



W.S. INDUSTRIES (INDIA) LIMITED

CIN: L29142TN1961PLC004568

Registered Office: 3rd Floor, New No.48, Old No.21, Savidhaanu Building, Casa Major Road,
Egmore, Chennai - 600008

NOTICE

NOTICE is hereby given that the 62nd Annual General Meeting (AGM) of the Company will be held on Tuesday, the 23rd September 2025, at 2.30 P.M. through Video Conference (VC) or Other Audio-Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS:

Item No. 1: Adoption of audited standalone and Consolidated financial statements of the Company for the financial year ended March 31, 2025, and the reports of the Board of Directors and Auditor thereon.

To consider and pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT the audited standalone and consolidated financial statements of the Company for the financial year ended March 31, 2025, along with Board’s Report, Independent Auditor’s Report thereon, Corporate Governance Report, Secretarial Auditor’s Report and other annexure and attachment therewith, as circulated to the members with the notice of the 62nd Annual General Meeting, be and are hereby received, considered, approved and adopted.”

Item No. 2: Re-appointment of Mr. Kalavar Vittal Rao Prakash, (DIN: 01085040), as a Director of the Company, liable to retire by rotation.

To consider and pass the following Resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to Section 152 and other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder, and the Articles of Association of the Company, Mr. Kalavar Vittal Rao Prakash, (DIN: 01085040), a Director retiring by rotation and being eligible has offered for reappointment, be and is hereby re-appointed as a Director of the Company, liable to retire by rotation.”

Item No. 3: Appointment of Statutory Auditors in Casual Vacancy caused by resignation of the existing Auditors.

To consider and pass the following Resolution as an **Ordinary Resolution**

“RESOLVED THAT pursuant to the provisions of Section 139(8) and other applicable provisions, if any, of the Companies Act, 2013, read with the rules made thereunder, and in accordance with the recommendation of the Audit Committee and approval of the Board of Directors, the appointment of M/s. P. Chandrasekar LLP, Chartered Accountants (FRN: 00580S/S200066), as Statutory Auditors of the Company, to fill the casual vacancy caused by the resignation of M/s. Brahmayya & Co., Chartered Accountants (FRN 000511S), with effect from 7th August 2025, and to hold office until the conclusion of this Annual General Meeting, be and is hereby approved.

RESOLVED FURTHER THAT in view of the fact that no statutory audit or review assignment fell due during the intervening period from their appointment by the Board of Directors from 23rd August 2025 until the conclusion of this Annual General Meeting, and as the same Auditors are proposed to be appointed at this Annual General Meeting for a term of five years, no separate remuneration be fixed to the Auditors for the said interim casual vacancy period.

RESOLVED FURTHER THAT any one of the Executive Directors, the Chief Financial Officer or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds, matters and things as may be necessary to give effect to this resolution, including filing necessary forms with the Registrar of Companies and making disclosures to the Stock Exchanges.”

W.S. INDUSTRIES (INDIA) LIMITED

Item No. 4: Appointment of Statutory Auditors for a Term of Five Years

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the rules made thereunder, and in accordance with the recommendation of the Audit Committee and approval of the Board of Directors, M/s. P. Chandrasekar LLP, Chartered Accountants (FRN: 00580S/S200066), be and are hereby appointed as Statutory Auditors of the Company for a term of five consecutive years, commencing from the conclusion of this Annual General Meeting until the conclusion of the Annual General Meeting to be held in the year 2030, at the following remuneration structure for the first year of their tenure (FY 2025–26):

Component	Amount (₹)
Statutory Audit Fee (annual)	₹ 20,00,000
Limited Review (₹1 lakh × 4)	₹ 4,00,000
Certification & Other Reports	At actuals
Out-of-Pocket Expenses	Reimbursable
Total (excluding GST)	₹ 24,00,000 + actuals

RESOLVED FURTHER THAT for the remaining years of their tenure (FY 2026–27 to FY 2029–30), the remuneration shall be fixed by the Board of Directors in consultation with the auditors.

RESOLVED FURTHER THAT any one of the Executive Directors, the Chief Financial Officer or the Company Secretary of the Company be and is hereby severally authorised to do all such acts, deeds and things as may be necessary to give effect to this resolution, including filing necessary forms with the Registrar of Companies and making requisite disclosures to the Stock Exchanges.”

SPECIAL BUSINESS:

Item No. 5: Ratification of the remuneration to the Cost Auditors for the year 2024-25, by passing the following as an Ordinary Resolution:

To consider and pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 148(2) of the Companies Act, 2013 and the rules made thereunder, the remuneration of ₹75000/- (Rupees Seventy-Five Thousand Only), plus applicable taxes and reimbursement of out-of-pocket expenses, to Mr. P Raju Iyer, Cost Accountant (Membership No. 6987), appointed as the Cost Auditor, by the Board to conduct audit of the cost accounting records for the financial year 2024-25 be and is hereby approved and ratified.

Item No. 6: Approval of the remuneration to the Cost Auditors for the year 2025-26, by passing the following as an Ordinary Resolution:

To consider and pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to Section 148(2) of the Companies Act, 2013 and the rules made thereunder, the remuneration of ₹75000/- (Rupees Seventy-Five Thousand Only), plus applicable taxes and reimbursement of out-of-pocket expenses, to Mr. P Raju Iyer, Cost Accountant (Membership No. 6987), appointed as the Cost Auditor, by the Board to conduct audit of the cost accounting records for the financial year 2025-26 be and is hereby approved.

