



CIN L36900WB1952PLC020274

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

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NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013

read with the Companies (Management and Administration) Rules, 2014, each as amended.]

VOTING STARTS ON	VOTING ENDS ON
Tuesday, December 30, 2025, at 9:00 a.m. (IST)	Wednesday, January 28, 2026, at 5:00 p.m. (IST)

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 and other applicable provisions, if any, of the Companies Act, 2013, ('Act') (including any statutory modification or re-enactment thereof for the time being in force), read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014, ('Rules'), Regulation 23 and 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ('SEBI Listing Regulations') and the Secretarial Standard on General Meetings issued by The Institute of Company Secretaries of India ('SS-2'), each as amended, and other applicable laws and regulations if any, (including any statutory modification(s) or re-enactment(s) thereto for the time being in force), the Ordinary/ special resolutions appended below are proposed to be passed by the Members of WPIL Limited (the 'Company') by the way postal ballot through remote voting by electronic means only.

Pursuant to Section 102 and Section 110 and other applicable provisions of the Act, the statement pertaining to the said Resolutions setting out the material facts and the reasons/ rationale thereof are annexed to this Postal Ballot Notice ('Notice') for your consideration and forms part of this Notice.

WPIL Limited is sending this Notice to those Members, whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/MCS Share Transfer Agent Limited, the Company's Registrars and Transfer Agent('RTA') as on Friday, December, 26 2025 ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their **share of** paid-up equity share capital of the Company as on the Cut-Off Date i.e. Friday, December 26, 2025.

In terms with MCA Circulars, this Postal Ballot Notice is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with NSDL/CDSL or the Company's RTA i.e. MCS Share Transfer Agent Limited and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-Off Date i.e. December, 26 2025. The Postal Ballot Notice along with Statement for the proposed Ordinary/Special Resolutions and instructions and manner of e-voting process can also be downloaded from the website of the Company i.e., www.wpil.co.in/investor-services.php and on the website of NSDL, i.e., <https://www.evoting.nsdl.com>.

In compliance with Regulation 44 of the SEBI Listing Regulations and pursuant to the provisions of Section 108 and Section 110 of the Act read with the Rules, the Company has engaged the services of National Securities Depository Limited ('NSDL') for the purpose of providing remote e-voting facility to its Members. The instructions for remote e-voting are appended to this Notice.

SPECIAL BUSINESS

1. Re-Appointment of Mr. Prakash Agarwal (DIN: 00249468) as Managing Director and payment of remuneration

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 Sections 196, 197 and other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 as amended ('Act'), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for the re-appointment and terms of remuneration of Mr. Prakash Agarwal (DIN: 00249468) as Managing Director of the Company for a further period of 3 years with effect from November 1, 2025 through October 31, 2028, liable to retire by rotation, upon the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by Audit Committee and the Board of Directors ('Board') and as set out in the Statement annexed to this Postal Ballot Notice, including in the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined and allocated by the Board with the ceiling limit laid in paragraph (A) of Section II of Schedule V to the Companies Act, 2013 with liberty to the Board (which includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed to between the Board and Managing Director."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

2. Re-Appointment of Mr. K.K.Ganeriwala (DIN: 00408722) as Whole-time Director designated as Executive Director and payment of remuneration

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 Sections 196, 197 and other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013 as amended ('Act'), and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, the consent of the Company be and is hereby accorded for the re-appointment and terms of remuneration of K.K.Ganeriwala (DIN: 00408722) as Whole-time Director designated as Executive Director of the Company for a further period of 3 years with effect from November 1, 2025 through October 31, 2028, liable to retire by rotation, upon the terms and conditions as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors ('Board') and as set out in the Statement annexed to this Postal Ballot Notice, including in the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined and allocated by the Board with the ceiling limit laid in paragraph (A) of Section II of Schedule V to the Companies Act, 2013 with liberty to the Board (which includes a duly constituted Committee of the Board) to alter and vary the terms and conditions of the said re-appointment as it may deem fit and in such manner as may be agreed to between the Board and Executive Director."

"RESOLVED FURTHER THAT the Board be and is hereby authorized to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

3. Reclassification of Authorized Share Capital by cancellation of 14000 11% unissued Redeemable cumulative Preference shares of face value Rs. 100/- each and thereby simultaneously increase Authorized Capital by the corresponding amount of cancellation through conversion into 14,00,000 unissued Equity shares of face value of Rs. 1/- each.

