



## WPIL Limited

REGD. OFF. : "TRINITY PLAZA"  
84/1A, TOPSIA ROAD (SOUTH), KOLKATA - 700 046  
TEL. : (91 33) 4055 6800, FAX : (91 33) 4055 6835  
WEB : <http://www.wpil.co.in>  
CIN No. L36900WB1952PLC020274

April 09, 2024

Department of Corporate Services- Listing  
BSE Limited  
Phiroze Jeejeebhoy Tower  
25<sup>th</sup> Floor, Dalal Street,  
Mumbai -400001

Dear Sirs,


Enclosed please find a copy of Postal Ballot Notice dated February 03, 2024 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

Encl. 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
Wednesday, April 10, 2024, at 9:00 a.m. (IST)	Thursday, May 09, 2024, 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 resolution appended below is proposed to be passed by the Members of WPIL Limited (the 'Company') by the way 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, April 05, 2024 ('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. Friday, April 05, 2024.

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. April 05, 2024. The Postal Ballot Notice along with Statement for the proposed Special Resolution and instructions and manner of e-voting process can also be downloaded from the website of the Company i.e., [www.wpil.co.in/investor-services.php](http://www.wpil.co.in/investor-services.php) 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

- Appointment of Mr. Debraj Roy (DIN: 10492039) as Whole-time Director designated as Executive Director (Project) 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, 198, 203 and other applicable provisions, if any, read along with Schedule V of the Companies Act, 2013, the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') as amended from time to time, the consent of the Company be and is

hereby accorded for the appointment and terms of remuneration of **Mr. Debraj Roy (DIN: 10492039)** as Whole-time Director designated as Executive Director (Project) of the Company for a period of 3 years with effect from April 1, 2024 through March 31, 2027, liable to retire by rotation, upon the terms and conditions including remuneration 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 within 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 appointment as it may deem fit and in such manner as may be agreed to between the Board and Executive Director (Project)".

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution."

#### **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 Resolution 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. Friday, April 05, 2024 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 [mcssta@rediffmail.com](mailto:mcssta@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 Wednesday, April 10, 2024, at 9:00 a.m. (IST) and shall end on **Thursday, May 09, 2024, 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 authorised by him, after completion of scrutiny of the votes cast, and the result of the voting will be announced by the Managing Director or any other person authorized by him, on or before Saturday, May 11, 2024. 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 [www.wpil.co.in/investor-services.php](http://www.wpil.co.in/investor-services.php) and on the website of NSDL [www.evoting.nsdl.com](http://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 Resolution, 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., **May 09, 2024**. Further, Resolution passed by the members through postal ballot is 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. The draft Copy of the Agreement to be entered into between Mr. Debraj Roy and the Company relating to terms of appointment along with remuneration payable to Mr. Debraj Roy as recommended by Nomination and Remuneration Committee and approved by the Board 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 e-voting.
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**

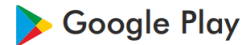
In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their 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:

<b>Type of shareholders</b>	<b>Login Method</b>
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. Existing IDeAS user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> 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.</li> <li>2. If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> 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.</li> </ol>

4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

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](http://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, so that the user can visit the e-Voting service providers' website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
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](http://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.

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 <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> 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 <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800 22 55 33

**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 :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
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](http://www.evoting.nsdl.com).
- b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://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.co.in](mailto:evoting@nsdl.co.in) 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](mailto:pvsm17@rediffmail.com) Please mention the e-mail ID of Scrutinizer> with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). 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](http://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](http://www.evoting.nsdl.com) or call on : 022-4886 7000 and 022-2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

### **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 resolution 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 (RTA email id at [mcssta@rediffmail.com](mailto:mcssta@rediffmail.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 (RTA email id at mcssta@rediffmail.com). 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) **Login method for e-Voting for Individual shareholders holding securities in demat mode**
3. Alternatively, shareholder/members may send a request to evoting@nsdl.co.in 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: 3<sup>rd</sup> February, 2024  
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 Project execution and commissioning of critical and large projects and keeping in view of the contribution to the consistent performance of the Company over last few years by Mr. Debraj Roy (hereinafter to be referred as Mr. D.Roy), the Board of Directors of the Company (“Board”) at its meeting held on 3<sup>rd</sup> February, 2024 appointed Mr. D.Roy (DIN 10492039) as Whole-time Director designated as Executive Director (Project) for a further period of three years with effect from 1<sup>st</sup> April, 2024 with such terms and conditions of appointment including the remuneration as recommended by Nomination and Remuneration committee and approved by the Board, subject to the approval of Members to be obtained through this Postal Ballot Notice are as follows:-

**1. Period**

Three years commencing from 1<sup>st</sup> April, 2024

**2. Remuneration**

Subject to overall limit laid down under Section 196 & 197 of the Companies, 2013, Mr. D. Roy shall be entitled to receive following remuneration from Company with effect from 1st April, 2024 to 31<sup>st</sup> March, 2027:-

- |     |                              |   |
|-----|------------------------------|---|
| (a) | Salary                       | Rs. 2,17,100/- per month  |
| (b) | Performance linked Incentive | He shall be entitled for performance linked Incentive in addition to the salary as stated above according to the Company policy and as may be determined by the Board of Directors but shall not exceed an amount equal to Rs. 40,50,000 per annum. |
| (c) | Perquisites                  |   |

In addition to the above, Mr. D.Roy shall be entitled to perquisites like furnished accommodation, gas, electricity, medical reimbursement, leave travel concession for self and family, club fees, medical insurance, leave encashment, benefits of provident Fund, Gratuity Fund, Car telephone, in accordance with the Rules of the Company. In case, no accommodation is provided by the Company to Mr. D.Roy, he will be paid House Rent Allowance at the rate of 60% of his salary. The aforesaid perquisites shall be restricted to the annual salary of Mr. D.Roy.

