



CIN L36900WB1952PLC020274

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

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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
Saturday, June 01, 2024, at 9:00 a.m. (IST)	Sunday, June 30, 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 respective ordinary and special resolutions appended below are 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 Wednesday, May 29, 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. Wednesday, May 29, 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. May 29, 2024. The Postal Ballot Notice along with Statement for the proposed Ordinary and Special Resolutions 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 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. **Stock Split/sub-division of Equity Shares of the Company from the face value of Rs. 10/- to face value of Rs. 1/- Per share.**

To consider and, if thought fit, to give your assent to the following Resolutions as an Ordinary Resolution:

"RESOLVED THAT pursuant to Section 61(1)(d) and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) read with the applicable provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, and subject to the provisions of the Memorandum and Articles of Association of the Company and such other approval(s), consent(s),

permission(s) and sanction(s) as may be necessary from the appropriate statutory authority(ies), the approval of the Members of the Company be and is hereby accorded for sub-division of 1 (One) fully paid-up Equity Share of the Company having face value of Rs. 10/- (Rupees Ten) each, into 10 (Ten) fully paid-up Equity Shares, having face value of Rs. 1/- (Rupees one) each, with effect from the 'Record Date' to be determined by the Board of Directors for this purpose.

"RESOLVED FURTHER THAT the sub-divided Equity Shares having face value Rs.1/ (Rupees one) each, shall rank pari passu in all respects and carry the same rights as to the existing fully paid-up Equity Shares of face value Rs. 10/- (Rupees Ten) each of the Company."

"RESOLVED FURTHER THAT pursuant to the Sub-division of equity shares of the Company, the Authorized, Issued, Subscribed and Paid-up Equity Share Capital of nominal value of 1 (one) Equity Share of Rs. 10/- (Rupees Ten Only) each, shall stand sub-divided into 10 (Ten) Equity Shares of nominal value of Re.1/- (one) each."

"RESOLVED FURTHER THAT upon sub-division of the Equity Shares as aforesaid post re-structuring of the register of members and with effect from the Record Date : (a) for the Equity Shares held in physical form, the existing Share Certificate(s) in relation to the said Shares, shall be deemed to have been automatically cancelled and shall be of no effect and the Board, without requiring the Members to surrender their existing Share Certificate(s), shall issue new Share Certificate(s) of the Company; and (b) for the Equity Shares held in dematerialized form, the sub-divided Equity Shares shall be credited proportionately into the respective beneficiary demat accounts of the Members held with Depository Participants, in lieu of the existing credits present in their respective beneficiary demat accounts."

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters and things including to fix and announce the Record Date, to make appropriate adjustments on account of sub-division of Equity Shares, to accept and make any alteration(s), modification(s) to the terms and conditions as they may deem necessary, concerning any aspect of the sub-division of Equity Shares, in accordance with the statutory requirements as well as to delegate all or any of its/their powers herein conferred to any other Officer(s)/Authorised Representative(s) of the Company, to give such directions as may be necessary or desirable, to apply for necessary approvals, to settle any questions, difficulties or doubts that may arise and generally, to do all acts, deeds, matters and things as they may, in their absolute discretion deem necessary, expedient, usual or proper in relation to or in connection with or for matters in relation or consequential to the sub-division of Equity Shares including execution and filing of all the relevant documents with the Registrar of Companies, Stock Exchanges, Depositories and other appropriate authorities, in due compliance of the applicable rules and regulations, without seeking any further consent or approval of the Members or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution."

2. Alteration of the Capital Clause of the Memorandum of Association on account of Split/Sub-division of Equity Shares of the Company.

To consider and, if thought fit, to give your assent to the following Resolutions as an Ordinary Resolution

"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."

"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. 10,50,00,000 (Rupees Ten Crores fifty lacs) divided into 10,36,00,000 equity shares of Rs.1/- (Rupees one) each and 14,000 11% Redeemable Cumulative Preference Shares of Rs. 100/ (Rupees one hundred) –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 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 the Board of Directors of the Company (the "Board", which expression shall also include a duly authorized Committee thereof) or the Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the

Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these Resolutions.”.

3. Alteration of the Capital Clause of the Articles of Association on account of Split/Sub-division of Equity Shares of the Company.

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 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 split/ sub-division 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. 10,50,00,000 (Rupees Ten Crores fifty lacs) divided into 10,36,00,000 equity shares of Rs.1/- (Rupees one) each and 14,000 11% Redeemable Cumulative Preference Shares of Rs. 100/ (Rupees one hundred) each”.