To consider and, if thought fit, to give your assent to the following Resolutions as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 61 and all other applicable provisions if any, of the Companies Act, 2013 ((including any Statutory modification (s) or re-enactment thereof for the time being in force) and the relevant rules framed thereunder and in accordance with the applicable provisions Memorandum and Articles of Association of Company, consent of the Members of the Company be and is hereby accorded to cancel 14000 (Fourteen Thousand) 11% unissued Redeemable cumulative Preference shares of face value of Rs. 100/- (Hundred) each and thereby increase authorized Share Capital by the corresponding amount of cancellation through conversion into 14,00,000 unissued Equity shares of face value of Rs. 1/- each "

RESOLVED FURTHER THAT MR. K.K.Ganeriwala, (00408722) Executive Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary or expedient to give effect to the aforesaid resolutions".

4. Increase of Existing authorized Share Capital from Rs. 10,50,00,000/- to Rs. 12,00,00,000/- by the creation of additional 1,50,00,000 (one crore fifty lacs) unissued Equity shares of face value of Rs. 1/- (one) each. after conversion into 14,00,000 unissued Equity shares of face value of Rs. 1/- each by cancellation of 14000 11% unissued Redeemable cumulative Preference shares of face value Rs. 100/- each.

To consider and, if thought fit, to give your assent to the following Resolutions as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Section 13, 61(1)(a) , 64 and all other applicable provisions if any, of the Companies Act, 2013 (including any Statutory modification (s) or re-enactment thereof for the time being in force) and the relevant rules framed thereunder and in accordance with the applicable provisions Memorandum and Articles of Association of Company, consent of the Members of the Company be and is hereby accorded to increase authorized Share Capital (after conversion into 14,00,000 unissued Equity shares of face value of Rs. 1/- each by cancellation of 14000 11% unissued Redeemable cumulative Preference shares of face value Rs. 100/- each) from Rs. 10,50,00,000/- (Rupees Ten Crores Fifty lacs) divided into 10,50,00,000 (Ten Crores Fifty lacs) Equity Shares of face value of Rs. 1/- (one) each (after conversion/reclassification) to Rs. 12,00,00,000/- (Rupees Twelve Crores) divided into 12,00,00,000 (Twelve Crores) Equity Shares of face value of Rs. 1/- (one) each by the creation of additional 1,50,00,000 (one crore fifty lacs) unissued Equity shares of face value of Rs. 1/- (one) each. "

"RESOLVED FURTHER THAT Mr. K.K.Ganeriwala, (00408722) Executive Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary or expedient to give effect to the aforesaid resolutions".

5. Alteration of Existing Clause 5 dealing with Authorized Share Capital of the Memorandum of Association on account of reclassification and increase of Equity Shares of the Company.-

To consider and, if thought fit, to give your assent to the following Resolutions as an Ordinary Resolution

"RESOLVED THAT pursuant to the provisions of Sections 13, 61 and other applicable provisions, if any, of the Companies Act, 2013 read together with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory and Regulatory Authority(ies), the consent of the Shareholders be and is hereby accorded to alter the Memorandum of Association on account of reclassification and increase of Equity Shares of the Company"

"RESOLVED FURTHER THAT the Existing Clause 5 of the Memorandum of Association of the Company, be and is hereby deleted and substituted with the followings:-

"5. The Authorised Share Capital of the Company is Rs. 12,00,00,000 (Rupees Twelve crores) divided into 12,00,00,000 equity shares of Rs.1/- (Rupees one) each with the power of the Company to increase or reduce from time to time its capital and to issue any shares in the equity capital and attach to any class of such shares any preference, right, privileges or priorities in payment of dividend or distribution of assets or other matter or to subject the same to any restriction limitation or conditions and to vary regulation of the company as may be necessary to give effect to the same."

"RESOLVED FURTHER THAT Mr. K.K.Ganeriwala, (00408722) Executive Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary or expedient to give effect to the aforesaid resolutions".

6. Alteration of Existing Clause 3 dealing with Authorized Share Capital of the Articles of Association on account of reclassification and increase of Equity Shares of the Company.