Provided that the total remuneration payable to him by way of salary, Performance linked Incentive, 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 Act, 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 of the Companies Act, 2013.

### **3. Termination**

This appointment may be terminated by any party herein, by giving to the other party, a six months' notice in writing.

4. The Executive Director (Project) shall not be entitled to any sitting fees for attending the meetings of the Board of Directors/committee of Directors

5. The appointment of Mr. D.Roy as Executive Director (Project) 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 February 26, 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)

	2022-23	2021-22	2020-21
Revenue from Operations	100243.97	52981.79	34033.17
Profit for the year before tax	19012.68	8615.53	7936.35
Extra Ordinary Income (Charges)	---	---	---
Provision for Taxation	4709.80	2228.21	1963.36
Profit after Taxation	14302.88	6387.32	5972.99
Other Comprehensive Income (Net)	(36.84)	1.18	26.53
Total Comprehensive Income	14266.04	6388.50	5999.52
Equity Share Capital	976.71	976.71	976.71
Other Equity	64725.82	51436.48	46024.69
Fixed Assets	7416.25	3409.76	3656.63
Capital work- in - Progress	8.10	-	-
Investments	4901.29	4901.29	4901.45
Net Current Assets	24542.30	15449.02	13713.97
Net Non-Current Assets	27445.26	27263.79	23332.03
Goodwill & Intangible Assets	1389.33	1389.33	1397.32

(Rs.in lacs)

**(e) Export Performance**

	2022-23	2021-22	2020-21
Export earning on FOB basis	8158.95.	2420.70.	4473.56

**(f) Foreign Investments or collaborators if any:**

The foreign investment of the Company has been shown in Note 4 forming the part of the Financial Statements.

**II Information about the appointee**

**Mr. Debraj Roy (Mr. D. Roy)**

**(a) Background details**

Mr. D.Roy is a Graduate in Mechanical Engineering, Post Graduate in production and MBA (PGCBM) having 31 years in depth exposure in project management and execution & operations of many big critical engineering projects. Mr. D.Roy before appointment as Executive Director (project) had been working with this company as Sr. Vice President (Project-SBU)

**(b) Past Remuneration**

The remuneration drawn by Mr. D.Roy as Sr.Vice president (Project-SBU) of the Company during the financial year ended 31st March, 2023, has been mentioned in the Report of Board of Directors.

**(c) Recognition or awards**

None

**(d) Job profile and his suitability:**

Subject to the superintendence, control and direction of the Board, Mr. D.Roy 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.D.Roy over past towards steady growth of business of the Company specifically in project management and execution & operations of many big critical engineering projects, it has become necessary for the Company to continue to avail the expertise of Mr. D.Roy on regular basis tor sustaining further growth of the project business of the Company in the future.

**(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.D.Roy 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. D.Roy being Executive Director (Project) will not be entitled to remuneration under any other head. The Company employs no relative of Mr. D.Roy.

**III. Disclosures:**

(a) The remuneration package of Mr.D.Roy 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 of last year.

(c) with the consistent growth of business of the Company over the years specially in the sphere of Project execution and commissioning of critical and large projects and keeping in view of the Contribution to the consistent performance of the Company over last few years by Mr. D.Roy, the Board considers that it is necessary to appoint Mr. D. Roy as Executive Director (Project) of the Company for a period of three years with effect from 1<sup>st</sup> April, 2024 which will be conducive to the further growth of project business of the Company. As such, the Board commends the Special Resolution set out in item 1 of this notice for the approval of the Shareholders.

(d) 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 Mr. D.Roy as candidate for the office of the Whole-time Director. The notice is available for inspection at the Registered Office during business hours on all working days upto the last date for voting.

(e) A draft of the Agreement between the Company and Executive Director (Project) 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. D.Roy, no other Directors or Key Managerial Personnel and their relative is concerned or interested in the resolutions at item No. 1 of this Notice.

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

Date: 3<sup>rd</sup> February, 2024  
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.**

<b>1.</b>	<b>Name of Director</b>	<b>Mr. Debraj Roy</b>
<b>2.</b>	<b>Date of Birth</b>	<b>17.10.1968</b>
<b>3.</b>	<b>Date of first Appointment</b>	<b>From 1.04.2024 for a period of 3 years as Whole-time Director designated as Executive Director (Project)</b>
<b>4.</b>	<b>Qualifications</b>	<b>B.E (Mech), M.E (Production) and MBA (PGCBM)</b>
<b>5.</b>	<b>Number of Shares held</b>	<b>NIL</b>
<b>6.</b>	<b>Nature of Expertise</b>	<b>Having around 31 years post qualification experience in Project Management and execution of many big engineering projects apart from versatile experience and expertise in Contract/Commercial Management.</b>
<b>7.</b>	<b>Relation between Directors inter-se</b>	<b>None</b>
<b>8.</b>	<b>Other Directorships</b>	<b>None</b>