Item No. 7: Approval of Appointment of M/s.Lakshmmi Subramanian & Associates, Practicing Company Secretaries, Chennai, as Secretarial Auditor of the Company:

To consider and pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 204 of the Companies Act, 2013 read with Rule 9 of the Companies



(Appointment and Remuneration of Managerial Personnel) Rules, 2014, and upon recommendation of the Audit & Compliance Committee and the Board of Directors, the appointment of M/s. Lakshmmi Subramanian and Associates, as the Secretarial Auditor, a Peer Reviewed Firm of Company Secretaries in Practice, having Registration No. S2006TN90700, as the Secretarial Auditor of the Company, for a period of five years i.e. to hold office from the conclusion of this Annual General Meeting of the Company (i.e. 62nd AGM) till the conclusion of 67th Annual General Meeting of the Company, be and is hereby approved to conduct the Secretarial Audit of the Company for a period of five consecutive financial years (i.e. from FY 2025-26 to FY 2029-30), in compliance with applicable laws.”

“RESOLVED FURTHER THAT the shareholders of the Company hereby approve the fixation of a maximum cap on remuneration payable to the Secretarial Auditor, M/s. Lakshmmi Subramanian and Associates, for a period of five consecutive financial years commencing from FY 2025-26 to FY 2029-30, as follows:

1. The maximum remuneration payable to the Secretarial Auditor (excluding other certifications) shall not exceed ₹ 5.00 lakhs (Rupees Five Lakh only) per financial year during the tenure of five years; and for the Financial Year 2025-26, the remuneration shall be ₹ 1.25 lakhs (Rupees One lakh Twenty-Five Thousand only).
2. The actual remuneration for each financial year shall be determined by the Board of Directors, considering the following parameters:
 - a. Scope, complexity, and regulatory framework applicable for Secretarial Audit in a particular financial year
 - b. Extent of compliance monitoring and reporting required, as mandated under SEBI Regulations / Companies Act.
 - c. Increase in regulatory obligations, governance responsibilities, and audit scope due to amendments in SEBI, Companies Act, and other applicable laws.
3. The annual remuneration for secretarial audit may be increased upto 10% per financial year, subject to review and approval by the Board of Directors, based on:
 - a. Increase in compliance workload and governance obligations.
 - b. Inflationary adjustments and benchmarking with industry standards.

Item No. 8: Adoption of New Memorandum of Association of the Company in conformity with the Companies Act, 2013 and modification of Object Clause to align with the current line of business

To consider and pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to the approval of the Registrar of Companies and such other statutory approvals, consents and permissions as may be necessary, the existing Memorandum of Association of the Company be and is hereby altered by adopting a new Memorandum of Association in conformity with Table A of Schedule I of the Companies Act, 2013, and to reflect the existing and proposed main business of the Company, particularly infrastructure development projects, in Clause III(A) thereof.

RESOLVED FURTHER THAT the new Memorandum of Association as placed before the meeting and initialled by the Chairman for the purpose of identification be and is hereby approved and adopted as the Memorandum of Association of the Company in substitution of the existing Memorandum of Association.

- I. Name of the Company:
W.S. INDUSTRIES (INDIA) LIMITED
- II. Registered Office:
The Registered Office of the Company will be situated in the State of Tamil Nadu.

III. Objects:

(a) The objects to be pursued by the company on its incorporation are:

1. To acquire, lease, develop, hold, construct, maintain, and deal in land, buildings, easements, rights and concessions necessary or desirable for infrastructure and allied business activities, and to engage in the business of real estate development and monetization in connection with infrastructure undertakings.
2. To act as contractors, subcontractors, developers, project managers, EPC contractors, technical consultants, operators, service providers, or advisors in relation to infrastructure and civil construction projects, including procurement, design, commissioning, operation, and maintenance of public or private sector infrastructure assets.
3. To develop, establish, operate, manage, and maintain sports and recreational facilities including but not limited to a golf course, golf academy, clubhouse, leisure parks, resorts, and ancillary amenities, and to undertake related activities such as landscaping, sports infrastructure development, subscription-based membership models, and formation and management of sports or social clubs, either independently or through joint ventures, subsidiaries, or special purpose vehicles
4. To provide consultancy, advisory, consultation, and support services in the fields of engineering, design, architecture, project management, and infrastructure planning, including feasibility studies, technical evaluations, DPR (Detailed Project Report) preparation, design development, construction supervision, quality control, and related professional services to public and private sector clients in India or abroad.
5. To undertake, develop, promote, invest in, operate, maintain, manage, lease, and execute infrastructure development projects, including but not limited to roads, highways, bridges, flyovers, expressways, railways, ports, airports, irrigation systems, water supply, sewerage, sanitation, urban infrastructure, industrial corridors, smart cities, renewable and non-renewable power projects, special economic zones, project development including, warehousing, residential and industrial, and related undertakings either directly or through subsidiaries, joint ventures, SPVs, PPPs or otherwise in India or abroad.
6. To carry on in India or abroad the business of manufacturing, processing, assembling, fabricating, importing, exporting, buying, selling, or otherwise dealing in any kind of goods, materials, machinery, equipment, components, or articles, whether finished, semi-finished, or raw, that are used in, support, or are incidental to infrastructure development, construction, power, transportation, engineering, industrial, or consumer sectors; and to engage in any manufacturing or industrial activity, whether directly or indirectly connected with the main business of the Company or as may be deemed expedient for strategic expansion or diversification.
7. To carry on business of electricians, electrical engineers and contractors, suppliers of electricity; manufacturer of and dealers in electric, magnetic, galvanic and other apparatus, mechanical engineers, suppliers of electric light, heat, sound and power, gas steam, oil or other power.
8. To carry on the business of contractors, builders, estimators, planners, designers, research workers, and dealers in civil, electrical, mechanical, automobile and railway equipment and to undertake and execute contracts for works involving the supply, erection, testing and the use of materials and machinery in all branches of engineering.