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 Sections 14 and other applicable provisions, if any, of the Companies Act, 2013 read together with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and subject to such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the concerned Statutory and Regulatory Authority(ies), the consent of the Shareholders be and is hereby accorded to alter the Clause 3 of the Articles Of Association of the Company on account of reclassification and increase of Equity Shares of the Company."

"RESOLVED FURTHER THAT the Existing Clause 3 of the Articles Of Association of the Company, be and is hereby deleted and substituted with the followings:-

"3. The Authorised Share Capital of the Company is Rs. 12,00,00,000 (Rupees Twelve crores) divided into 12,00,00,000 equity shares of Rs.1/- (Rupees one) each".

"RESOLVED FURTHER THAT MR. K.K.Ganeriwala, (00408722) Executive Director or Company Secretary of the Company be and is hereby authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary or expedient to give effect to the aforesaid resolutions".

NOTES & INSTRUCTIONS:

1. The relevant Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.
2. Only those Members whose names are appearing in the Register of Members / List of Beneficial Owners as on the Cut-Off Date i.e. Friday, December 26, 2025 shall be eligible to cast their votes by remote e-voting only. A person who is not a Member on the Cut-Off Date should treat this Notice for information purposes only.
3. In terms with MCA Circulars physical copy of the Notice is not being sent to Members. To facilitate such members to receive this Notice electronically and cast their vote electronically, members who have not registered their e-mail addresses with the Company can now register the same by sending an e-mail to the Company's RTA at mcssta@rediffmail.com. Members holding shares in Demat form are requested to register their e-mail addresses with their respective depository participant(s) only.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company is pleased to provide remote e-voting facility to its Members through NSDL platform, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 12 of this Notice.
5. The voting shall commence on **Tuesday, December 30, 2025, at 9:00 a.m. (IST)** and shall end on **Wednesday, January 28, 2026, at 5:00 p.m. (IST)**. During this period, Members of the Company holding shares in physical or electronic form as on the Cut-Off Date may cast their vote electronically only. The remote e-voting module shall be disabled by NSDL for voting thereafter.
6. The Board of Directors of the Company, appointed Mr P.V.Subramanian, (CP No.2077), Company Secretary in whole-time practice, as the Scrutinizer for conducting the e-voting process in a fair and transparent manner. The Scrutinizer will submit his report to the Managing Director, or any other person authorized by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Managing Director or any other person authorized by him, on or before Friday, January 30, 2026. The Scrutinizer's decision on the validity of votes cast will be final
7. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.wpil.co.in/investor-services.php and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared by the Company and the same shall be communicated to the Stock Exchange, where the equity shares of the Company is listed viz. BSE Limited ('BSE').
8. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e., **January 28, 2026**. Further, Resolutions passed by the members through postal ballot are deemed to have been passed as if this is passed at a General Meeting of the Members.
9. Voting by e-voting can be exercised only by the Members or duly constituted attorney or in case of Body corporates, by the duly authorized person. A Member cannot exercise his vote by proxy on postal ballot.
10. The vote in this Postal Ballot cannot be exercised through proxy.
11. All the material documents referred to in the explanatory statement will be available for inspection at the Registered Office of the Company during office hours on all working days from the date of dispatch until the last date for receipt of votes by Postal Ballot/e-voting. Alternately, Members may also send their requests to uchakravarty@wpil.co.in from their registered e-mail addresses mentioning their names, folio numbers, DP ID and Client ID during the voting period of the postal ballot.
12. ***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 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">1. 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.2. 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.jsp3. 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 redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience. <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;"> </div>
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none">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 www.cDSLindia.com and click on login icon & New System Myeasi Tab and then user your existing easi username & password.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. Additionally, there is 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.

	<ol style="list-style-type: none"> 3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdsindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 www.cdsindia.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 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.
Individual Shareholders (holding securities in demat mode) login through their depository participants	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.

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.com 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 helpdesk.evoting@cdsindia.com or contact at toll free no. 1800 21 09911

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical 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.
- b) [Physical User Reset Password?](#) (If you are holding shares in physical mode) option available on 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.com 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 on NSDL e-Voting system.

