



WPIL Limited

REGD. OFF. : "TRINITY PLAZA"
84/1A, TOPSIA ROAD (SOUTH), KOLKATA - 700 046
TEL. : (91 33) 4052 6000, FAX : (91 33) 4052 6095
WEB : <https://www.wpil.co.in>
CIN No. L36900WB1952PLC020274

February 04, 2026

**Department of Corporate Services- Listing
BSE Limited
Phiroze Jeejeebhoy Tower
25th Floor, Dalal Street,
Mumbai -400001**

Dear Sirs,


Enclosed please find a copy of Postal Ballot Notice dated February 02, 2026, being sent to the Shareholders of the Company on date through e-mail via NSDL platform for seeking their approval, in terms of Regulation 30 of the SEBI (LODR) Regulations, 2015.

The above is for your information and records.

Thanking you.

Yours faithfully

For WPIL Limited


**(U.Chakravarty)
General Manager (Finance)
and Company Secretary
Compliance Officer**

Enclo. As above





CIN L36900WB1952PLC020274

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

Phone : 033 40556800, Fax : 033-40556835

email : uchakravarty@wpil.co.in Website: www.wpil.co.in

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
Thursday, February 05, 2026, at 9:00 a.m. (IST)	Friday March 06, 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 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('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 special resolutions appended below are proposed to be passed by the Members of WPIL Limited (the 'Company') by the way of 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, January 30, 2026 ('Cut-Off Date'). The voting rights of the Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut-Off Date i.e. January 30, 2026.

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. January 30, 2026. The Postal Ballot Notice along with Statement for the proposed Special Resolutions and instructions and manner of e-voting process can also be downloaded from the website of the Company i.e., <https://www.wpil.co.in/investor-lounge/stock-exchange-communication> 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. Brahma Prakash Khare (DIN: 02288814) as Whole-time Director designated as Executive Director (Operations) 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 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 Brahma Prakash Khare (DIN: 02288814) as Whole-time Director designated as Executive Director (Operations) of the Company for a further period of 3 years with effect from March 1, 2026

through February 28, 2029, 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 (Operations) notwithstanding that Mr Brahma Prakash Khare has already attained the age of Seventy years on the date of his appointment i.e as on 1st March, 2026."

"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 Mrs. Samarpita Bose (DIN 09101808) as an 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 Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (appointment and Qualification of Directors) Rules, 2014, as amended read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or enactment thereof for the time being in force) and Regulations 25 and 17(1) of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mrs. Samarpita Bose (DIN 09101808) an existing Independent Director who has submitted declaration of independence under Section 149(6) of the Companies Act, 2013, and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and whose current term of office of five years be completed on March 11, 2026 and in respect of whom a notice in writing, under Section 160 of the Companies Act, 2013 has been received from a member of the Company signifying his intention to propose re-appointment of Mrs. Samarpita Bose as Independent Director for second consecutive term of five years from March 12, 2026 be and is hereby re-appointed as Independent Director for a period of further five years with effect from March 12, 2026 through March 11, 2031 and whose office shall not be liable to retire by rotation"

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.. January 30, 2026 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 mcssta2012@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 **Thursday, February 05, 2026, at 9:00 a.m. (IST)** and shall end on **Friday March 06, 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 results of the voting will be announced by the Managing Director or any other person authorized by him, on or before Saturday, March 07, 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 <https://www.wpil.co.in/investor-lounge/stock-exchange-communication> 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., **March 06, 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

	<p>Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <ol style="list-style-type: none"> 3. 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. <div style="text-align: center;"> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div> </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<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 my 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,

	<p>so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>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.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be 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.</p>
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@cdslindia.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 Aadhar 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 shareholders/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: February 02, 2026
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

With the consistent growth of business of the Company over the years specially in the sphere of manufacturing and supply of critical pumps and keeping in view of the contribution to the consistent performance of the Company over last few years by Mr. Brahma Prakash Khare, (hereinafter to be referred as Mr. B.P. Khare), the Board of Directors of the Company ("the Board") at its meeting held on 6th February, 2026 re-appointed Mr. B.P.Khare (DIN 02288814) as Whole-time Director designated as Executive Director (Operations) of the Company for a period of three years with effect from 1st March, 2026 including the remuneration as approved by the Nomination and Remuneration Committee and the Board, subject to the approval of the Members to be obtained through this Postal Ballot Notice are as follow:-

1. Period

Three years commencing from 1st March, 2026 to 28 February,2029

2. Remuneration

Subject to overall limit laid down under Section 196 & 197 of the Companies, 2013, Mr. B.P.Khare shall be entitled to receive following remuneration from Company with effect from 1st March, 2026 to 28th February, 2029:-