(b) Matters which are necessary for furtherance of the objects specified in clause (a) are:

1. To borrow or raise money in such manner as the Company shall think fit, and in particular by the issue of debentures, debenture stock (perpetual or otherwise), bonds, commercial papers, or other instruments, and to secure the repayment of any money borrowed, raised or owing by mortgage, charge, hypothecation, lien or otherwise upon the whole or any part of the Company's assets.



2. To invest and deal with the money of the Company not immediately required in such manner as may from time to time be determined, including in units, shares, stocks, bonds, debentures, mutual funds or other securities.
3. To enter into contracts, arrangements and agreements with any person, government, statutory body, public or private authority, company or institution necessary for carrying out the objects of the Company.
4. To open, maintain and operate bank accounts, and to draw, make, accept, endorse, discount, execute and issue cheques, promissory notes, bills of exchange, letters of credit, and other negotiable instruments.
5. To appoint agents, managers, employees, consultants, technical or financial advisors, or other professionals, and to provide for their remuneration and benefits.
6. To apply for and obtain any licenses, permissions, approvals, registrations or authorisations required for carrying on the business of the Company.
7. To subscribe, acquire, hold, transfer, or otherwise deal in shares, debentures, or securities of any other company engaged in similar or supporting businesses or activities.
8. To take over the business or undertaking of any company or person whose business is similar to or supports that of the Company, and to enter into arrangements for partnership, joint venture or collaboration with any person or body corporate.
9. To do all such other acts, deeds, matters and things as may be deemed incidental or conducive to the attainment of the above objects.
10. To amalgamate, merge, demerge, enter into joint ventures, arrangements, or other forms of restructuring with any company, body corporate, firm, association of persons, or other entity, whether in India or abroad, having objects altogether or in part similar to those of the Company, or which may conveniently be combined with the business of the Company, and to carry on or acquire all or any of the business, undertakings, properties, rights, assets, and liabilities of such entity, subject to applicable laws

IV. Liability Clause:

The liability of the members is limited and this liability is limited to the amount unpaid, if any, on the shares held by them.

V. Share Capital Clause:

The Authorised Share Capital of the Company is ₹125,00,00,000 (Rupees One Hundred Twenty-Five Crores) divided into 11,00,00,000 (Eleven Crores) equity shares of ₹10/- (Rupees Ten) each and 15,00,000 (Fifteen Lakhs) cumulative redeemable preference shares of ₹100/- (Rupees One Hundred) each

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary or expedient to give effect to the above resolution, including filing necessary forms and documents with the Registrar of Companies and making necessary entries in statutory records, and to accept and incorporate such modifications, if any, as may be required by the statutory authorities.”

Item No. 9: Approval of Remuneration to Executive Directors for the Period from 1st July 2025 to 30th September 2026

To consider and pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with Schedule V thereto and the applicable rules made thereunder, and in accordance with the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), including but not limited to Regulations 17(6)(e) and 23(1) thereof, and as recommended by the Nomination and Remuneration Committee and approved by the Audit Committee, the consent of the members of the

W.S. INDUSTRIES (INDIA) LIMITED

Company be and is hereby accorded for the monthly remuneration of ₹5,00,000/- (Rupees Five Lakhs only) along with the terms of remuneration mentioned in the Explanatory statement, (subject to applicable TDS), to each of the following Executive Directors of the Company for the period from 1st July 2025 to 30th September 2026:

Name	Designation
Mr. S. Nagarajan	Executive Chairman
Mr.C.K. Venkatachalam	Managing Director
Mr. S. Anandavadivel	Joint Managing Director
Mr. K.V. Prakash	Whole-time Director

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year during the term of appointment, the above remuneration along with the terms of remuneration mentioned in the Explanatory statement shall be treated as minimum remuneration and paid in accordance with the limits and conditions prescribed under Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT any Executive Director or Key Managerial Personnel of the Company be and are hereby severally authorised to take all necessary actions, execute documents, and make requisite regulatory filings to give effect to the foregoing resolutions.”

Item No. 10: Approval of Remuneration to Non-Executive Directors for the Period from 1st July 2025 to 30th September 2026

To consider and pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 197(1)(ii) and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) read with Schedule V thereto and the applicable rules made thereunder, and in accordance with Regulation 17(6)(a) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), and based on the recommendation of the Nomination and Remuneration Committee, the consent of the members of the Company be and is hereby accorded for the continuation of payment of existing consolidated quarterly remuneration along with the terms of remuneration mentioned in the Explanatory statement, (subject to TDS as applicable) to the following Non-Executive Directors (including Independent Directors) of the Company for the period from 1st July 2025 to 30th September 2026:

Name	Designation	Quarterly Remuneration (₹)
Mr. J. Sridharan	Independent Director	₹1,50,000
Mr. R. Karthik	Independent Director	₹1,50,000
Ms. Suguna Raghavan	Independent Director	₹ 60,000
Ms. Revathi Raghunathan	Independent Director	₹1,50,000

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year, the above remuneration shall be treated as minimum remuneration and paid in accordance with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of inadequacy or absence of profits in any financial year, the above remuneration shall be treated as minimum remuneration and paid in accordance with Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the aforesaid consolidated remuneration shall be exclusive of the existing sitting fees, which shall continue to be paid at ₹25,000/- per meeting (subject to applicable TDS) to all Non-Executive Directors (including Independent Directors) for attending meetings of the Board and its Committees.



