

P. V. SUBRAMANIAN

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

Company Secretary in Whole-time Practice

“Aspirations Orchid”

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4, Naktala Road,

Kolkata-700 047.

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To,

WPIL Limited,

Godrej Genesis Building, Unit No. 1404, 14th Floor,

Plot-XI-9,10,13&14, Block EP & GP,

Sector V, Salt Lake City,

Kolkata-700091.

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 2 (two) **Resolutions:**

As a Special Resolution:-

1. **Re-appointment of Mr. Brahma Prakash Khare (DIN: 02288814) as Whole-time Director designated as Executive Director (Operations) and payment of remuneration**

“RESOLVED THAT pursuant to the provisions of Sections 196, 197 and other applicable provisions, if any, read 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 Brahma Prakash Khare (DIN: 02288814) as Whole-time Director designated as Executive Director (Operations) of the Company for a further period of 3 years with effect from March 1, 2026 through February 28, 2029, 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 (Operations) notwithstanding that Mr Brahma Prakash Khare has already attained the age of Seventy years on the date of his appointment i.e as on 1st March, 2026.”

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 Mrs. Samarpita Bose (DIN 09101808) as an Independent Director

“RESOLVED THAT pursuant to the Sections 149, 152 and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended read with Schedule IV to the Companies Act, 2013 (including any statutory modification(s) or enactment thereof for the time being in force) and Regulations 25 and 17(1) of the Securities and Exchange Board Of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, Mrs. Samarpita Bose (DIN 09101808) an existing Independent Director who has submitted declaration of independence under Section 149(6) of the Companies Act, 2013, and Regulation 16 (1) (b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and whose current term of office of five years be completed on March 11, 2026 and in respect of whom 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 re-appointment of Mrs. Samarpita Bose as Independent Director for second consecutive term of five years from March 12, 2026 be and is hereby re-appointed as Independent Director for a period of further five years with effect from March 12, 2026 through March 11, 2031 and whose office shall not be liable to retire by rotation”,

In accordance with the Postal Ballot Notice dated 2nd February, 2026 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 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 2nd February, 2026 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 RTA, i.e. MCS Share Transfer Agent Limited, 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 30th January, 2026 ('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 30th January, 2026**, were entitled to vote on the resolution as mentioned in the Notice.

The voting period for remote e-voting commenced on **Thursday, the 5th February, 2026 at 09:00 a.m. (IST) and ended on Friday, the 6th March, 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 Special 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. Brahma Prakash Khare (DIN: 02288814) as Whole-time Director designated as Executive Director (Operations) 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
120	76918082	99.9985

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
10	1133	0.0015

(iii) Invalid Votes:

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

Resolution 2: Special Resolution:

Re-appointment of Mrs. Samarpita Bose (DIN 09101808) as an Independent Director for second consecutive term of further five years from 12-03-2026 to 11-03-2031

(i) Voted in favour of the resolution:

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
113	69078426	89.8065

(ii) Voted against the resolution:

Number of members voted	Number of valid votes cast (shares)	% of total number of valid votes cast
17	7840789	10.1935

(iii) Invalid Votes:

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

Based on the aforesaid results, I report that both the special resolutions stand passed with requisite majority.

**Dated: March 07, 2026.
Place : Kolkata.**

**(P V SUBRAMANIAN)
Company Secretary in Whole-time Practice
ACS: 4585/C.P.No.: 2077
PRC No.: 1613/2021
UDIN: A004585G004040023**

Countersigned by: