

March 25, 2023

To,
Listing Department
BSE Limited
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai – 400 001.

Scrip Code: 526586

Scrip ID: WIMPLAST

Sub: Results of Postal Ballot – Notice dated 13th February, 2023

Dear Sir/ Madam,

This is further to our letter dated 22nd February, 2023 submitting the Postal Ballot Notice to the Members of the Company for:

- (i) Approval for Material Related Party Transaction(s) with Cello World Pvt. Ltd. (CWPL)
- (ii) Approval for giving loan(s) and/or to give guarantee(s) and/or provide security(ies) in connection with loan to be availed by Holding Company under Section 185 of the Companies Act, 2013.

In this regard, please note that Mr. Hemant S. Shetye (Membership No. FCS 2827; COP No. 1483), Designated Partner of M/s. HSPN & Associates LLP, Practising Company Secretaries, Mumbai, who was appointed as the Scrutinizer for the aforesaid Postal Ballot process has submitted his Report on 24th March, 2023. In accordance with the said Report, the members of the Company have approved the Resolutions as embodied in the Postal Ballot Notice dated 13th February, 2023, for –

- (i) Item No. 1: “Approval for Material Related Party Transaction(s) with Cello World Pvt. Ltd. (CWPL)” with a majority of 77.83%, votes as detailed under:-

Votes in favour of the resolution	20,03,613	77.83%
Votes against the resolution	5,70,851	22.17%
Invalid votes	66,88,531	*N.A.
Total	92,62,995	100.00%

**Invalid votes are not considered in total voting.*

- (ii) Item No. 2: "Approval for giving loan(s) and/or to give guarantee(s) and/or provide security(ies) in connection with loan to be availed by Holding Company under Section 185 of the Companies Act, 2013" with requisite majority of 78.62%, votes as detailed under:-

Votes in favour of the resolution	20,99,527	78.62%
Votes against the resolution	5,70,851	21.38%
Invalid votes	65,92,617	*N.A.
Total	92,62,995	100.00%

**Invalid votes are not considered in total voting.*

The results of the Postal Ballot were accordingly announced today.

We enclose herewith:

- Voting Results of Postal Ballot;
- Scrutinizer's Report;
- Certified True Copy of the resolution as approved by the Members

You are requested to kindly take above information on record.

Thanking you.

Yours faithfully,

For Wim Plast Limited

Darsha Adodra

Company Secretary & Compliance Officer
(Mem. No.: A32331)

Encl: A/a

Results of Postal Ballot [As per Regulation 44(3) of Listing Regulations]

Date of the Postal Ballot Notice	13 th February , 2023
Cut-off Date	17 th February, 2023
Total number of shareholders on cut-off date	9,492 Members
Voting Start Date	23 rd February, 2023
Voting End Date	24 th March, 2023
No. of shareholders present in the meeting either in person or through proxy	N.A.
Promoters and Promoter Group	-
Public	-
No. of Shareholders attended the meeting through Video Conferencing	N.A.
Promoters and Promoter Group	-
Public	-
No. of resolutions passed	2

Resolution Required : (Ordinary)			1 - Approval for Material Related Party Transaction(s) with Cello World Pvt. Ltd. (CWPL)					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes. *Promoters holding 6688531 shares had voted on the above Resolution, however being interested their votes were considered invalid.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes - in favour	No. of Votes - Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	6688531	*0	0.0000	*0	0	0.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		*0	0.0000	*0	0	0.0000	0.0000
Public Institutions	E-Voting	458523	457523	99.7819	0	457523	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		457523	99.7819	0	457523	0.0000	100.0000
Public Non Institutions	E-Voting	4856306	2116941	43.5916	2003613	113328	94.6466	5.3534
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2116941	43.5916	2003613	113328	94.6466	5.3534
Total		12003360	2574464	21.4479	2003613	570851	77.8264	22.1736

Results of Postal Ballot [As per Regulation 44(3) of Listing Regulations]