RESOLVED FURTHER THAT such sitting fees shall not be treated as part of the managerial remuneration and are in accordance with Section 197(5) of the Companies Act, 2013.

RESOLVED FURTHER THAT any of the Executive Directors or Key Managerial Personnel of the Company be and are hereby severally authorised to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution.”

Item No. 11: Approval of Specific Related Party Transaction with M/s. Savidhaanu Projects Private Limited for a Fixed 9-Year Lease Tenure under Regulation 23 of SEBI LODR and Section 188 of the Companies Act, 2013

To consider and pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, read with SEBI Circular Nos.

- SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021,
- SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022, and
- SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022,

and in terms of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s), amendment(s), or re-enactment(s) thereof, for the time being in force), and based on the prior approval of the Audit Committee and the earlier approvals of the shareholders at the 60th Annual General Meeting held on 25th September 2023 and 61st Annual General Meeting held on 25th September 2024, the consent of the members of the Company be and is hereby accorded to enter into a specific material related party transaction with M/s. Savidhaanu Projects Private Limited (“SPPL”), a related party, for a fixed tenure of nine (9) years from 01st August 2023 to 31st July 2032, on the terms and conditions as detailed below:

S. No	Particulars	Details																																								
1.	Name of the Related Party	M/s. Savidhaanu Projects Private Limited (“SPPL”)																																								
2.	Nature of Transaction	Rental Agreement for fully furnished office space of 6,400 sq. ft. with car and two-wheeler parking at No. 21, Casa Major Road, Egmore, Chennai – 600008																																								
3.	Tenure of Approval	Specific approval for 9 (Nine) years, i.e., from 01st August 2023 to 31st July 2032																																								
4.	Value of Transaction	a) Base Monthly Rent: ₹4,03,200/- (₹63 per sq. ft.) for the first 3 years b) Maintenance Charges: ₹10 per sq. ft. per month (₹64,000/-) or as revised from time to time c) Utilities: Electricity, telephone, cable, and other utility charges on actuals d) GST: As applicable e) Advance: Nil																																								
5.	Escalation Clause	The rent payable by the Company to SPPL shall be enhanced by 15% every 3 years over the prevailing rent, for the entire duration of the 9-year lease term. The revised rental payable is detailed below. Rent Escalation Chart Note: All amounts are exclusive of GST. <table border="1"> <thead> <tr> <th>Period</th> <th>Monthly Rent (₹)</th> <th>Base Rate (₹/sq. ft.)</th> <th>Escalation (%)</th> </tr> </thead> <tbody> <tr> <td>Year 1 (01.08.2023 – 31.07.2024)</td> <td>₹4,03,200</td> <td>₹63.00</td> <td>–</td> </tr> <tr> <td>Year 2 (01.08.2024 – 31.07.2025)</td> <td>₹4,03,200</td> <td>₹63.00</td> <td>–</td> </tr> <tr> <td>Year 3 (01.08.2025 – 31.07.2026)</td> <td>₹4,03,200</td> <td>₹63.00</td> <td>–</td> </tr> <tr> <td>Year 4 (01.08.2026 – 31.07.2027)</td> <td>₹4,63,680</td> <td>₹72.45</td> <td>15% increase</td> </tr> <tr> <td>Year 5 (01.08.2027 – 31.07.2028)</td> <td>₹4,63,680</td> <td>₹72.45</td> <td>–</td> </tr> <tr> <td>Year 6 (01.08.2028 – 31.07.2029)</td> <td>₹4,63,680</td> <td>₹72.45</td> <td>–</td> </tr> <tr> <td>Year 7 (01.08.2029 – 31.07.2030)</td> <td>₹5,33,248</td> <td>₹83.32</td> <td>15% increase</td> </tr> <tr> <td>Year 8 (01.08.2030 – 31.07.2031)</td> <td>₹5,33,248</td> <td>₹83.32</td> <td>–</td> </tr> <tr> <td>Year 9 (01.08.2031 – 31.07.2032)</td> <td>₹5,33,248</td> <td>₹83.32</td> <td>–</td> </tr> </tbody> </table>	Period	Monthly Rent (₹)	Base Rate (₹/sq. ft.)	Escalation (%)	Year 1 (01.08.2023 – 31.07.2024)	₹4,03,200	₹63.00	–	Year 2 (01.08.2024 – 31.07.2025)	₹4,03,200	₹63.00	–	Year 3 (01.08.2025 – 31.07.2026)	₹4,03,200	₹63.00	–	Year 4 (01.08.2026 – 31.07.2027)	₹4,63,680	₹72.45	15% increase	Year 5 (01.08.2027 – 31.07.2028)	₹4,63,680	₹72.45	–	Year 6 (01.08.2028 – 31.07.2029)	₹4,63,680	₹72.45	–	Year 7 (01.08.2029 – 31.07.2030)	₹5,33,248	₹83.32	15% increase	Year 8 (01.08.2030 – 31.07.2031)	₹5,33,248	₹83.32	–	Year 9 (01.08.2031 – 31.07.2032)	₹5,33,248	₹83.32	–
Period	Monthly Rent (₹)	Base Rate (₹/sq. ft.)	Escalation (%)																																							
Year 1 (01.08.2023 – 31.07.2024)	₹4,03,200	₹63.00	–																																							
Year 2 (01.08.2024 – 31.07.2025)	₹4,03,200	₹63.00	–																																							
Year 3 (01.08.2025 – 31.07.2026)	₹4,03,200	₹63.00	–																																							
Year 4 (01.08.2026 – 31.07.2027)	₹4,63,680	₹72.45	15% increase																																							
Year 5 (01.08.2027 – 31.07.2028)	₹4,63,680	₹72.45	–																																							
Year 6 (01.08.2028 – 31.07.2029)	₹4,63,680	₹72.45	–																																							
Year 7 (01.08.2029 – 31.07.2030)	₹5,33,248	₹83.32	15% increase																																							
Year 8 (01.08.2030 – 31.07.2031)	₹5,33,248	₹83.32	–																																							
Year 9 (01.08.2031 – 31.07.2032)	₹5,33,248	₹83.32	–																																							

