



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

January 29, 2026

**Department of Corporate Services , Listing
BSE Limited
Phiroze Jeejeebhoy Tower
Dalal Street
MUMBAI- 400001**

Scrip Code: 505872

Dear Sirs

**Re: Scrutinizer's Report on Voting Results of business transacted through
Postal Ballot**

Pursuant to Regulation 44(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with [Rule20(4)(xvi) of the Companies (Management and Administration) Rules, 2014], we enclose Scrutinizer's Report in prescribed format on Results of Remote E-voting on resolution specified in Postal Ballot Notice dated 19th December, 2025.

We further inform you that the Voting Results based on the Scrutinizer's Report have been filed in XBRL format.

Thanking you.

Yours faithfully

For WPIL LIMITED

U. Chakravarty

**(U. CHAKRAVARTY)
GENERAL MANAGER (FINANCE)
AND COMPANY SECRETARY
Compliance officer**

Enclo. As stated above.



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: pvs17@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 6 (six) **Resolutions**:

As a Special Resolution:-

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

"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."

As a Special Resolution:-

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

"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."

As an Ordinary 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

"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".

As an Ordinary Resolution:-

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**

"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".

As an Ordinary Resolution:-

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**

"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 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”.

As a Special Resolution:-

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

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”.

In accordance with the Postal Ballot Notice dated 19th December, 2025 issued by the Company pursuant to Section 110 read with Section 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”), Regulation 23

and 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 Postal Ballot Notice dated 19th December, 2025 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 registered with the Company or with NSDL/CDSL or with the Company's Registrar and 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 **Friday, the 26th day of December, 2025 ('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 **Friday, the 26th December, 2025**, were entitled to vote on the resolution as mentioned in the Notice.

The voting period for remote e-voting commenced on **Tuesday, the 30th December, 2025 at 09:00 a.m. (IST) and ended on Wednesday, the 28th January, 2026 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 through the remote e-voting process in respect of the said Resolutions as under:

Resolution 1: Special Resolution:

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

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

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
123	76893341	99.9970

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

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
12	2338	0.0030

(iii) **Invalid Votes:**

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

Resolution 2: Special Resolution:

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

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

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
122	76860694	99.9545

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

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
13	34985	0.0455

(iii) **Invalid Votes:**

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

Resolution 3: Ordinary Resolution:

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

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

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
119	76890053	99.9961

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

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
15	2963	0.0039

(iii) **Invalid Votes:**

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

Resolution 4: Ordinary Resolution:

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

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

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
120	76890153	99.9963

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

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
14	2863	0.0037

(iii) **Invalid Votes:**

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

Resolution 5: Ordinary Resolution:

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

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

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
119	76890103	99.9962

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

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
15	2913	0.0038

(iii) Invalid Votes:

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

Resolution 6: Special Resolution:

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

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
119	76892666	99.9962

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
15	2913	0.0038

(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.

PADMANABHA
N VENKATA
SUBRAMANIAN
Digitally signed by
PADMANABHAN
VENKATA
SUBRAMANIAN
Date: 2026.01.29
08:03:46 +05'30'

(P V SUBRAMANIAN)
Company Secretary in Whole-time Practice
ACS: 4585/C.P.No.: 2077
PRC No.: 1613/2021
UDIN: A004585G003562249

Dated: January 29, 2026.
Place : Kolkata.

Countersigned by:

UDAYADITYA
A
CHAKRAVARTY
Digitally signed
by UDAYADITYA
CHAKRAVARTY
Date: 2026.01.29
10:52:18 +05'30'