Resolution Required : (Special)			2 - Approval for giving loan(s) and/or to give guarantee(s) and/or provide security(ies) in connection with loan to be availed by Holding Company under Section 185 of the Companies Act, 2013					
Whether promoter/ promoter group are interested in the agenda/resolution?			Yes. *Promoters holding 6592617 shares had voted on the above Resolution, however being interested their votes were considered invalid.					
Category	Mode of Voting	No. of shares held	No. of votes polled	% of Votes Polled on outstanding shares	No. of Votes – in favour	No. of Votes – Against	% of Votes in favour on votes polled	% of Votes against on votes polled
		[1]	[2]	[3]=[2]/[1]*100	[4]	[5]	[6]=[4]/[2]*100	[7]=[5]/[2]*100
Promoter and Promoter Group	E-Voting	6688531	*95914	1.4340	*95914	0	100.0000	0.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		*95914	1.4340	*95914	0	100.0000	0.0000
Public Institutions	E-Voting	458523	457523	99.7819	0	457523	0.0000	100.0000
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		457523	99.7819	0	457523	0.0000	100.0000
Public Non Institutions	E-Voting	4856306	2116941	43.5916	2003613	113328	94.6466	5.3534
	Poll		0	0.0000	0	0	0.0000	0.0000
	Postal Ballot		0	0.0000	0	0	0.0000	0.0000
	Total		2116941	43.5916	2003613	113328	94.6466	5.3534
Total		12003360	2670378	22.2469	2099527	570851	78.6228	21.3772

Accordingly, the resolutions as set out in the Notice of Postal Ballot were passed with requisite majority.

For Wim Plast Limited

Darsha Adodra
Company Secretary & Compliance Officer
(Mem. No.: A32331)

SCRUTINIZER'S REPORT

To,
The Chairman,
Wim Plast Limited.
Corporate Office:- Corporate Avenue,
Sonawala Road,
Goregaon (East), Mumbai – 400 063.

Dear Sir,

Sub: Scrutinizer's Report on Postal Ballot conducted through Electronic Voting System as per Section 108 and Section 110 of the Companies Act, 2013 read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014.

WIM PLAST LIMITED ("the Company") vide, resolution passed by its Board of Directors at their meeting held on Monday, February 13, 2023, appointed Mr. Hemant S. Shetye (Membership No. FCS 2827 and COP No. 1483), Designated Partner, HSPN & Associates LLP, Practicing Company Secretary, Mumbai as the Scrutinizer to ensure that the process of Postal Ballot is conducted in the manner prescribed under Section 108 and Section 110 of the Companies Act, 2013 ("the Act") read with Rule 20 and Rule 22 of Companies (Management and Administration) Rules, 2014 (as amended).

As required under Section 110 of the Act read with Rule 22 of the Rules of Chapter VII, read with MCA General Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020, Circular No. 22/2020 dated June 15, 2020, Circular No. 33/2020 dated September 28, 2020, Circular No. 39/2020 dated December 31, 2020, Circular No. 10/2021 dated June 23, 2021, Circular No. 20/2021 dated December 8, 2021, Circular No. 03/2022 dated 5th May, 2022 and Circular No. 10/2022 dated December 28, 2022 issued by the Ministry of Corporate Affairs ("MCA") ("herein collectively referred to as MCA Circulars"), the Company has sent the Postal Ballot Notice dated Monday, February 13, 2023 and Explanatory Statement under Section 102 of the Companies Act, 2013 by email only to members who have registered their e-mail address with the Company/ Depositories.



As per the MCA Circulars, physical copies of the Notice, postal ballot forms and pre-paid business Reply Envelopes were not dispatched to the members for this Postal Ballot. Accordingly, the communication for the assent or dissent of the Members took place through remote e-voting system only.