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

1. 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.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. 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.com. 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, NSDL and/ or Mr. Amit Vishal, Deputy Vice President, NSDL at evoting@nsdl.com

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:

- 1 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 mcssta2012@gmail.com

- 2 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 Aadhaar Card) to mcssta2012@gmail.com
- 3 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 for Individual shareholders holding securities in demat mode](#).
- 4 Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

Registered Office :

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

Date: 19th December, 2025

Place: Kolkata

CIN : L36900WB1952PLC020274

By Order of the Board

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

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

RESOLUTION AT ITEM NO. 1

Mr. P. Agarwal was re-appointed as the Managing Director of the Company for a period of three years commencing from 1st November, 2022 and his term of office expired on 31st October, 2025. Keeping in mind the significant contribution to the growth and performance of the Company by Mr. P. Agarwal, the Board of Directors of the Company at its meeting held on 30th October, 2025, further re-appointed Mr. P. Agarwal as the Managing Director of the Company for a period of three years with effect from 1st November, 2025 to 31st October, 2028. The terms of re-appointment including remuneration as approved by the Remuneration Committee, Audit Committee and the Board are subject to the approval of the Members to be obtained through this postal Ballot Notice are as follows:-

1. Period

Three years commencing from 1st November, 2025 to 31st October, 2028

2. Remuneration

Subject to overall limit laid down under Section 196 & 197 of the Companies, 2013, Mr. P. Agarwal shall be entitled to receive from Company following remuneration with effect from 1st November, 2025 to 31st October, 2028:-

(a) Salary	:-	Rs.7,00,000/- per month
(b) Commission	:-	At a rate of 1.5% of the Net profits of the Company.
(c) Perquisites	:-	

In addition to the above, Mr. Agarwal shall be entitled to perquisites like furnished accommodation, Gas, Electricity, Water and Soft Furnishings, Medical Reimbursement and Leave Travel Concession for self and family, Club Fees, Medical Insurance, Personal Accident Insurance, Leave Encashment, Benefits of Provident Fund, Gratuity Fund, Car, Telephone and Children Education etc. in accordance with the Rules of the Company. In case, no accommodation is provided by the Company to Mr. Agarwal, he will be paid House Rent Allowance at the rate of 60% of his basic salary. The aforesaid perquisites, shall be restricted to the annual salary of Mr. Agarwal.

Provided that the total remuneration payable to him by way of salary, commission, perquisites, contributions towards Provident Fund, and Gratuity Fund on his account shall not exceed 5% of the net profits of the Company calculated in accordance with Section 198 of the Companies, 2013.

In the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined and allocated by the Board within the ceiling limit laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013.

3. Termination

This re-appointment may be terminated by any party herein, by giving to the other party, a six months' notice in writing.

4. The Managing Director shall not be entitled to any sitting fees for attending the meetings of the Board of Directors/committee of Directors
5. The re-appointment of Mr. P. Agarwal as Managing Director and remuneration payable to him are in line with Schedule V to the Companies Act, 2013 subject to the approval of members to be obtained through this Postal ballot and to the extent any of the provisions herein are inconsistent or contrary to terms of such approval, the latter will prevail.
6. As required under the Act, the further particulars pertaining to the Company and the appointee are set out hereinafter.

RESOLUTION AT ITEM NO. 2

The Board of Directors of the Company ("the Board") at its meeting held on 30th October, 2025, re-appointed Mr. K.K.Ganeriwala as whole-time Director designated as Executive Director of the Company for a period of three years commencing from 1st November, 2025 to 31st October, 2028 subject to the approval of the Members to be obtained through this Postal Ballot Notice. Mr. K.K. Ganeriwala is a Commerce & Law Graduate, Qualified Company Secretary and Cost & Management Accountant. He has a diversified global experience of over three decades in Finance Functions like Financial Planning, Capital Structure, Corporate Banking & Fund Raising, Investor Relations, Risk Management including Audit, Taxation, Business Strategic Planning, M&A and Restructuring. He has played a pivotal role in the Company to achieve financial prudence and business growth to optimize stakeholders' value.

He has been on the Company's Board since the Year 2002.

Considering the responsibilities being shouldered by him and his valuable contribution towards the growth of the Company during his tenure, the Board of Directors have approved his reappointment for a period of three years with effect from 1st November, 2025.

