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POSTAL BALLOT NOTICE

[Notice pursuant to Section 110 of the Companies Act, 2013, read with Rule 22 of the Companies (Management and Administration) Rules, 2014]

Dear Member(s),

Notice is hereby given pursuant to the provisions of Section 110 and other applicable provisions, if any, of the Companies Act, 2013 ('the Act'), read with the Companies (Management and Administration) Rules, 2014 (the Rules) (including any statutory modification or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulations, that the Resolutions appended below are proposed to be passed by the Members of the Company by postal ballot/ electronic voting (e-voting). The explanatory statement pertaining to the proposed Resolutions setting out the material facts concerning each Resolution and the reasons thereof is annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors of the Company ('the Board'), at its meeting held on 12th February, 2019, has considered, approved and recommended the continuation of Directorship of Mr.V.N. Agarwal (DIN: 00408731), Non-Executive Director, and Mr. Samarendra Nath Roy, (DIN: 00408742), Independent Director, to continue to hold office under the current tenure of his appointment till the conclusion of Sixty Fifth Annual General Meeting who have attained the age of seventy five (75) years.

In compliance with the provisions of Sections 108 and 110 of the Act, read with Rules 20 and 22 of the Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is offering facility of e-voting to Members to enable them to cast their votes electronically. Members are requested to follow the procedure as stated in the notes and instructions for casting of votes by e-voting.

Pursuant to Rule 22(5) of the Rules, the Board of Directors 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 and through Postal Ballot) in a fair and transparent manner and Mr. P.V.Subramanian has communicated his willingness to be appointed which will be available for the inspection.

Members have the option to vote either by means of physical Postal Ballot or through e-voting. Members desiring to exercise their vote by means of physical Postal Ballot are requested to read carefully the instructions indicated in the Notice and record their assent (for) or dissent (against) in the Postal Ballot Form and return the same, in original duly completed and signed, in the enclosed self-addressed postage pre-paid business reply envelope, so as to reach the Scrutinizer, Mr. P.V.Subramanian, Company Secretary, in whole-time practice, on or before 5.00 p.m. IST on Wednesday, 3rd April, 2019. Postage will be borne and paid by the Company. Postal Ballot Forms, if sent at the expense of the Members, will also be accepted. The Postal Ballot Forms received after 5.00 p.m. IST on Wednesday, 3rd April, 2019, will be strictly treated as if a reply from such Member has not been received.

Upon completion of the scrutiny of the Postal Ballot Forms and votes cast through e-voting in a fair and transparent manner, the Scrutinizer will submit his report to the Chairman or any other authorized person of the Company. The results of the Postal Ballot will be announced by Chairman or any other authorized person of the Company on Wednesday, 3rd April, 2019 at the Registered Office of the Company at 6:00 p.m. IST. The said results would be displayed at the Registered Office of the Company, and would also be intimated to the BSE Limited, and CSE Limited where the shares of the Company are listed. Additionally, the results will also be uploaded on the Company's website, www.wpil.co.in and on the website of National Securities Depository Limited, www.evoting.nsdl.com.

In the event the resolution is passed by requisite majority, the date of passing of the resolution shall be deemed to be Wednesday, 3rd April, 2019, i.e. last date specified by the Company for receipt of duly completed Postal Ballot Forms or e-voting.

SPECIAL BUSINESS

Item No. 1 - Approval for continuation of Directorship of Mr. V. N. Agarwal (DIN: 00408731), Non-Executive Director.

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 Regulation 17 (1A) of the Securities and Exchange Board of India (Listing

Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (effective from April 1, 2019) including any amendment, modification, variation or re-enactment thereof for the time being in force and pursuant to the recommendation of the Board of Directors, consent of the Members of the Company be and is hereby accorded for continuation of Directorship of Mr. V.N. Agarwal (DIN: 00408731), as a Non-Executive Director of the Company beyond the age of 75 years with effect from April 1, 2019.”

“**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

Item No. 2 - Approval for continuation of current term of Mr. Samarendra Nath Roy, (DIN: 00408742), Independent Director,

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 Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 (effective from April 1, 2019) including any amendment, modification, variation or re-enactment thereof for the time being in force and pursuant to the recommendation of the Board of Directors, consent of the Members of the Company be and is hereby accorded to Mr. Samarendra Nath Roy, (DIN: 00408742), Independent Director of the Company to continue to hold his term of office under current tenure of his appointment up to the conclusion of Sixty Fifth Annual General Meeting beyond the age of 75 years with effect from April 1, 2019.”

“**RESOLVED FURTHER THAT** Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things as may be deemed proper and expedient to give effect to this Resolution.”

