain closed from Saturday, the 2nd August, 2025 to Friday, the 8th August, 2025 (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, 2025, if declared, will be payable to those Members whose names appear in the Register of Members as at the close of the business on 1st August, 2025 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, 2nd August, 2024. The dividend warrants will be dispatched on and around 16th August, 2025.
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 Company at [www. wpil.co.in](http://www.wpil.co.in).
9. The Securities and Exchange Board of India (“SEBI”) vide its Circular No. SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/

2023/37 dated March 16, 2023 has mandated for all the security holders holding securities in physical form to furnish/update PAN, postal address, email address, mobile number, nomination and bank account details with specimen signature for their corresponding folio numbers to the Registrar & Share Transfer Agent (RTA) of the Company. Pursuant to this circular, the Company has also sent letters Vide WPIL/IEPF/L dated 19.08.2024 to all the members holding securities in physical form who had not submitted the above particulars to the RTA of the Company.

10. The Securities and Exchange Board of India ('SEBI') vide its Circular No SEBI/HO/MIRSD/POD-1/P/CIR/2024/81 dated June 10, 2024 mandated that the security holders (holding security in physical form) whose folio(s) are not updated with KYC details as specified in Sl.9 above shall be eligible to lodge grievance or avail service request from RTA or to receive any payment of Dividend only through electronic mode with effect from April 01,2024 after furnishing PAN, KYC details and nomination in respect of such folio(s). Members who hold the shares in physical form are requested to inform mandatorily above details to the R&T Agent. For payment of dividend in future and unclaimed dividend from financial year 2017-18 to 2023-24, 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. In terms of the provisions of Act, unpaid/unclaimed dividend relating to the financial year 2017-18 which ended on 31st March, 2018 will be transferred to the "Investor Education and Protection Fund" in the month of September, 2025.
13. 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 2017-18 to 2023-24 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.
14. 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. 13 above.
15. Members whose shares have already been transferred to the Demat Account of IEPF Authority through Depositories as stated in note No. 14 above, may access to Company's website at [www.wpil.co.in](http://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](http://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.

16. The notice of the AGM will be available on the Company's website at [www.wpil.co.in](http://www.wpil.co.in), website of BSE Ltd. at [www.bseindia.com](http://www.bseindia.com) and the website of the National Securities Depository Limited (NSDL) at [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

The Notice of AGM and Annual Report are being sent 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 shall get a letter from the Company providing the web-link including the exact path where complete details of the Annual Report is available.

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 Tuesday, the 5th August, 2025 at 9.00 A.M. and ends on Thursday, the 7th August, 2025 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 1st August, 2025, 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, (CP No. 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 1st August, 2025.
  - 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. 1st August, 2025, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto: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](http://www.evoting.nsdl.com) or call at 022 - 4886 7000. 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. 1st August, 2025 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.	<ol style="list-style-type: none"> <li>For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>Shareholders/Members can also download NSDL Mobile App “NSDL Speede”</li> </ol>



Type of shareholders	Login Method
	<p>facility by scanning the QR code mentioned below for seamless voting experience.</p> <p><b>NSDL Mobile App is available on</b></p> <p> App Store  Google Play</p> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then use your existing my easi username &amp; password.</li> <li>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there are also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</li> <li>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</li> <li>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</li> </ol>
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 &amp; 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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at 022 - 4886 7000
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 <a href="mailto:evoting@cdslindia.com">evoting@cdslindia.com</a> or contact at 1800 - 21- 09911

**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:
  - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
  - b) 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.
  - c) How to retrieve your 'initial password'?
    - (i) 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'.
    - (ii) 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:
  - a) 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](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) 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 pvsm17@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 022 - 4886 7000 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 e-voting@nsdl.co.in or call on.: 022 - 4886 7000 or contact Ms. Pallavi Mhatre, Senior Manager at evoting@nsdl.co.in

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

- a) Member will be provided with a facility to attend the 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 through 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 1st August, 2025 (9.00 A.M. IST) to 4th August, 2025 (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 Monday, of 4th August, 2025. 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 2025 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 2025 may be accessed to Company’s website at [www.wpil.co.in](http://www.wpil.co.in) and website of BSE Limited at [www.bseindia.com](http://www.bseindia.com)

26. The relevant details, pursuant to Regulation 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](http://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.
29. Shareholders attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

**Statement pursuant to Section 102(1) of the Companies Act, 2013****RESOLUTION AT ITEM NO. 6**

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, 2025 at a remuneration of Rs. 1,00,000 (Rupees one lac 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](mailto: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. 7**

In accordance to the provisions of Regulation 24A (1) & (1A) as amended/inserted by Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024 dated 12th December, 2024, SEBI has mandated that a listed company shall, on the basis of recommendation of Board of Directors, appoint or re-appoint (i) an individual as Secretarial Auditor who is a peer reviewed Company Secretary in practice holding valid certificate of peer review issued by Institute of Company Secretaries of India for not more than one term of consecutive five years (ii) a Secretarial Audit firm as Secretarial Auditors which is a peer reviewed Secretarial Audit firm holding valid certificate of peer reviewed Practice unit issued by Institute of Company Secretaries of India for not more than two consecutive terms of five years each with the approval of Shareholders at its Annual General Meeting.