.
The terms of re-appointment of Mr. Ganeriwala including the remuneration as approved by the Remuneration Committee and the Board are subject to the approval of the Members to be obtained through this postal Ballot Notice are as follows:-

1. Period

Three years commencing from 1st November, 2025 to 31st October, 2028

2. Remuneration

Subject to overall limit laid down under Section 196 & 197 of the Companies, 2013, Mr. K.K.Ganeriwala shall be entitled to receive from Company following remuneration with effect from 1st November, 2025 to 31st October, 2028:-

(a) Salary :- Rs.5,00,000/- per month

(b) Commission :-At a rate of 0.75% of the Net profits of the Company.

(c) Perquisites :-

In addition to the above, Mr. Ganeriwala shall be entitled to perquisites like furnished accommodation, Gas, Electricity, Water and Soft Furnishings, Medical Reimbursement and leave Travel Concession for self and family, Club Fees, Medical Insurance, Personal Accident Insurance, Leave encashment, Benefits of Provident Fund, Gratuity Fund, Car Telephone and Children Education etc.in accordance with the Rules of the Company. In case, no accommodation is provided by the Company to Mr. Ganeriwala, he will be paid House Rent Allowance at the rate of 60% of his basic salary. The aforesaid perquisites shall be restricted to the annual salary of Mr. Ganeriwala provided that the total remuneration payable to him by way of salary, commission and perquisites and contributions towards Provident Fund, and Gratuity Fund on his account shall not exceed 5% of the net profits of the Company calculated in accordance with Section 198 of the Companies, 2013.

In the event of loss or inadequacy of profits in any year during the tenure of office, the remuneration payable to him for that year shall be determined and allocated by the Board within the ceiling limit laid down in paragraphs (A) of Section II of Part II of Schedule V to the Companies Act, 2013.

3. Termination

This re-appointment may be terminated by any party herein, by giving to the other party, a six months' notice in writing.

4. The Executive Director shall not be entitled to any sitting fees for attending the meetings of the Board of Directors/committee of Directors

5. The re-appointment of Mr. K.K.Ganeriwala as Executive Director and remuneration payable to him are in line with Schedule V to the Companies Act, 2013 subject to the approval of members to be obtained through this postal ballot notice and to the extent any of the provisions herein are inconsistent or contrary to terms of such approval, the latter will prevail

6. As required under the Act, further particulars pertaining to the Company and the appointee are set out hereinafter.

I General Information

(a) Nature Of Industry

The Company is engaged in the business of fluid handling- from supply of pumps to turnkey project execution. It supplies a comprehensive range of pumps to the Industrial, municipal, irrigation and power sector. The Company also has a strong project division which undertakes water management contracts in the above sectors.

(b) Date or expected date of commencement of commercial production

The company commenced business on February 26, 1952.

(c) in case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus.

Not applicable

(d) Financial performance based on the given indicators.

Performance over the last three financial years is set out as under.

(Rs. in Lacs)

	2024-25	2023-24	2022-23
Revenue from Operations	114771.88	107693.23	100243.97
Profit for the year before tax	19334.24	19924.18	19012.68
Provision for Taxation	4949.90	5721.24	4709.80
Profit after Taxation	14384.34	14202.94	14302.88
Equity Share Capital	976.71	976.71	976.71
Other Equity	87448.22	75027.13	64725.82
Fixed Assets	10580.65	8636.48	7416.25
Capital work- in - Progress	139.35	223.09	8.10
Investments	4901.29	4901.29	4901.29
Net Current Assets	44718.73	37485.81	24542.30
Net Non-Current Assets	43706.21	38518.03	41160.22
Goodwill & Intangible Assets	1403.94	1412.93	1405.82

(Rs.in lacs)

(e) Export Performance	2024-25	2023-24	2022-23
Export earning on FOB basis	.6194.59.	4766.21	8158.95

(f) Foreign Investments or collaborators if any:

The foreign investment of the Company has been shown in Note 04 forming the part of the Financial Statements.

II Information about the appointees

Mr. Prakash Agarwal

(a) Background details

Mr. Agarwal is a graduate in Mechanical Engineering and has 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.,

(b) Past Remuneration

The remuneration drawn by Mr. Agarwal as the Managing Director of the Company during the financial year ended 31st March, 2025, has been mentioned in the Report of Board of Directors on Corporate Governance.

(c) Recognition or awards

None

(d) Job profile and his suitability:

Subject to the superintendence, control and direction of the Board, Mr. Agarwal will manage and superintend the business affairs and properties of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable.