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

Date : 12th February, 2019
Place : Kolkata

By Order of the Board

U. CHAKRAVARTY
General Manager (Finance)
and Company Secretary

Explanatory statement pursuant to Sections 102(1) and 110 of the Companies Act, 2013.

RESOLUTION AT ITEM NO. 1

The Securities and Exchange Board of India (SEBI) vide its circular dated May 09, 2018 has amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has now mandated all listed companies vide Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 to obtain shareholders' approval through Special Resolution for appointment/ continuation of directorship of a Non- Executive Director who has attained the age of 75 years w.e.f. April 01, 2019.

Since Mr.V.N. Agarwal,(00408731), Non-Executive Director of the Company has attained the age of seventy five years, consent of the Members by way of Special Resolution is sought by the Company in compliance with Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, for continuance of his Directorship as Non-Executive Directors of the Company beyond the age of 75 years with effect from April 01, 2019.

Mr. V.N. Agarwal is a Non-Executive Director of the Company and has vast and rich experience of more than 47 years in the management of engineering industries. His knowledge of the business and industry environment and vast experience in general management has been an asset to the Company. The Company is driven by his vision and under his esteemed guidance, the Company has attained consistent growth over the years.

The Board commends the Special Resolutions as set out at Item No. 1 of this Notice for continuation of Directorship of Mr. V.N. Agarwal.

Except Mr. V.N. Agarwal, Mr. Prakash Agarwal and Mrs Ritu Agarwal, no other Directors or Key Manegerial Personnel and their relatives are concerned or interested in the resolutions in item No 1 of this notice.

RESOLUTION AT ITEM NO 2

The Securities and Exchange Board of India (SEBI) vide its circular dated May 09, 2018 has amended SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has now mandated all listed companies vide Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018 to obtain shareholders' approval through Special Resolution for appointment/ continuation of directorship of a Non- Executive Director who has attained the age of 75 years w.e.f. April 01, 2019

Since Mr. Samarendra Nath Roy, (DIN: 00408742), Independent Director of the Company has attained the age of seventy five years, consent of the Members by way of Special Resolution is sought by the Company in compliance with Regulation 17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, to continue to hold his term of office under current tenure of his appointment up to the conclusion of Sixty Fifth Annual General Meeting with effect from April 01, 2019.

Mr. Samarendra Nath Roy, is an Independent Director, of the Company and has vast and rich experience of more than 46 years Post qualification experience in Project Management and execution of many big Engineering Projects. His knowledge of the business and industry environment and vast experience in Project management has contributed appreciably to the growth of business of the Company.

The Board commends the Special Resolutions as set out at Item No. 2 of this Notice for continuation of current tenure of his appointment up to the conclusion of Sixty Fifth Annual General Meeting with effect from April 01, 2019.

Except Mr. Samarendra Nath Roy, no other Directors or Key Managerial Personnel and their relative are concerned or interested in the resolutions in item No 2 of this notice.

Pursuant to Regulation 36(3) of Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the details of Mr. V. N. Agarwal, Director and Mr. Samarendra Nath Roy, Independent Director are provided as under:

Name of the Director	Mr. V. N. Agarwal	Mr. Samarendra Nath Roy
Director Identification Number (DIN)	00408731	00408742
Date of Birth	15.01.1939	21.06.1943
Date of First Appointment	26. 04. 2001	23.05.2005
Qualifications	B.E.	B.Tech (Hons) in Electrical Engineering from IIT Kharagpur
No. of Shares Held	NIL	NIL
Nature of Expertise	Having in depth exposure to and involvement in steering diverse business and has considerable experience and expertise in management of Engineering Industries.	Having experience of more than 46 years Post qualification experience in Project Management and execution of many big Engineering Projects including Farrakka Super Thermal Power Project and Barkreshwar Thermal Power Station. Mr. Roy was Executive Director of BHEL, Bhopal and Jhansi units.
Relationship between Directors inter-se	Father-in-law of Mrs. Ritu Agarwal and father of Mr. Prakash Agarwal.	None
Other Directorships	Tea time Limited Neptune Exports Limited Orient international Limited Asutosh Enterprises Limited V.N. Enterprises Limited HSM Investments Limited Hindusthan Udyog Limited Bengal Steel Industries Limited Northern Projects Limited Aturia International Pte. Limited (Singapore)	North Dinajpur Power Limited Rajgarh Bio-power Limited Techno Ganga Nagar Green Power Generating Co. Limited Techno Birbhum Green Power Generating Co. Limited Techno Electric & Engineering Co. Limited Simran Wind Power Project (P) Limited Techno Power Grid Co. Ltd. Bargarh Green Power Generating Co. Limited