The Company has published an advertisement on February 24, 2023 in Free Press Journal, an English Newspaper and in Gujarat Mitra, Gujarati newspaper regarding completion of dispatch of Notice of Postal Ballot on Wednesday, February 22, 2023 and also specifying therein the matters prescribed in the rules with regard to e-voting.

The Company has appointed M/s Link Intime India Private Limited for facilitating e-Voting to enable the members to cast their votes electronically (herein referred to as "Remote e-Voting"). Members whose names appeared on the Register of Members / List of Beneficial Owners as on the close of business hours on Friday, 17th February 2023 ("Cut-off date") were considered for the purpose of Remote e- Voting. The Remote e-Voting period commenced on Thursday, 23rd February 2023 (9.00 a.m.) IST and ended on Friday, 24th March 2023 (5.00 p.m.) IST.

Thereafter, the votes cast by the members under the Remote e-Voting facility were unblocked and downloaded from the e-voting website <https://instavote.linkintime.co.in/> in the presence of two witnesses who were not in employment of the Company.

The votes received electronically from members till Friday, 24th March 2023 (5.00 p.m.) IST being the last date and time fixed by the Company for postal ballot were considered for my scrutiny. In view of the same, the summary of Remote e-Voting confirmations received is given below:



Resolution No. 1: Special Business – Ordinary Resolution

Approval for Material Related Party Transaction(s) with Cello World Pvt. Ltd. (CWPL):

	Votes in favor of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favor and Against) (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favor and Against) (v =iv / (ii+iv) * 100)	
Approval for Material Related Party Transactions with Cello World Pvt. Ltd. (CWPL):	20,03,613	77.83%	5,70,851	22.17%	* 66,88,531

*** Note:**

1. In the above Resolution, 2 shareholders from Public Category had abstained from voting. However, subsequently on their requests stating that the mistake had happened inadvertently their voting was considered by me while compiling this Report.
2. Promoters had voted on the above Resolution, however being interested their votes were considered invalid.
3. The figures are rounded off upto 2 nearest decimals.

From the above summary, it is concluded that the Resolution has been passed with majority.

Resolution No.2: Special Business – Special Resolution

Approval for giving loan(s) and/or to give guarantee(s) and/or provide security(ies) in connection with loan to be availed by Holding Company under Section 185 of the Companies Act, 2013:

	Votes in favor of the Resolution		Votes against the Resolution		Invalid votes Nos. (vi)
	Nos. (ii)	As a % of total number of valid votes (Favor and Against) (iii=ii / (ii+iv) *100)	Nos. (iv)	As a % of total number of valid votes (Favor and	

HSPN & ASSOCIATES LLP

				Against) (v =iv/ (ii+iv) * 100)	
Approval for giving loan(s) and/or to give guarantee(s) and/or provide security(ies) in connection with loan to be availed by Holding Company under Section 185 of the Companies Act, 2013:	20,99,527	78.62%	5,70,851	21.38%	** 65,92,617

**** Note:**

1. In the above Resolution, 2 shareholders from Public Category had abstained from voting. However, subsequently on their requests stating that the mistake had happened inadvertently their voting was considered by me while compiling this Report.
2. Promoters had voted on the above Resolution, however only a member which is a related party, the votes of the said related party are considered invalid.
3. The figures are rounded off upto 2 nearest decimals.

From the above summary, it is concluded that the Resolution has been passed with requisite majority.

Thanking you,

Date: 24/03/2023

Place: Mumbai

ICSI UDIN: F002827D003318733


Peer Review No: 2507/2022

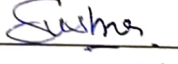


For HSPN & Associates LLP
Company Secretaries,

Mr. Hemant Shetye
Designated Partner
FCS No. -2827
COP No. -1483

Witness:

1. Mr. Ajay Ballal: 
206, 2nd Floor,
Tantia Jogani Industrial Estate,
J.R. Boricha Marg, Opp. Lodha Excelus,
Lower Parel East, Mumbai - 400011.