He has a very rich experience in manufacturing and business restructuring. Mr. Agarwal prior to his appointment as Managing Director of the Company on 1st July, 2002 was also associated as Non-Executive Director for a period of two years and is fully conversant with business operations of the Company.

(e) Remuneration proposed

As mentioned in forgoing pages.

(f) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of Origin.)

The remuneration structure of Mr. Agarwal is not higher than what is drawn by his peers in comparable Companies.

(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;

Mr. Agarwal being a promoter Managing Director will not be entitled to remuneration under any other head. one relative of Mr. Agarwal is employed by the Company.

III. Disclosures:

(a) The remuneration package of Mr. Agarwal has already set out above.

(b) The necessary disclosure as required under paragraph (A) of Section II of Part II of Schedule V of the Act have already been made in the Report of the Board of Directors on Corporate Governance of last year.

(c) The Board considers that having regard to the significant contribution of Mr. Agarwal towards remarkable growth of operational activities of the Company during his current tenure, the re-appointment of Mr. Agarwal as Managing Director of the Company for a further period of three years is fully justified. As such the Board commends the Special Resolution set out in item 1 of this notice for the approval of the Shareholders.

(d) A draft of the Agreement between the Company and Managing Director will be available for inspection by the members of the Company at in electronic mode. Members can inspect the same by sending an e-mail to uchakravarty@wpil.co.in.

(e) Except Mr. Prakash Agarwal no other Directors or Key Managerial Personnel and their relative is concerned or interested in the resolutions at item No. 1 of this Notice.

Mr. K. K. Ganeriwala

(a) Background details

Mr. K.K. Ganeriwala is a Commerce & Law Graduate, Qualified Company Secretary and Cost & Management Accountant..

(b) Past Remuneration

The remuneration drawn by Mr. Ganeriwala as the Executive Director of the Company during the financial year ended 31st March, 2025, has been mentioned in the Report of Board of Directors on Corporate Governance.

(c) Recognition or awards

None

(d) Job profile and his suitability:

Subject to the superintendence, control and direction of the Board, Mr. Ganeriwala will manage and superintend the business affairs and properties of the Company and do all such lawful acts and things in relation to such management and superintendence as he shall think fit and reasonable.

He has a diversified global experience of over three decades in Finance Functions like Financial Planning, Capital Structure, Corporate Banking & Fund Raising, Investor Relations, Risk Management including Audit, Taxation, Business Strategic Planning, M&A and Restructuring. He has played a pivotal role in the Company to achieve financial prudence and business growth to optimize stakeholders' value.

He has been on the Company's Board since the Year 2002.

(e) Remuneration proposed

As mentioned in forgoing pages.

(f) Comparative Remuneration profile with respect to industry, size of the Company, profile of the position and person (in case of expatriates the relevant details would be w.r.t. the country of Origin.)

The remuneration structure of Mr. Ganeriwala is not higher than what is drawn by his peers in comparable Companies.

(g) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any;

Mr. Ganeriwala being Executive Director will not be entitled to remuneration under any other head. No relative of Mr. Ganeriwala is employed by the Company.

III. Disclosures:

(a) The remuneration package of Mr. Ganeriwala has already set out above.

(b) The necessary disclosure as required under paragraph (A) of Section II of Part II of Schedule V of the Act have already been made in the Report of the Board of Directors on Corporate Governance last year.

(c) The Board considers that with the significant growth of operational activities of the Company, it has become necessary for the Company to avail the expertise of Mr. Ganeriwala on regular basis. The Board considers that the re-appointment of Mr. Ganeriwala as Executive Director of the Company for a further period of three years is fully justified. As such the Board commends the Special Resolution set out in item 2 of this notice for the approval of the Shareholders.

(d) A draft of the Agreement between the Company and Executive Director will be available for inspection by the members of the Company at in electronic mode. Members can inspect the same by sending an e-mail to uchakravarty@wpil.co.in.