NOTES:

1. The Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ("Act") stating material facts and reasons for the proposed resolution is annexed hereto.
2. The Postal Ballot Notice together with the Postal Ballot Form is being sent by electronic mode to those Members, whose e-mail addresses are registered with the Company/Depositories, unless any Member has registered for a physical copy of the same. For Members who have not registered their e-mail addresses, physical copies are being sent by the permitted mode together with a self-addressed postage pre-paid business reply envelope. Members may note that this Notice will be available on the Company's website, www.wpil.co.in and on the website of National Securities Depository Limited, www.evoting.nsdl.com.
3. Voting rights will be reckoned on the paid-up value of shares registered in the name of the Members on Friday, 22nd February, 2019 (Cut-off date). Only those Members whose names are recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on the Cut-off date will be entitled to cast their votes by Postal Ballot or e-voting.
4. Members who have received this Postal Ballot Notice by e-mail and who wish to vote through physical Postal Ballot may download the Postal Ballot Form attached to the e-mail or from the weblink, www.evoting.nsdl.com or from the Company's website, www.wpil.co.in where this Postal Ballot Notice is displayed and send the duly completed and signed Postal Ballot Form so as to reach the Scrutinizer on or before 5:00 p.m. (IST) on Wednesday, 3rd April, 2019. Person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
5. In compliance with the provisions of Sections 108 and 110 of the Act and Rules 20 and 22 of the Rules, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide voting by electronic means ("e-voting") facility to the Members, to enable them to cast their votes electronically. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to its Members.
6. During the voting period, Members can login to NSDL's e-voting platform any number of times till they have voted on the resolution. Once the vote on a resolution is cast by a Member, he/she shall not be allowed to change it subsequently or cast the vote again.
7. Members can opt for only one mode of voting i.e. either Postal Ballot Form or e-voting. In case any Member votes both by Postal Ballot Form and e-voting, the votes cast through e-voting shall prevail and the votes cast through Postal Ballot Form shall be considered "INVALID".
8. The e-voting period commences on Tuesday, 5th March, 2019 at 10:00 a.m. (IST) and ends at 5:00 p.m. (IST) on Wednesday, 3rd April, 2019. During this period, Members of the Company, holding shares either in physical or dematerialised form, as on the cut-off date, i.e. Friday, 22nd February, 2019, may cast their vote electronically. The e-voting module shall be disabled by NSDL thereafter.
9. The resolution, if approved by requisite majority, will be deemed to be passed on the last date specified for receipt of duly completed Postal Ballot Form or e-voting i.e. Wednesday, 3rd April, 2019.
10. A Member cannot exercise his vote by proxy on Postal Ballot.
11. The Postal Ballot Forms shall be considered invalid, inter alia, if (i) it is not possible to determine without any doubt the assent or dissent of the Member, and/or (ii) a competent authority has given directions in writing to the Company to freeze the voting rights of the Member, and/or (iii) it is defaced or mutilated in such a way that its identity as a genuine form cannot be established, and/or (iv) the Member has made any amendment to the resolution set out herein or imposed any condition while exercising his vote.
12. The document(s) referred to in the Postal Ballot Notice and Explanatory Statement, if any, will be available for inspection at the Company's Registered Office and copies thereof shall also be available for inspection at the Corporate Office of the Company on all working days, except Saturdays, Sundays and public holidays, between 11:00 a.m. and 1:00 p.m. till Wednesday, 3rd April, 2019..
13. In case a Member is desirous of obtaining duplicate Postal Ballot Form, the Member may write to the Company at its registered office or download the Postal Ballot Form from the Company's website, www.wpil.co.in or from the website of NSDL, www.evoting.nsdl.com.
14. Members who have not registered their e-mail addresses are requested to register the same with the Company's Registrar and Transfer Agents / Depository Participant(s) for sending future communication(s) in electronic form.
15. A Member need not use all his / her / its votes nor does he / she / need to cast all his / her / its votes in the same way.
16. The Scrutinizer's decision on the validity of the Postal Ballot Form shall be final.

17. Voting through electronic means (Electronic Voting)

In compliance with the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014, and the provisions of Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically instead of dispatching the physical Postal Ballot Form by post. The Company has engaged the services of National Securities Depository Limited (NSDL) for the purpose of providing e-voting facility to all its Members.

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

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

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

Details on Step 1 is mentioned below:

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 ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password 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 orCDSL) 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. Your password details 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 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, your ‘initial password’ is communicated to you on your postal address.

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.

If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

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.

Details on Step 2 is given below:

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

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password ?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in.