“RESOLVED FURTHER THAT the Board of Directors of the Company (the "Board", which expression shall also include a duly authorized Committee thereof) or the Company Secretary of the Company be and is hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things and to give, from time to time, such directions as may be necessary, proper, expedient or incidental for the purpose of giving effect to these Resolutions.”

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. Wednesday, May 29, 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. 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 Saturday, June 01, 2024, at 9:00 a.m. (IST) and shall end on Sunday, June 30, 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 Tuesday, July, 02, 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 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 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., June 30, 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. A copy of the existing Memorandum and Articles of Association as well as the specimen of the amended Memorandum and Articles of Association of the Company is available for inspection by members at the Registered Office of the Company on any working day between 11a.m. to 1 p.m. during the continuance of voting period
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.	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 Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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. NSDL Mobile App is available on  App Store   Google Play 
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 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 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 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 evoting@nsdl.co.in 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 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 :

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.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 pvs17@rediffmail.com Please mention the e-mail ID of Scrutinizer> with a copy marked to 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 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 and 022-2499 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL at 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).
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: May 25, 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

The Equity Shares of the Company are listed and are traded on the BSE Limited (BSE). With a view to improve the liquidity of the Company's shares at the stock exchange with higher floating stock in absolute numbers and to make it more affordable for the small retail investors having interest, able to invest in the Company's equity shares and also to create wider shareholders base, the Board of Directors of the Company (the Board) at its meeting held on 25th May, 2024 has recommended it is desirable to sub-divide (split) the nominal value of each Equity Share having a present face value Rs. 10/- (Rupees Ten Only) each into 10 (Ten) Equity Shares of Re. 1/- (Rupee One Only) each, subject to the approval of the Members and all concerned Statutory Authority(ies).

The shareholders may please note that presently the nominal value of each equity share of the Company is Rs.10/- (Rupees Ten Only) per share and consequent upon the sub-division it is being divided into 10 (Ten) equity shares of Rs. 1/- (Rupee One Only) each. The date on which this sub-division would become effective, will be decided by the Board after obtaining the shareholder's approval, which will be notified through the Stock Exchanges.

As per the provisions of Section 61 of the Companies Act 2013, approval of the Shareholders is required for sub-division of shares. Therefore, the said resolution is being put up before you for your approval.

Your Directors recommend the above Resolution for your approval.

None of the Directors of the Company are in any way interested in the Resolution, except of their shareholding and the shareholding of their relatives in the Company.

RESOLUTION AT ITEM NO. 2

The existing Clause 5 of the Memorandum of Association specifies the present Authorized Share Capital of your Company. In view of sub-division in the nominal value of the equity shares from Rs. 10/- (Rupees Ten Only) per share to Re. 1/- (Rupee One Only) per share, the present Clause 5 of the Memorandum of Association is required to be altered to reflect the sub-division of the equity shares.

A copy of the existing Memorandum and Articles of Association as well as the specimen of the amended Memorandum and Articles of Association of the Company is available for inspection by members at the Registered Office of the Company on any working day between 11a.m. to 1 p.m. during the continuance of Voting period.

As per the provisions of Section 13 of the Companies Act, 2013, approval of the Shareholders is required for amending the Memorandum of Association of the Company. Accordingly, this resolution is being put before the shareholders for their permission on the same.

Your Directors recommend the above Resolution for your approval.

None of the Directors of the Company are in any way interested in the Resolution, except to the extent of their shareholding and the shareholding of their relatives in the Company.

RESOLUTION AT ITEM NO. 3

The existing Clause 3 of the Articles of the Association specifies the present Authorized Share Capital of your Company. In view of sub-division in the nominal value of the equity shares from Rs. 10/- (Rupees Ten) per share to Re. 1/- (Rupee One) per share, the present Clause 3 of the Articles of the Association is required to be altered to reflect the sub- division of the equity shares.

A copy of the existing Memorandum and Articles of Association as well as the specimen of the amended Memorandum and Articles of Association of the Company is available for inspection by members at the Registered Office of the Company on any working day between 11a.m. to 1 p.m. during the continuance of voting period.

As per the provisions of Section 14 of the Companies Act, 2013, approval of the Shareholders is required for altering the Articles of Association of the Company by the way of special resolution. Accordingly, this resolution is being put before the shareholders for their consent on the same.

Your Directors recommend the above Resolution for your approval.

None of the Directors of the Company are in any way interested in the Resolution, except to the extent of their shareholding and the shareholding of their relatives in the Company.

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

Date: May 25, 2024
Place: Kolkata
CIN : L36900WB1952PLC020274

By Order of the Board

U. Chakravarty
General Manager (Finance)
and Company Secretary
FCS- 5127