(e) Except Mr. Ganeriwala, no other Directors or Key Managerial Personnel and their relative is concerned or interested in the resolutions at item No. 2 of this Notice

RESOLUTION AT ITEM NO. 3

Pursuant to provisions of Section 61(1)(e) and 61(1)(a) of the Companies Act, 2013 and subject to the consent of the Members to be obtained through Postal Ballot, the Board of Directors at its meeting held on 7th November, 2025 decided **to** cancel unissued 14000

11% unissued Redeemable cumulative preference shares of face value Rs. 100/- each included in the Authorized Share capital of the Company and simultaneously increase the Authorized Share Capital by the corresponding amount of cancellation through conversion into unissued 14,00,000 unissued Equity shares of face value of Rs. 1/- each. The Authorized Share capital of the Company due to aforesaid changes would rest on Rs. 10,50,00,000/- (Rupees Ten Crores Fifty lacs) divided into 10,50,00,000 (Ten Crores Fifty lacs) Equity Shares of face value of Rs. 1/- (one) each.

The Board feels that 14000 11% unissued Redeemable cumulative Preference shares of face value Rs. 100/- would not be issued anymore. It is therefore proper to cancel these 14000 11% unissued Redeemable cumulative preference shares and simultaneously increase of unissued equity shares with the corresponding amount of cancellation which shall expand unissued equity base. The Memorandum of Association and Articles of Association of the Company will be suitably altered respectively to take care of above change.

The Board commends the Ordinary Resolution set out in item 3 of this notice for the approval of the Shareholders.

None of the Directors of the Company are in any way interested in the Resolution, except to the extent of their shareholding and the shareholding of their relatives in the Company.

RESOLUTION AT ITEM NO. 4

Pursuant to provisions of Section 61(1)(a) read with 61(1)(e) of the Companies Act,2013 and subject to the consent of the Members to be obtained through Postal Ballot, the Board of Directors at its meeting held on 7th November, 2025 decided to increase authorised Share Capital (after conversion into 14,00,000 unissued Equity shares of face value of Rs. 1/- each Capital by cancellation of 14000 11% unissued Redeemable cumulative Preference shares of face value Rs. 100/- each) from Rs. 10,50,00,000/- (Rupees Ten Crores Fifty lacs) divided into 10,50,00,000 (Ten Crores Fifty lacs) Equity Shares of face value of Rs. 1/- (one) each to Rs. 12,00,00,000/- (Rupees Twelve Crores) divided into 12,00,00,000 (Twelve Crores) Equity Shares of face value of Rs. 1/- (one) each by the creation of additional 1,50,00,000 (one lac fifty thousand) unissued Equity shares of face value of Rs. 1/- (one) each.

The primary need to increase of the authorized Share capital is to expand Equity share Capital base and to provide the Company with the flexibility to raise additional funds which may be needed for future growth initiatives and managing working capital. This would enable to capitalize on future opportunities without approaching for Members' consent for each instance. With this increase of Equity Shares, the Authorized Share capital of the Company would be Rs. 12,00,00,000/- (Rupees Twelve Crores) divided into 12,00,00,000 (Twelve Crores) Equity Shares of face value of Rs. 1/- (one)

The Board commends the Ordinary Resolution set out in item 4 of this notice for the approval of the Shareholders.

None of the Directors of the Company are in any way interested in the Resolution, except to the extent of their shareholding and the shareholding of their relatives in the Company.

RESOLUTION AT ITEM NO. 5

The existing Clause 5 of the Memorandum of Association specifies the present Authorized Share Capital of your Company. In view of cancellation of unissued 14000 11% unissued Redeemable cumulative Preference shares of face value Rs. 100/- each and simultaneous increase of Authorized Capital by the corresponding amount of cancellation through conversion into 14,00,000 unissued Equity shares of face value of Rs. 1/- each, and further, after such conversion, to increase authorised from Rs. 10,50,00,000/- (Rupees Ten Crores Fifty lacs) divided into 10,50,00,000 (Ten Crores Fifty lacs) Equity Shares of face value of Rs. 1/- (one) each to Rs. 12,00,00,000/- (Rupees Twelve Crores) divided into 12,00,00,000 (Twelve Crores) Equity Shares of face value of Rs. 1/- (one) each by the creation of additional 1,50,00,000 (one lac fifty thousand) unissued Equity shares of face value of Rs. 1/- (one) each, the present Clause 5 of the Memorandum of Association is required to be altered to reflect the new authorized share capital.

A copy of the existing Memorandum and Articles of Association as well as the specimen of the amended Memorandum and Articles of Association of the Company is available for inspection by members at the Registered Office of the Company on any working day between 11a.m. to 1 p.m. during the continuance of Voting period.