W.S. INDUSTRIES (INDIA) LIMITED

RESOLVED FURTHER THAT the Board of Directors, or any Committee thereof, or the Chief Financial Officer, or the Company Secretary of the Company, be and are hereby severally authorised to negotiate, finalise, and execute all agreements, deeds, documents, and instruments, and to do all such acts, deeds, matters and things as may be required or deemed necessary in order to give effect to this resolution, including settling any questions, difficulties, or doubts that may arise in this regard.”

Item No. 12: Approval for Material Related Party Transactions with M/s. CMK Projects Private Limited, M/s. V. Sathyamoorthy & Co, M/s. Trineva Infra Projects Private Limited, and M/s. Renaatus Projects Private Limited

To consider and pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), read with:

- SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021,
- SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022 (particularly Paragraph 6(A) regarding validity of omnibus RPT approvals),
- SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022,

and in accordance with Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), and based on the prior approval of the Audit Committee and the Board of Directors of the Company, consent of the members be and is hereby accorded to enter into material related party transactions, whether individually or in aggregate, with:

- M/s. CMK Projects Private Limited
- M/s. V. Sathyamoorthy & Co
- M/s. Trineva Infra Projects Private Limited
- M/s. Renaatus Projects Private Limited

relating to contracts, sub-contracts, investment arrangements (including deposits), execution of infrastructure and construction projects (supply and/or service based), including participation in direct or back-to-back orders from Government or private sector entities, for a total cumulative value not exceeding ₹1,000 Crores (Rupees One Thousand Crores only), during the period from 23rd September 2025 up to the date of the next Annual General Meeting or 15 months from this AGM, whichever is earlier, as an omnibus shareholder approval, as permitted under the above SEBI circulars.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof), Chief Financial Officer, and Company Secretary of the Company be and are hereby severally authorised to negotiate, finalise and execute all agreements, contracts, deeds and documents and do all such acts, deeds, matters and things as may be necessary or desirable in order to give effect to this resolution, including any modification(s) thereto or to settle any questions, difficulties or doubts that may arise in this regard.”

Item No. 13: Approval for Material Related Party Transactions with M/s. CMK Projects Private Limited, M/s. V. Sathyamoorthy & Co, M/s. Trineva Infra Projects Private Limited, M/s. Renaatus Projects Private Limited, M/s. Renaatus Procon Private Limited, M/s. Savidhaanu Centering Works, and M/s. Aura Power Private Limited

To consider and pass the following Resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), read with:

- SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021,
- SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022 (particularly Paragraph 6(A) regarding validity of omnibus RPT approvals),
- SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022,

and in accordance with Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), and based on the prior approval of the Audit Committee and the Board of Directors of the Company, consent of the members be and is hereby accorded to enter into material related party transactions, whether individually or in aggregate, with the following related parties:

- M/s. CMK Projects Private Limited
- M/s. V. Sathyamoorthy & Co
- M/s. Trineva Infra Projects Private Limited
- M/s. Renaatus Projects Private Limited
- M/s. Renaatus Procon Private Limited
- M/s. Savidhaanu Centering Works
- M/s. Aura Power Private Limited

for the following nature of transactions:

- (i) Purchase of goods and services;
- (ii) Reimbursement of expenses; and
- (iii) Any other arrangements relating to infrastructure, construction, and other projects of the Company, both present and future.

The total cumulative value of such transactions with all the above related parties shall not exceed ₹300 Crores (Rupees Three Hundred Crores only), comprising:

- Purchase of goods and services: ₹200 Crores
- Reimbursement of expenses: ₹50 Crores
- Other project-related arrangements: ₹50 Crores

Such transactions shall be entered into during the period commencing from 23rd September 2025 and continuing up to the date of the next Annual General Meeting of the Company, or for a period of 15 months from the date of this resolution, whichever is earlier, and shall be treated as an omnibus shareholders' approval as permitted under the aforesaid SEBI circulars.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof), Chief Financial Officer, and Company Secretary of the Company be and are hereby severally authorised to negotiate, finalise and execute all agreements, contracts, deeds and documents and to do all such acts, deeds, matters and things as may be necessary or desirable to give effect to this resolution, including any modification(s) thereto, or to settle any questions, difficulties or doubts that may arise in this regard.”