The Board of Directors at its meeting held on 23rd May, 2025, based on recommendation of the Audit Committee and after evaluating and considering certain factors comprising industry experience, efficiency in conduct of Audit,

independence etc., and subject to the approval of shareholders at the ensuing Annual General Meeting had recommended for appointment of M/s. Rinku Gupta & Associates, (Firm Registration Number S2011WB155900), Peer Reviewed Company Secretary, (Peer Review No. 1385/2021), in whole-time practice, as the Secretarial Auditor for a term of five consecutive years commencing from the Company's financial year 2025-2026 till Company's financial year 2029-2030 on such remuneration plus applicable taxes, out of pocket expenses etc. as may be mutually agreed upon by the Board of Directors and the Secretarial Auditor.

M/s. Rinku Gupta & Associates, is a sole proprietorship whole-time practicing secretary firm founded in 2011. The firm provides professional services in the field of Corporate Laws, SEBI Regulations, FEMA regulations including carrying out Secretarial Audit, Due Diligence Audit and compliance Audit. The Firm is a Peer Reviewed by the Institute of Company Secretaries of India. The firm has been associated as Secretarial Auditor of the Company since FY 2018-2019 and is conversant about Board processes, systems, maintenance of records and compliance mechanism in place to the extent required for reporting under this Audit.

M/s. Rinku Gupta & Associates confirmed that the firm has not incurred any disqualification and eligible to be appointed as Secretarial Auditor of the Company in term of Regulation 24(1A) of SEBI (LODR) Regulations, 2015 as amended. The services to be rendered by M/s. Rinku Gupta & Associates as Secretarial Auditor are within the purview of the said Regulation read with SEBI circular no. SEBI/HO/CFD/CFD-PoD-2/CIR/P/2024/185 dated December 31, 2024.

The Letter containing consent for appointment and declaration in writing received from M/s. Rinku Gupta & Associates, Company Secretary in whole-time practice are 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 the resolution set out at item no. 7

The Board recommends that the resolutions set out at item no. 7 of the Notice convening the meeting for approval of the Shareholders as Ordinary Resolution. The passing of the aforesaid resolution also do not relate to or affect any other Company.

Registered Office :  
Trinity Plaza, 3rd Floor  
84/1A, Topsia Road (South)  
Kolkata - 700046

Date : 23rd May, 2025  
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 Seventy First Annual General Meeting in pursuance of Regulation 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.**

<b>Name of the Director</b>	<b>Mr. Prakash Agarwal</b>	<b>Mr. Brahma Prakash Khare</b>
Director Identification Number (DIN)	00249468	02288814
Date of Birth	14.07.1971	10.07.1951
Date of First Appointment	07.06.2000 (as additional Director)	01.03.2023- As Executive Director (Operations)
Qualifications	B.E (Mechanical)	M.E (Mechanical)
Number of Shares Held	1910000	NIL
Nature of Expertise	Having wide experience in Marketing, Management and Operations of the Engineering Industry. His areas of expertise are new product and business development, Radical performance improvement, Business Transformation, International marketing, Sound negotiating skills, Foreign collaborations and JVs, Setting up new operations, high performance team building, and cost optimizations etc	Having rich experience of 45 years in Pump Industries in the area of design, quality, assurance, Manufacturing and all related fields of operations. Mr. Khare has been working as Head of strategic business unit of the Company at Ghaziabad more than 15 years.
Relation between Directors inter-se	None	None
Other Directorships	V.N. Enterprises Limited H.S.M. Investments Limited Hindusthan Udyog Limited Bengal Steel Industries Limited Hindusthan Parsons Limited Macneill Electricals Limited Spaans Babcock India Limited Morgan Finvest Pvt.Ltd. Livelife Buildcon Pvt. Limited Clyde Pumps (I) Pvt. Ltd. Aturia International Pte. Ltd. (Singapore) APE Pumps Pty Ltd. (South Africa) Mathers Foundary Ltd. (UK) Mather & Platt (SA) Pty Ltd. (South Africa) WPIL SA Holdings Pty Ltd.(South Africa) Sterling Pumps Pty Ltd.(Australia) WPIL (Thailand) Co. Ltd.(Thailand) Gruppo Aturia S.P.A. (Italy) U.CP Australia Pty. Ltd. Eigenbau Pty Limited (South Africa)	Clyde Pumps (I) Pvt. Ltd.