



# WPIL Limited

REGD. OFF. : "TRINITY PLAZA"  
84/1A, TOPSIA ROAD (SOUTH), KOLKATA - 700 046  
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WEB : <http://www.wpil.co.in>

Certified true copy of the resolution passed by the Committee of directors of WPIL Limited (the "Company") on further offer, issue, and allotment of securities on Monday, the 15<sup>th</sup> day of December 2014 authorising the allotment of equity shares to qualified institutional buyers pursuant to the qualified institutions placement by the Company

**"RESOLVED THAT** pursuant to the powers conferred on the Committee, in connection with the Issue (as defined hereinafter), by the board of directors of the Company ("**Board**"), shareholders of the Company in connection with the proposed issue of equity shares of the Company of face value of Rs. 10 each ("**Equity Shares**") to qualified institutional buyers pursuant to the provisions of Chapter VIII of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("**Issue**"), and as approved by the resolution passed by the Board on September 12, 2014 and a special resolution passed by the shareholders of the Company through postal ballot resolution on October 22, 2014 for an amount not exceeding Rs. 120 crores (Rupees One Hundred and Twenty Crores Only), the Company be and is hereby authorised to issue and allot up to 18,00,000 Equity Shares bearing distinctive numbers 79,67,081 to 97,67,080 to applicants, as per the list placed on the table, at a price of Rs. 559.40 per Equity Share (including a premium of Rs. 549.40 per Equity Share), aggregating to Rs. 100,69,20,000 (Rupees One Hundred Crores Sixty Nine Lakhs and Twenty Thousand only) against receipt of full payment of application monies in the Special Account namely WPIL Limited – QIP Escrow Account bearing account no 0135103000008228 maintained with IDBI Bank Limited, aggregating to Rs. 100,69,20,000, to successful bidders who are qualified institutional buyers ("**Allottees**"), in accordance with the terms and conditions of the preliminary placement document, the application form, the final placement document and the confirmation of allocation note, in connection with the Issue, and applicable statutory and or regulatory requirements.

**RESOLVED FURTHER THAT** the Equity Shares allotted as above shall, subject to the provisions of the memorandum of association and articles of association of the Company, rank *paripassu* with the existing equity shares of the Company and shall be entitled to such dividends and corporate benefits, if any declared by the Company after the allotment;

**RESOLVED FURTHER THAT** the Company do apply for listing and trading approval from BSE Limited and the Calcutta Stock Exchange Limited (the "**Stock Exchanges**") for the Equity Shares to be issued by the Company by way of the Placement Document dated December 12, 2014 and the aforesaid resolution, which are to be listed on the Stock Exchanges.

**RESOLVED FURTHER THAT** the Equity Shares be credited to the demat account of the allottees through corporate action with NSDL/CDSL after obtaining listing approval from the Stock Exchanges.

Rakesh Agarwal

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**RESOLVED FURTHER THAT** Mr. Prakash Agarwal, Managing Director and/or Mr. K.K. Ganeriwala, Executive Director be and are hereby severally authorized to do all such acts, deeds and things, as may be required to give effect to the above resolution, including but not limited to intimating the above to the Stock Exchanges and filing of applications for seeking listing and trading permissions in respect of Equity Shares issued to the qualified institutional buyers and making other statutory and/or regulatory filings, if any.”

**CERTIFIED TRUE COPY**

Prakash Agarwal

