



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

December 21, 2023

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 3rd November, 2023.

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)
GENERAL MANAGER (FINANCE)
AND COMPANY SECRETARY
Compliance officer

Encl. As stated above.



P. V. SUBRAMANIAN

B.Com., LL.B., ACS.

Company Secretary in Whole-time Practice

81/8, Regent Estate,

Kolkata-700 092.

Mobile: 98300 26425

Email: pvsm17@rediffmail.com

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

Report of Scrutinizer

I, P. V. Subramanian, Company Secretary in Whole-time Practice, (Membership No. ACS-4585 & CoP No.2077) having my office at "Sampriti", 3rd Floor, 81/8, Regent Estate, Kolkata-700092, 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 Special Resolution:

Alteration of the Object Clause of the Memorandum of Association of the Company

"RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any of the Companies Act, 2013 (the Act) read with applicable rules made thereunder, including any statutory modification(s) or re-enactment thereto for the time being in force, and subject to such other approvals as may be required, consent of the Members be and is hereby accorded for effecting the alteration in the existing Object Clause of the Memorandum of Association (the 'MoA') by appending following new sub-clauses numbered (38),(39),(40),(41) and (42) after the existing sub-clause (37) of Clause 3 of MoA of the Company:

- (38) To carry on the business of Drinking water systems including treatment and distribution, irrigation systems including lift, piped and micro irrigation and industrial process water systems.
- (39) To carry on the business of wastewater systems including drainage and sewage treatment and distribution systems.
- (40) To carry on business in India and abroad as civil engineers, electrical engineers, mechanical engineers, structural engineers, architects, planners, consultants, developers and to build, construct, acquire, install, survey, design, layout, establish, provide, manage, maintain, handle, operate, administer, lease, transfer all infrastructural projects, water treatment projects, irrigation projects, industrial projects, wastewater projects including demolition, development and construction work and to carry on business as turnkey construction contractors, designers, fabricators, manufacturers, dealers in water treatment machinery, equipment and plants, process and design engineers with or without the use of ultramodern technology such as drones and spatial data mapping for survey, computer aided simulation and system



designs and software in system design for treatment and distribution of water for industrial , domestic and other purposes, municipal water treatment, water supply, sewage treatments plants, highways, roads, bridges, underground tunnels, warehouses, storage plants, buildings, townships, wells, dams, canals, power transmission lines, communication centers, earthwork and irrigation infrastructure or any other infrastructural facilities either on build, operate and transfer (B.O.T) basis and to collect annuity thereon or otherwise and render all services in connection with such infrastructural facilities of industries and community.

- (41) To provide information technology based and enabled services of all kinds including Internet based web activities and transactions, to design, develop, sell, provide, maintain, market, buy, import, export, sell and license computer software, hardware and program products and services or otherwise deal in all kinds of end to end solutions and condition monitoring in connection with the business of process water and drinking water treatment and distribution projects or in the field of engineering.
- (42) To acquire by purchase, lease, exchange, rent or otherwise, to develop, improve, administer, gift, possess, build on, mortgage, charge or otherwise deal in lands, buildings and any estate or interest therein and any rights over or connected with lands so situate and to turn the same to account as may be expedient and in particular by laying out, developing or assist in developing and preparing land for building purposes and preparing building sites by planning, paving, drawing and by constructing, reconstructing, pulling down, altering, improving, decorating, furnishing and by consolidating or connecting or subdividing properties, leasing, letting or renting, selling (by instalments, ownership, hire purchase basis or otherwise) and otherwise disposing off the same including entering into contracts and arrangements with any Person, Firms, Companies, Government or others as may be necessary for this purpose.

FURTHER RESOLVED THAT the Board of Directors of the Company (the "Board" which term shall be deemed to include its committees also) or any officer(s) so authorized by the Board, be and are hereby authorized to do all acts, deeds, matters and things as may, in their absolute discretion, be deemed necessary, expedient, proper or desirable to give effect to the resolution including filings of statutory forms and to settle any matter, question, difficulties or doubts that may arise in this regard and accede to such modifications and alterations to the aforesaid resolution as may be suggested by the Registrar of Companies without requiring the Board to secure any further consent or approval of the Members of the Company; and that the Members of the Company are hereby deemed to have given their approval thereto expressly by the authority of this resolution and acts and things done or caused to be done shall be conclusive evidence of the authority of the Company for the same."

pursuant to the Postal Ballot Notice dated November 03, 2023 issued under Section 110 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 22 of the Companies (Management and Administration) Rules, 2014 ("the Rules"), as amended from time to time, read with the relevant circulars issued by the



Ministry of Corporate Affairs ("MCA") from time to time and pursuant to other applicable laws and regulations.

The Postal Ballot Notice dated November 03, 2023 along with the statement setting out material facts under Section 102 of the Act in respect of the abovementioned resolution, as confirmed by the Company, was sent, via e-mail only to the Members whose names appeared in the Register of Members / List of Beneficial Owners as received from Depositories and whose e-mail addresses were registered with the Company / Depositories.

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, November 17, 2023 were entitled to vote on the resolution as mentioned in the Notice.

The voting period for remote e-voting commenced on Wednesday, November 22, 2023 at 09:00 a.m. (IST) and ended on Thursday, December 21, 2023 at 05:00 p.m. (IST) and the NSDL e-voting module was disabled 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 Resolution 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 resolution.

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

Resolution 1: Special Resolution:

Alteration of the Object Clause of the Memorandum of Association 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
132	7724641	99.9986



(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
9	112	0.0014

(iii) Invalid Votes:

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

Based on the aforesaid result, I report that the subject special resolution stands passed with requisite majority.



P. V. Subramanian

(P V SUBRAMANIAN)

Company Secretary in Whole-time Practice

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

UDIN: A004585E002998345

PRC No.: 1613/2021

Dated: December 21, 2023.

Place : Kolkata.

Countersigned by:

WPIL Limited

U. Chakravarty

U. Chakravarty

**General Manager (Finance) &
Company Secretary**