Item No. 14: Approval for related party transactions with M/s.CMK Projects Private Limited, M/s. Renaatus projects private limited, M/s. Trineva Infra Projects Private Limited and Promoter-Directors

To consider and pass the following Resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”), read with:

- SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021,
- SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022 (particularly Paragraph 6(A) regarding validity of omnibus RPT approvals),
- SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022,

and in accordance with Section 188 and other applicable provisions, if any, of the Companies Act, 2013, read with Section 186 of the Companies Act, 2013 and the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s), amendment(s), or re-enactment(s) thereof for the time being in force), and

W.S. INDUSTRIES (INDIA) LIMITED

based on the prior approval of the Audit Committee and the Board of Directors of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company to enter into related party transactions, whether individually or in aggregate, with:

- M/s. CMK Projects Private Limited,
- M/s. Renaatus Projects Private Limited,
- M/s. Trineva Infra Projects Private Limited, and
- Promoter-Directors:
 - o Mr. S. Nagarajan,
 - o Mr. C.K. Venkatachalam,
 - o Mr. S. Anandavadivel, and
 - o Mr. K.V. Prakash,

for borrowing funds in one or more tranches for the Company's business, including payment of interest at prevailing bank interest rates or effective yield on government securities, for a cumulative value not exceeding ₹300 Crores (Rupees Three Hundred Crores only), during the period commencing from 23rd September 2025 up to the date of the next Annual General Meeting or 15 months from the date of this resolution, whichever is earlier.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof), Chief Financial Officer, and Company Secretary be and are hereby severally authorised to negotiate, finalise and execute all agreements, documents and writings, and to do all such acts, deeds and things as may be necessary or expedient to give effect to this resolution, including any modifications or to resolve any doubt or question arising in this regard”

BY ORDER OF THE BOARD
For W.S. INDUSTRIES (INDIA) LIMITED

SEYYADURAI NAGARAJAN
CHAIRMAN
DIN:07036078

Place: Chennai
Date: 23rd August, 2025

NOTES:

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/ HO/ CFD/CFDPoD-2/ P/ CIR/ 2024/ 133 dated October 3, 2024 (“SEBI Circular”) and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold AGM through Video Conferencing (VC) or other audio-visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, AGM shall be conducted through VC / OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the /AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. The Company has appointed Mr. M. Rathnakumar, Proprietor of M/s. M. Rathnakumar & Co, Practising Company Secretaries, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.wsindustries.in . The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 17th September 2025 to 23rd September 2025 (both days inclusive).
9. Pursuant to Section 101 and Section 136 of the Companies Act 2013 read with relevant Companies (Management and Administration Rules), 2014 companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository, To support the 'Green Initiative' Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e- mail address to M/s. Integrated Registry Management Services Private Limited, 2nd Floor, 'Kences Towers', No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai – 600 017.
10. **Option to Pose Questions:**

In terms of MCA General Circular No. 14/2020, shareholders are provided the facility to either pose questions during the Annual General Meeting (AGM) or submit their questions in advance. The Circular mandates that a company may provide any one of these options. The Company has decided to provide the facility for shareholders to submit their questions in advance.

Shareholders who wish to submit questions may do so at least seven (7) days before the meeting, i.e., on or before 16th September 2025, by sending their queries along with their name, DP ID and Client ID or folio number, email ID, and mobile number to sectl@wsigroup.in.

The Company will suitably address all such questions during the AGM. Shareholders are encouraged to submit their queries in advance to facilitate proper and informed responses at the meeting.
11. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
12. Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), information in respect of the Directors seeking appointment/re-appointment at the Annual general Meeting is furnished in the explanatory statement.
13. All documents referred to in the accompanying Notice shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.

* * * * *

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No. 3

The Statutory Auditors of the Company, M/s. Brahmayya & Co., Chartered Accountants (FRN 000511S), resigned with effect from 7th August 2025 citing preoccupation with other professional engagements, resulting in a casual vacancy in the office of Statutory Auditors.

In terms of Section 139(8) of the Companies Act, 2013, such a vacancy caused by resignation can be filled by the Board of Directors within 30 days, but the appointment is also required to be approved by the shareholders at a general meeting convened within three months of such resignation. Accordingly, based on the recommendation of the Audit Committee, the Board of Directors at its meeting held on 23rd August 2025 appointed M/s. P. Chandrasekar LLP, Chartered Accountants (FRN:000580S/S200066), to fill the said casual vacancy until the conclusion of this Annual General Meeting.

Since no statutory audit or review assignments fell due during the intervening period between their Board appointment (23rd August 2025) and this Annual General Meeting (23rd September 2025), and as the same Auditors are proposed to appointed for the term of five years, no separate remuneration is fixed for this interim casual vacancy period.

The approval of the members is therefore sought for confirming the appointment of M/s. P. Chandrasekar LLP as Statutory Auditors of the Company to fill the casual vacancy until the conclusion of this Annual General Meeting, without any remuneration for this interim period.

The Board recommends the resolution set out in the Notice for approval of the members as an Ordinary Resolution.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are concerned or interested in the resolution.

Item No. 4

As mentioned in the preceding item, M/s. P. Chandrasekar LLP, Chartered Accountants (FRN:000580S/S200066), were appointed by the Board of Directors on 23rd August 2025 to fill the casual vacancy caused by the resignation of M/s. Brahmayya & Co., Chartered Accountants (FRN 000511S), until the conclusion of this Annual General Meeting.

In terms of Section 139 of the Companies Act, 2013, it is now proposed to appoint M/s. P. Chandrasekar LLP as Statutory Auditors of the Company for a fresh term of five consecutive years, commencing from the conclusion of this AGM until the conclusion of the AGM to be held in the year 2030.

The proposed remuneration for the first year of their tenure (FY 2025–26) is as follows:

- Statutory Audit Fee – ₹20,00,000 per annum;
- Limited Review Fee – ₹1,00,000 per quarter (₹4,00,000 per annum);
- Certification & Other Reports – At actuals, as and when undertaken;
- Out-of-Pocket Expenses – Reimbursable at actuals;
- All amounts are exclusive of applicable GST.

For the remaining years of their tenure (FY 2026–27 to FY 2029–30), the Board of Directors shall be authorised to fix the remuneration in consultation with the auditors.