As per the provisions of Section 13 of the Companies Act, 2013, approval of the Shareholders is required for amending the Memorandum of Association of the Company. Accordingly, this resolution is being put before the shareholders for their approval.

The Board commends the Ordinary Resolution set out in item 5 of this notice for the approval of the Shareholders.

None of the Directors of the Company are in any way interested in the Resolution, except to the extent of their shareholding and the shareholding of their relatives in the Company.

RESOLUTION AT ITEM NO. 6

The existing Clause 3 of the Articles of the Association specifies the present Authorized Share Capital of your Company. In view of cancellation of 14000 11% unissued Redeemable cumulative Preference shares of face value Rs. 100/- each and simultaneous increase of Authorized Capital by the corresponding amount of cancellation through conversion into 14,00,000 unissued Equity shares of face value of Rs. 1/- each, and further after such conversion, to increase authorised from Rs. 10,50,00,000/- (Rupees Ten Crores Fifty lacs) divided into 10,50,00,000 (Ten Crores Fifty lacs) Equity Shares of face value of Rs. 1/- (one) each to Rs. 12,00,00,000/- (Rupees Twelve Crores) divided into 12,00,00,000 (Twelve Crores) Equity Shares of face value of Rs. 1/- (one) each by the creation of additional 1,50,00,000 (one lac fifty thousand) unissued Equity shares of face value of Rs. 1/- (one) each,. the present Clause 3 of the Article of Association is required to be altered to reflect the new authorized share capital. .

.A copy of the existing Memorandum and Articles of Association as well as the specimen of the amended Memorandum and Articles of Association of the Company is available for inspection by members at the Registered Office of the Company on any working day between 11a.m. to 1 p.m. during the continuance of voting period.

As per the provisions of Section 14 of the Companies Act, 2013, approval of the Shareholders is required for altering the Articles of Association of the Company by the way of special resolution. Accordingly, this resolution is being put before the shareholders for their consent on the same.

The Board commands the Special Resolution set out in item 2 of this notice for the approval of the Shareholders.

None of the Directors of the Company are in any way interested in the Resolution, except to the extent of their shareholding and the shareholding of their relatives in the Company.

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

Date: 19th December, 2025
Place: Kolkata
CIN : L36900WB1952PLC020274

By Order of the Board

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

Brief resume of Director seeking appointment/re-appointment pursuant to 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

Name of the Director	Mr. Prakash Agarwal	Mr. K.K.Ganeriwala
Director Identification Number (DIN)	00249468	00408722
Date of Birth	14.07.1971	27.03.1963
Date of First Appointment	07.06.2000	26.02.2002
Qualifications	B.E (Mechanical)	B.Com (Hons), LLB, FCMA, FCS
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 diversified global experience over three decades in Finance Functions like Financial Planning, Capital Structure, Corporate Banking & Fund Raising, Investor Relations, Risk Management including Audit, Taxation, Business Strategic Planning, M&A and Restructuring.
Relation between Directors inter-se	NIL	NIL
Other Directorships	H.S.M. Investments Limited Hindusthan Udyog Limited Bengal Steel Industries Limited Hindusthan Parsons 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 Foundry Ltd. (UK) Mather & Platt (SA) Pty Ltd. (South Africa) WPIL SA Holdings Pty Ltd. (South Africa)	Hindusthan Parsons Ltd. Tamilnadu Alkaline Batteries Ltd Bharath Oil and Chemical Industries Ltd Deodar Management Private Limited Aturia International Pte. Limited (Singapore) APE Pumps Pty Ltd. (South Africa) Mathers Foundry Ltd. (UK) Mather & Platt (SA) Pty Ltd. (South Africa) WPIL SA Holdings Pty Ltd.(South Africa) Gruppo Aturia S.P.A. (Italy) Sterling Pumps Pty Ltd. (Australia) Eigenbau Pty Limited (South Africa)

	<p>Sterling Pumps Pty Ltd.(Australia)</p> <p>WPIL (Thailand) Co. Ltd.(Thailand)</p> <p>Gruppo Aturia S.P.A. (Italy)</p> <p>U.CP Australia Pty. Ltd.</p> <p>Paterson Candy International (SA) Pty Ltd.</p>	