2. Ms. Sushma Mane: 
206, 2nd Floor,
Tantia Jogani Industrial Estate,
J.R. Boricha Marg, Opp. Lodha Excelus,
Lower Parel East, Mumbai - 400011.

To be counter signed by

PRADEEP
GHISULAL
RATHOD
RATHOD

Digitally signed by
PRADEEP GHISULAL
RATHOD
Date: 2023.03.25 14:48:05
+05'30'

Mr. Pradeep G. Rathod
CEO, Chairman & Managing Director

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS
OF THE COMPANY THROUGH POSTAL BALLOT ON 24TH MARCH, 2023**

**APPROVAL OF MATERIAL RELATED PARTY TRANSACTION(S) WITH
CELLO WORLD PVT. LTD. (CWPL)**

“RESOLVED THAT pursuant to the provisions of Regulation 23(4) and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (**“SEBI Listing Regulations”**), the applicable provisions of Section 188 and any other provisions of the Companies Act, 2013 along with the rules made thereunder and other applicable laws including any amendments, modifications, variations or re-enactments thereof, the Company’s Policy on Related Party Transactions and as per the recommendation/approval of the Audit Committee and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for entering into a transaction with Cello World Private Limited (CWPL), the Holding Company and a Related Party of the Company within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI Listing Regulations, which is in the ordinary course of business and at arm’s length basis and is detailed in the Explanatory Statement annexed to this notice, with respect to providing of loan for a maximum aggregate value not exceeding Rs. 100 crores (Rupees One Hundred Crores Only) (whether individual transaction or transactions taken together or series of transactions or otherwise) for a period of 2 (two) years, on such terms and conditions as approved by the Board of Directors and Audit Committee of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to the above resolution, any Director, Chief Financial Officer and Company Secretary and Compliance Officer, be and is hereby severally authorised to do all things and to take all incidental and necessary steps to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution and to do and perform or cause to be done all such acts, deeds, matters and things, as may be required or deemed necessary or incidental thereto, and to settle and finalize all issues, questions or difficulties that may arise in this regard, and delegate all or any of the powers herein conferred to any officer(s)/authority(ies)/person(s) of the Company, as may be necessary or expedient in its own discretion and in the best interest of the Company.

RESOLVED FURTHER THAT all actions taken by the Board of Directors/ Audit Committee in connection with matters referred to or contemplated in the foregoing resolutions, be and are hereby approved, ratified and confirmed in all respects.”

Certified True Copy

For Wim Plast Limited
Darsha Adodra
Company Secretary
(Mem. No.: A32331)

Date: 25th March, 2023

Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND SECTION 110 OF THE COMPANIES ACT, 2013 ANNEXED TO AND FORMING PART OF POSTAL BALLOT NOTICE

Item No. 1

Approval for Material Related Party Transaction(s) with Cello World Pvt. Ltd. (CWPL):

Pursuant to the provisions of Regulation 23(4) and other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), material related party transactions require prior approval of shareholders through a resolution.

For this purpose, as per clause (zc) of Regulation 2(1) read with the proviso to Regulation 23(1) of the SEBI Listing Regulations, a related party transaction will be considered ‘material’ if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceeds Rs. 1,000 Crore or 10% of the annual consolidated turnover of the listed company as per the last audited financial statements of the listed company, whichever is lower. The materiality threshold for the Company for this purpose shall be 10% of the annual consolidated turnover as per the last audited financial statements i.e., Rs. 31.88 Crores (Rupees Thirty one Crores Eighty-eight lakhs only). Since granting of loan to Ms. Cello World Pvt. Ltd. upto Rs. 100 Crores and other incidental transactions/ matters, exceed the aforesaid 10% threshold, it will be considered as a material related party transaction. Accordingly, prior approval of the shareholders is being sought.