Brief Profile of M/s. P. Chandrasekar LLP

- **Established:** 1988 (converted into LLP in 2017).
- **Partners:** 11 partners, supported by a team of ~80 professionals.
- **Offices:** Chennai, Bangalore, Mumbai, Hyderabad.
- **Empanelments:** CAG, RBI, LIC, NABARD, SEBI, NHAI, major banks.

- **Expertise:** Audit & assurance, internal controls, forensic audits, system audits, Ind AS compliance, taxation, and capital market advisory.
- **Select Clients:** Kothari Sugars, Sandur Manganese, NLC India Ltd, Repco Home Finance, Apollo Sindoori Hotels, Chennai Port Trust, BSNL, BEML, HAL.

Peer Review Compliance

The proposed Statutory Auditors, M/s. P. Chandrasekar LLP, Chartered Accountants (LLPIN: AAJ-5668), hold a valid Peer Review Certificate issued by the Institute of Chartered Accountants of India (ICAI), in compliance with Regulation 33(d) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The certificate is valid as on the date of their proposed appointment and shall remain valid at the time of signing audit reports during their tenure.

The Board of Directors, based on the recommendation of the Audit Committee, considered the credentials and experience of M/s. P. Chandrasekar LLP suitable for appointment as the Statutory Auditors of the Company and recommends the resolution set out in the Notice for approval of the members as an **Ordinary Resolution**.

None of the Directors, Key Managerial Personnel of the Company, or their relatives is concerned or interested in this resolution.

Item Nos. 5 and 6: Ratification / Approval of Remuneration to the Cost Auditor for the Financial Years 2024–25 and 2025–26

The Board of Directors, on the recommendation of the Audit Committee, has approved the appointment of Mr. P. Raju Iyer, Cost Accountant (Membership No. 6987), as the Cost Auditor of the Company for conducting the audit of the cost accounting records maintained by the Company for the financial years 2024–25 and 2025–26.

In terms of Section 148(3) of the Companies Act, 2013 read with Rule 14 of the Companies (Audit and Auditors) Rules, 2014, the remuneration payable to the Cost Auditor, as recommended by the Audit Committee and approved by the Board of Directors, is required to be ratified/approved by the shareholders.

Accordingly, the Board has approved the remuneration of ₹75,000/- (Rupees Seventy-Five Thousand only) plus applicable taxes and reimbursement of out-of-pocket expenses, for each of the financial years 2024–25 and 2025–26, respectively, subject to ratification/approval by the members at the general meeting.

The resolutions at Item Nos. 5 and 6 of the accompanying Notice seek the approval of the shareholders for ratifying and approving the remuneration of the Cost Auditor as mentioned above.

None of the Directors, Key Managerial Personnel of the Company, or their relatives are, in any way, concerned or interested, financially or otherwise, in the said Resolutions.

The Board recommends the Resolutions set forth in Item Nos. 5 and 6 for approval of the Members as **Ordinary Resolutions**.

Item No. 7

Pursuant to the provisions of Section 204 of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, every listed entity is required to obtain a Secretarial Audit Report from a Company Secretary in Practice. The Board of Directors, based on the recommendation of the Audit & Compliance Committee, has proposed the appointment of M/s. Lakshmmi Subramanian & Associates, a Peer Reviewed Firm of Practising Company Secretaries, Chennai, as the Secretarial Auditor of the Company for a period of five (5) consecutive financial years, i.e., from FY 2025–26 to FY 2029–30.

Brief Profile of M/s. Lakshmmi Subramanian & Associates, a Peer Reviewed Firm of Practising Company Secretaries, Chennai, (LSA) :

LSA, established in 1989 by Ms. Lakshmmi Subramanian and later converted into a partnership firm, is a reputed firm of corporate law professionals providing end-to-end company secretarial and legal advisory services. Headquartered in Chennai with a team of partners and professionals, the firm has advised clients across southern India and beyond,

and has been recognized by Bloomberg among the top IPO advisers in the 1st Quarter of 2012. LSA has handled complex matters before SEBI, RBI, Enforcement Directorate, and the Supreme Court, and is widely known for its integrity, practical solutions, and expertise in corporate laws, mergers and acquisitions, capital market transactions, and regulatory approvals.

The Secretarial Auditor shall hold office from the conclusion of the 62nd Annual General Meeting until the conclusion of the 67th Annual General Meeting.

In order to bring transparency and shareholder oversight, it is also proposed to approve the maximum remuneration payable to the Secretarial Auditor during the said term as follows:

1. For FY 2025–26, the remuneration shall be ₹1.25 lakhs (Rupees One Lakh Twenty-Five Thousand only).
2. For subsequent years, the annual remuneration shall not exceed ₹5.00 lakhs per year (excluding other certifications), with a maximum annual increase in secretarial audit of up to 10%, subject to review and approval by the Board of Directors based on:
 - o Scope and complexity of audit work,
 - o Changes in compliance and governance framework,
 - o Inflationary trends and benchmarking with industry standards.

The Board believes that the continued engagement of M/s. Lakshmmi Subramanian & Associates will support the Company in discharging its corporate governance and statutory compliance obligations more effectively.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the **Ordinary Resolution** set forth in Item No. 7 for the approval of the members.

Item No. 8

The Company was originally incorporated with its main objects related to manufacturing. Over the years, the Company has diversified and is presently engaged in infrastructure development projects, both directly and indirectly, as its principal line of business.

To reflect the current and future business operations of the Company more appropriately and to align the Memorandum of Association (MOA) with the provisions of the Companies Act, 2013, the Board of Directors proposes to adopt a new Memorandum of Association as per Table A of Schedule I of the Companies Act, 2013. The revised MOA sets out the main object of the Company as infrastructure development and incorporates the necessary modifications in the ancillary and other clauses accordingly.

