

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

"Aspirations Orchid"
11th Floor, Flat 11-A,
4, Naktala Road,
Kolkata-700 047.
Mobile: 98300 26425
Email: pvsm17@rediffmail.com

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

Report of Scrutinizer

I, P. V. Subramanian, Company Secretary in Whole-time Practice, (Membership No. ACS-4585 & CP No.2077) having my office at "Aspirations Orchid", 11th Floor, Flat 11-A, 4 Naktala Road, Kolkata-700047, have been appointed by the Board of Directors of WPIL Limited (the Company) as the Scrutinizer to conduct the Postal ballot process through electronic voting process ("remote e-voting") in respect of the following 3 (three) Resolutions:

As an Ordinary Resolution:-

- 1. Stock Split/sub-division of Equity Shares of the Company from the face value of Rs. 10/- to face value of Rs. 1/- Per share.**

"RESOLVED THAT pursuant to Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to the provisions of the Memorandum and Articles of Association of the Company and such other approval(s), consent(s), permission(s) and sanction(s) as may be necessary from the appropriate statutory authority(ies), the approval of the Members of the Company be and is hereby accorded for sub-division of 1 (One) fully paid-up Equity Share of the Company having face value of Rs. 10/- (Rupees Ten) each, into 10 (Ten) fully paid-up Equity Shares, having face value of Rs. 1/- (Rupees one) each, with effect from the 'Record Date' to be determined by the Board of Directors for this purpose.

RESOLVED FURTHER THAT the sub-divided Equity Shares having face value Rs.1/ (Rupees one) each, shall rank pari passu in all respects and carry the same rights as to the existing fully paid-up Equity Shares of face value Rs. 10/- (Rupees Ten) each of the Company.



RESOLVED FURTHER THAT pursuant to the Sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of nominal value of 1 (one) Equity Share of Rs. 10/- (Rupees Ten Only) each, shall stand sub-divided into 10 (Ten) Equity Shares of nominal value of Re.1/- (one) each.

RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid post re-structuring of the register of members and with effect from the Record Date : (a) for the Equity Shares held in physical form, the existing Share Certificate(s) in relation to the said Shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing Share Certificate(s), shall issue new Share Certificate(s) of the Company; and (b) for the Equity Shares held in dematerialized form, the sub-divided Equity Shares shall be credited proportionately into the respective beneficiary demat accounts of the Members held with Depository Participants, in lieu of the existing credits present in their respective beneficiary demat accounts.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of Equity Shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of Equity Shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other Officer(s)/Authorised Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division of Equity Shares including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution.

As an Ordinary Resolution:-

2. Alteration of the Capital Clause of the Memorandum of Association on account of Split/Sub-division of Equity Shares of the Company.

***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.

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. 10,50,00,000 (Rupees Ten Crores fifty lacs) divided into 10,36,00,000 equity shares of Rs.1/- (Rupees one) each and 14,000 11% Redeemable Cumulative Preference Shares of Rs. 100/ (Rupees one hundred) –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 the Board of Directors of the Company (the "Board", which expression shall also include a duly authorized Committee thereof) or the Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these Resolutions."

As a Special Resolution:-

3. Alteration of the Capital Clause of the Articles of Association on account of Split/Sub-division of Equity Shares of the Company

"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 split/ sub-division 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. 10,50,00,000 (Rupees Ten Crores fifty lacs) divided into 10,36,00,000 equity shares of Rs.1/- (Rupees one) each and 14,000 11% Redeemable Cumulative Preference Shares of Rs. 100/ (Rupees one hundred) each".

RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board", which expression shall also include a duly authorized Committee thereof) or the Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these Resolutions."

pursuant to the Postal Ballot Notice dated May 25, 2024 issued under Section 110, 108 and other applicable provisions, if any, of the Companies Act, 2013 ("the 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 ("the Rules"), as amended from time to time, read with the relevant circulars issued by the Ministry of Corporate Affairs ("MCA") from time to time and pursuant to other applicable laws and regulations.

The Postal Ballot Notice dated May 25, 2024 along with the statement setting out material facts under Section 102 of the Act in respect of the abovementioned resolutions, as confirmed by the Company, was sent, in electronic form to those Members whose e-mail addresses were with the Company/ Depositories/ Registrar and share Transfer Agent and whose names were recorded in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Wednesday, May 29, 2024 ("Cut-off date"),

The Company had availed the e-voting facility offered by National Securities Depository Limited ("NSDL") for conducting remote e-voting by the shareholders of the Company.

The shareholders of the Company holding shares as on the "cut-off" date of Wednesday, May 29, 2024, were entitled to vote on the resolution as mentioned in the Notice.

The voting period for remote e-voting commenced on Saturday, June 01, 2024 at 09:00 a.m. (IST) and ended on Sunday, June 30, 2024 at 05:00 p.m. (IST). The e-voting module was disabled by NSDL thereafter.

The votes cast under remote e-voting facility were thereafter unblocked by me in the presence of two persons who acted as witnesses as prescribed under sub-rule 4(xii) of Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended.

I have scrutinized and reviewed the votes cast through remote e-voting based on the data downloaded from the NSDL e-voting system



The Management of the Company is responsible to ensure compliance with the requirements of the Companies Act, 2013, rules and the MCA Circulars relating to remote e-voting on the Resolutions contained in the notice of Postal Ballot.

My responsibility as scrutinizer for the voting on postal ballot through remote e-voting is restricted to making a Scrutinizer's Report of the votes cast in favour or against the said resolutions.

I now submit my Scrutinizer's Report on the result of the voting by postal ballot only through the remote e-voting process in respect of the said Resolutions as under:

Resolution 1: Ordinary Resolution:

Stock Split/sub-division of Equity Shares of the Company from the face value of Rs. 10/- to face value of Rs. 1/- Per share.

(i) **Voted in favour of the resolution:**

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
158	7714943	99.9733

(ii) **Voted against the resolution:**

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
8	2059	0.0267

(iii) **Invalid Votes:**

Number of members voted	Number of votes cast (shares)
Nil	Nil

Resolution 2: Ordinary Resolution:

Alteration of the Capital Clause of the Memorandum of Association on account of Split/Sub-division of Equity Shares of the Company.

(i) **Voted in favour of the resolution:**

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
158	7714943	99.9733

(ii) **Voted against the resolution:**

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
8	2059	0.0267



(iii) Invalid Votes:

Number of members voted	Number of votes cast (shares)
Nil	Nil

Resolution 3 Special Resolution:

Alteration of the Capital Clause of the Articles of Association on account of Split/Sub-division of Equity Shares of the Company

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
158	7714943	99.9733

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
8	2059	0.0267

(iii) Invalid Votes:

Number of members voted	Number of votes cast (shares)
Nil	Nil

Based on the aforesaid results, I report that all the subject resolutions stand passed with requisite majority.



P.V. Subramanian

(P V SUBRAMANIAN)

Company Secretary in Whole-time Practice

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

PRC No.: 1613/2021

UDIN: A004585F000639384

Dated: June 30, 2024.

Place : Kolkata.

Countersigned by:

WPIL Limited

U. Chakravarty

U. Chakravarty

General Manager (Finance) &

Company Secretary