Cello World Pvt. Ltd. (CWPL) is the holding Company of Wim Plast Limited and deals mainly in consumer products made out of glass, plastic and steel under the brand name of “Cello” and writing instruments under the brand name of “Unomax”. Mr. Pradeep G. Rathod (CEO, Chairman & Managing Director), Mr. Pankaj G. Rathod (Joint Managing Director) and Mr. Gaurav P. Rathod (Director) are Directors on the Board of Cello World Pvt. Ltd. and members.

The details concerning the proposed transaction in accordance with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and as required under SEBI circular dated November 22, 2021 bearing reference no. SEBI/HO/CFD/CMD1/CIR/P/2021/662, are as follows:

Sr. No.	Particulars	Details of transactions
1.	Name of the Related Party	Cello World Pvt. Ltd. (CWPL)
2.	Nature of Relationship [including Nature of concern or interest of the related party (financial/otherwise)]	Holding Company having common Promoter and Promoter Group & Directors (CWPL holds 54.92% of the equity share capital of the Company)
3.	Type, material terms & particulars of the proposed transaction	Providing loan to the tune of Rs. 100 Cr. (Rupees One Hundred Crores only)

4.	Tenure of the transaction	2 years
5.	Value of the proposed transaction	Rs. 100 Crores (Rupees One Hundred Crores only)
6.	Value of the proposed transaction in % to the Co.'s annual consolidated turnover for immediately preceding F.Y.	31.37% (to the consolidated turnover of Wim Plast Ltd. for F.Y. 22)
7.	Transaction related to providing loan(s)/advances(s) or securities for loan taken by a related party	
	(i) Details of the source of funds	Internal accruals
	(ii) If any financial indebtedness is incurred to make or give such loans/advances/securities for loan and Nature of Indebtedness/ Cost of Funds/ Tenure	Not Applicable as no indebtedness shall be incurred by the Company
	(iii) Applicable terms, including covenants, tenure, interest rate, repayment schedule, whether secured (nature of security) or unsecured	Unsecured loan repayable on demand with Interest rate linked to IDBI MCLR (Y) plus 0.75% on the date of lending, payable monthly on or before 10 th of the next month.
	(iv) Purpose for which funds will be utilized by CWPL	Expansion of principal business activities of the Company i.e. procurement and distribution of thermoware, vacuumware & household articles made out of plastic, steel & glass and also controls writing instruments business.
8.	Justification as to why the proposed transaction is in the interest of the Company	The Company has investible funds which currently are deployed in debt funds. The returns are not very attractive However, the Company is exploring various business opportunities but it seems difficult to deploy total investible surplus immediately. The returns on the proposed loan to the holding company is better when compared to current returns on the debt funds.
9.	Details about valuation report	Not Applicable
10.	Any advance paid or received for the transaction	NIL
11.	% of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis	13.52% (to the consolidated turnover of CWPL for F.Y. 22)
12.	Any other information that may be relevant	None

The proposed transaction with Cello World Pvt. Ltd. is on an arm's length basis and in the ordinary course of business. As the aggregate value of the proposed transactions to be placed with Cello World Pvt. Ltd. is likely to exceed 10% of the consolidated turnover of the Company as per the audited financial statements of the Company for the financial year ended March 31, 2022, the same would be considered as material related party transactions under Regulation 23 of the Securities and Exchange Board of India (Listing Obligations & Disclosure Requirements) Regulations 2015.

The Audit Committee and the Board is of the opinion that the aforesaid related party transaction is in the best interest of the Company. The Board recommends the Resolution as set out above for approval of the Shareholders by way of passing an Ordinary Resolution.

Pursuant to Regulation 23 of the SEBI Listing Regulations, all Material Related Party Transactions require approval of the Members by way of an Ordinary resolution and all entities falling under the definition of "Related Party" shall abstain from voting, irrespective of whether the entity is a party to the particular transaction or not. Hence, the Promoter entities of the Company shall abstain from voting for this resolution.