- (a) Salary :- Rs.2,60,000/- per month
- (b) Commission :-At a rate of 0.5% of the Net profits of the Company subject to a ceiling of fifty percent of the Annual Salary.
- (c) Perquisites :-

In addition to the above, Mr. B.P.Khare 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 and Telephone etc.in accordance with the Rules of the Company. In case, no accommodation is provided by the Company to Mr. B.P.Khare, 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. B.P.Khare 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 (Operations) 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. B.P.Khare as Executive Director (Operations) 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 26th February 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

(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. Brahma Prakash Khare (Mr. B.P.Khare)

(a) Background details

Mr. B.P.Khare is a Graduate in Mechanical Engineering and Post Graduate in design of process machines having 48 years exposure in pump industry specifically in the area of designing, quality, assurance, Manufacturing. Mr. B.P.Khare Prior to his initial appointment as Executive Director (Operations) had been working with this company as Head of Strategic business unit-WPIL Ghaziabad.

(b) Past Remuneration

The remuneration drawn by Mr. B.P.Khare as the Executive Director (Operations) 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. B.P.Khare 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.

Considering the Contribution of Mr.B.P. Khare over past towards steady growth of business of the Company specifically in designing, manufacturing and supplying of critical pumps, it has become necessary for the Company to continue to avail the expertise of Mr. B.P.Khare on regular basis for sustaining further growth of the business of the Company going forward.

(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.B.P.Khare 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. B.P. Khare being Executive Director (Operations) will not be entitled to remuneration under any other head. No relative of Mr. B.P.Khare is employed by the Company.

III. Disclosures:

(a) The remuneration package of Mr.B.P. Khare 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.

(c) with the consistent growth of business of the Company over the years specially in the sphere of manufacturing and supply of critical pumps and keeping in view of the contribution to the consistent performance of the Company over last few years by Mr. Brahma Prakash Khare, the Board considers that it is necessary for the Company to avail the expertise of Mr. B.P.Khare on regular basis. The Board considers that the re-appointment of Mr. B.P.Khare as Executive Director (Operations) of the Company for a period of three years is fully justified despite Mr. B.P.Khare attained more than seventy year on the date of his re-appointment as on 1st March, 2026. 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 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.

(f) Except Mr. B.P.Khare, no other Directors or Key Managerial Personnel and their relative is concerned or interested in the resolutions at item No. 1 of the this Notice.

RESOLUTION AT ITEM NO. 2

The Board of Directors at its Meeting held on 12th March, 2021, subject to the approval Members, appointed Mrs. Samarpita Bose (DIN 09101808) as Additional Independent Director for a consecutive of five years with effect from 12th March, 2021 through 11th March, 2026. In terms of provisions of Section 149(10), read with Regulation 25(2A) of Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, an Independent Director may be re-appointed for second consecutive term of five years on approval of Shareholders through special resolution subject to the provisions of 152 of the Companies Act, 2013. A notice in writing, under Section 160 of the Companies Act, 2013 has been received from a member of the Company signifying his intention to propose re-appointment of Mrs. Samarpita Bose as Independent Director for second consecutive term of five years from 12th March, 2026 to 11th March, 2031.

The Directors are of the opinion that her knowledge and experience will be of benefit to the Company. The Board of Directors, therefore, recommends that the special resolutions set out at item no. 2 of the Notice convening the meeting be approved and passed.

(d) A notice in writing, under Section 160 of the Companies Act, 2013 which has been received from a member of the Company is available for inspection in Electronic mode by sending an e-mail at uchakravarty@wpil.co.in during the business hours of voting period

Except Mrs Samarpita Bose, no other Directors or Key Managerial Personnel and their relatives are in any way concerned or interested in Passing of the Special resolutions set out at item No. 2 of the Notice

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

Date: February 02, 2026
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. Brahma Prakash Khare	Mrs Samarpita Bose
Director Identification Number (DIN)	02288814	09101808
Date of Birth	10.07.1951	25.09.1965
Date of First Appointment	01.03.2023	12.03.2021
Qualifications	ME (Mechanical)	MA (in English) and B,Ed
Number of Shares Held	NIL	NIL
Nature of Expertise	Having rich experience of 48 years in Pump Industries in the area of design, quality, assurance, Manufacturing and all related fields of operations. Mr. Khare has been working as Head of strategic business unit of the Company at Ghaziabad more than 15 years.	Having exposure to Administration and diverse area of Corporate Management.
Relation between Directors inter-se	NIL	NIL
Other Directorships	Clyde Pumps (I) Pvt. Ltd.	Nil