Except Mr. Pradeep G. Rathod (CEO, Chairman & Managing Director), Mr. Pankaj G. Rathod (Joint Managing Director) and Mr. Gaurav P. Rathod (Director) (who are also Directors on the Board of the CWPL) or their respective relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are in any way, financially or otherwise, concerned or interested in the above resolution, except to the extent of their shareholding in the Company.

Certified True Copy

For Wim Plast Limited
Darsha Adodra
Company Secretary
(Mem. No.: A32331)

Date: 25th March, 2023
Place: Mumbai

**CERTIFIED TRUE COPY OF THE RESOLUTION PASSED BY THE MEMBERS
OF THE COMPANY THROUGH POSTAL BALLOT ON 24TH MARCH, 2023**

**APPROVAL OF GIVING LOAN(S) AND/OR TO GIVE GUARANTEE(S)
AND/OR TO PROVIDE SECURITY(IES) IN CONNECTION WITH LOAN TO BE
AVAILED BY HOLDING COMPANY UNDER SECTION 185 OF THE
COMPANIES ACT, 2013.**

"RESOLVED THAT pursuant to the provisions of Section 185 and all other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Amendment) Act, 2017 (the "Act") and the Companies (Meeting of Board and its Powers) Rules, 2014 (including any statutory modification(s), clarification(s), substitution(s) or re-enactment(s) thereof for the time being in force), Articles of Association of the Company and subject to such other consents, permissions, approvals, as may be required in that behalf, consent of the Members of the Company, be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the "Board", which term shall be deemed to include, unless the context otherwise required, any Committee of the Board or any Director(s) or Officer(s) authorised by the Board to exercise the powers conferred on the Board under this resolution) for giving loan(s) in one or more tranches including loan represented by way of book debt (the "Loan") to, and/or giving of guarantee(s), and/or providing of security(ies) in connection with any Loan taken/to be taken by Cello World Pvt. Ltd., Holding Company of the Company, upto an aggregate sum not exceeding Rs.100 Crores (Rupees One Hundred Crores Only) at any point in time, in its absolute discretion deem beneficial and in the best interest of the Company, such that the aggregate of the loans so far made, the amount for which guarantees or securities so far provided to or in all other body corporate along with the investments, loans, guarantees or securities proposed to be made or given by the Company from time to time, will not exceed, at any time, the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013 and provided that such loans are utilized by the borrowing Company for its principal activities.

RESOLVED FURTHER THAT the Board be and is hereby authorised to undertake all such acts, deeds, matters & things and to take such steps, settle any queries, difficulties, doubts that may arise with regard to the aforesaid transaction and execute such agreements, documents and writings / instruments and to make such filings, as may be necessary or desirable for the purpose of giving effect to this resolution and for the matters connected therewith or incidental thereto in the best interest of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors of the Company (hereinafter referred to as "the Board", which term shall be deemed to include any committee thereof) be and is hereby authorized to negotiate, finalise and agree to the terms and conditions of the aforesaid Loans/ Guarantees/ Securities, and to take all necessary steps, to execute all such documents, instruments and writings and to do all necessary acts, deeds and things in order to comply with all the legal and procedural

Admin. Off.: Cello House, Corporate Avenue, 'B' Wing, 1st Floor,
Sonawala Road, Goregaon (E), Mumbai - 400 063, (India).

• T.: (022) 2686 3426 / 2686 3427 / 2686 4630

• E : wimplast@celloworld.com

• W : www.cellowimplast.com, www.cellobubbleguard.com



(An ISO 9001: 2008 Company)

formalities and to do all such acts, deeds or things incidental or expedient thereto and as the Board may think fit and suitable.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to file necessary returns/ forms with the Registrar of Companies and to do all such acts, deeds and things as may be considered necessary, incidental and ancillary in order to give effect to this Resolution.

RESOLVED FURTHER THAT all actions taken by the Board in connection with any matter referred to or contemplated in any of the foregoing resolution be and are hereby approved and confirmed.”

Certified True Copy

For Wim Plast Limited
Darsha Adodra
Company Secretary
(Mem. No.: A32331)

Date: 25th March, 2023
Place: Mumbai

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 AND SECTION 110 OF THE COMPANIES ACT, 2013 ANNEXED TO AND FORMING PART OF POSTAL BALLOT NOTICE

Item No. 2

Approval for giving loan(s) and/or to give guarantee(s) and/or provide security(ies) in connection with loan to be availed by Holding Company under Section 185 of the Companies Act, 2013:

Pursuant to Section 185 of the Companies Act, 2013 (as amended by the Companies (Amendment) Act, 2017, a Company may advance any loan including any loan represented by book debt, or give any guarantee or provide any security in connection with any loan taken by any entity(ies) covered under the category of 'a person in whom any of the director of the Company is interested' as specified in the explanation to Section 185(2)(b) of the Companies Act, 2013, after passing a special resolution in the general meeting.

Cello World Pvt. Ltd. (CWPL) is the holding Company of Wim Plast Limited. Mr. Pradeep G. Rathod (CEO, Chairman & Managing Director), Mr. Pankaj G. Rathod (Joint Managing Director) and Mr. Gaurav P. Rathod (Director) are Directors on the Board of Cello World Pvt. Ltd. and members.

CWPL is engaged in trading activities which deals mainly in consumer products made out of glass, plastic and steel under the brand name of "Cello" and writing instruments under the brand name of "Unomax". The Company has more diversified product portfolio and the range includes hydration, tableware, lunchboxes, containers, casseroles, vacuum flasks, etc.

The consolidated Turnover of the Company for the F.Y. ended March 31, 2022 is more than Rs. 700 Crores (Rupees Seven Hundred Crores only). As on date, CWPL has the following subsidiaries namely:

Sr. No.	Name of the Company	Nature of Relationship
1.	Cello Industries Private Limited	Wholly-owned subsidiary
2.	Cello Houseware Private Limited	Wholly-owned subsidiary
3.	Cello Household Products Private Limited	Wholly-owned subsidiary
4.	Unomax Stationery Private Limited	Wholly-owned subsidiary
5.	Cello Consumerware Private Limited	Wholly-owned subsidiary
6.	Wim Plast Limited	Subsidiary

CWPL has a nationwide coverage with strong salesmen team of more than 250 persons in 16 states and 1 UT, 300 direct distributors making available the products at more than 30,000 counters.

It is proposed to grant loan or give guarantee or provide security in respect of any loan granted to Cello World Pvt. Ltd., as and when required, upto an aggregate amount not exceeding Rs. 100 crore (Rupees One Hundred Crores) outstanding at any point of time. Full

Admin. Off.: Cello House, Corporate Avenue, 'B' Wing, 1st Floor,
Sonawala Road, Goregaon (E), Mumbai - 400 063, (India).

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• E : wimplast@celloworld.com

• W : www.cellowimplast.com, www.cellobubbleguard.com



(An ISO 9001: 2008 Company)

particulars of the said loan or guarantee or security to be provided shall be as per the terms and conditions specified in the table to the Explanatory Statement under Item No. 1.

The Board recommends the Resolution as set out above for approval of the Shareholders by way of passing a Special Resolution.

Except Mr. Pradeep G. Rathod (CEO, Chairman & Managing Director), Mr. Pankaj G. Rathod (Joint Managing Director) and Mr. Gaurav P. Rathod (Director) (who are also Directors on the Board of the CWPL) or their respective relatives, none of the other Directors, Key Managerial Personnel or their respective relatives are in any way, financially or otherwise, concerned or interested in the above resolution, except to the extent of their shareholding in the Company.

Certified True Copy

For Wim Plast Limited
Darsha Adodra
Company Secretary
(Mem. No.: A32331)

Date: 25th March, 2023
Place: Mumbai