This alteration and adoption of the new MOA requires the approval of shareholders by way of a Special Resolution under Section 13 of the Companies Act, 2013.

A copy of the draft Memorandum of Association is available for inspection at the registered office of the Company during business hours and also placed on the Company's website.

The Board recommends the **Special Resolution** set forth in Item No. 8 for the approval of the members.

None of the Directors or Key Managerial Personnel of the Company or their relatives are, in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 9

The Company proposes to the remuneration of ₹5,00,000/- per month along with the following terms of remuneration mentioned herein below to each of the Executive Directors, who have been instrumental in driving the Company's strategic turnaround and operational realignment:

- Provident Fund & Gratuity as per the Company rules, subject to applicable income tax provisions.
- Provision of Company owned and maintained cars in line with the Company's business profile.

The total annual remuneration of ₹2.40 crores exceeds:

- 10% of the Company's net profits of ₹7.13 crores under Section 198 of the Act (₹71.30 lakhs);
- The 5% threshold applicable under Regulation 17(6)(e) of SEBI LODR (₹35.65 lakhs).

Hence, special resolution of the shareholders is required under:

- Section 197 read with Schedule V of the Companies Act, 2013; and
- Regulation 17(6)(e) of SEBI LODR.

In view of the promoter status of the Executive Directors, this remuneration also qualifies as a Related Party Transaction under Regulation 23(1) of SEBI LODR. However, as the transaction amount (₹2.40 crores) is below the materiality threshold of 10% of turnover (₹23.90 crores), no separate approval is required under Regulation 23(4).

Further, in case of inadequacy or absence of profits in any financial year, the aforesaid remuneration including terms of remuneration mentioned, shall be treated as minimum remuneration in accordance with Schedule V to the Act.

The Board recommends the Special Resolution set forth in Item No. 9 for the approval of the members.

All Executive Directors and their relatives are deemed to be concerned or interested in this resolution.

Disclosure under Schedule V, Part II, Section II of the Companies Act, 2013

Pursuant to the provisions of Schedule V, Part II, Section II of the Companies Act, 2013, certain disclosures are required to be made in the Notice convening the General Meeting in case of absence or inadequacy of profits. As the Company has inadequacy of profits for the current financial year, the following disclosures are provided:

I. General Information

S. No.	Particulars	Details
1	Nature of Industry	The Company is engaged in Infrastructure Development, IT / ITES Enabled Services, and EPC projects.
2	Date or expected date of commencement of commercial production	Aforesaid business activities were commenced, following takeover by the new management on 10/06/2022
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial Performance based on given indicators:	(₹ in Crores)

Financial Indicators	2024–2025	2023–2024	2022–2023
Net Turnover	239.04	326.38	79.67
EBITDA	15.98	159.40	7.66
PBT	7.13	152.73	19.65
PAT	(15.27)	163.34	19.65
Dividend (%)	–	–	–

5. Foreign Investments or collaborations, if any -Not Applicable

W.S. INDUSTRIES (INDIA) LIMITED

II. Information about the Appointees

S. No.	Particulars	S. Nagarajan Executive Chairman	C.K. Venkatachalam Managing Director	S. Anandavivel Joint Managing Director	K.V. Prakash Whole-Time Director
1	Background Details	Graduate in Civil Engineering, 25+ years' experience in Infrastructure, Roads, Hospitality, Real Estate and Mining.	B.Tech, 18+ years' experience in government & industrial projects, civil works; Secretary, Builders Engineering College.	Entrepreneur, 18+ years' experience in infrastructure, industrial & road projects; Correspondent, Builders Engineering College.	B.Sc., Co-founder of Pelican Group; 24+ years' experience in Capital Markets, Corporate Advisory & Real Estate.
2	Past Remuneration	Consolidated remuneration of ₹5,00,000 per month (₹60,00,000 p.a.) for each			
3	Recognition or Awards	Nil	Nil	Nil	Nil
4	Job Profile and Suitability	Provides overall strategic leadership, drives growth, governance, and execution of large-scale infra & real estate projects.	Responsible for strategic planning & execution of EPC projects, leveraging 18+ years' experience.	Leads infra & industrial operations, execution, and expansion with entrepreneurial experience.	Manages day-to-day affairs, supervises operations, ensures timely project execution & stakeholder coordination.
5	Remuneration Proposed	₹5,00,000 per month w.e.f. 01.07.2025 to 30.09.2026 plus: <ul style="list-style-type: none"> • Provident Fund & Gratuity as per the Company rules, subject to applicable income tax provisions. • Provision of Company owned and maintained cars in line with the Company's business profile. 			
6	Comparative Remuneration with Industry	Commensurate with industry standards and his 25+ years' leadership.	Aligned with industry standards & technical expertise.	In line with industry norms & proven entrepreneurial record.	Commensurate with industry & his 24+ years' experience in real estate & advisory.
7	Pecuniary Relationship with the Company	Except for remuneration, Nil	Except for remuneration, Nil	Except for remuneration, Nil	Except for remuneration, Nil

III. Other Information

S. No.	Particulars	Details
1	Reasons for loss or inadequate profits	The Company operates in the infrastructure and construction sector where revenue and profitability depend on project receipts and execution. Delays in receipt of fresh orders, competitive bidding pressures, and extended project timelines have led to inadequate profits.
2	Steps taken or proposed to be taken for improvement	Focus on securing new contracts, diversifying project portfolio, and strengthening cost and resource efficiency measures.
3	Expected increase in productivity and profits in measurable terms	Improved order book and efficient execution expected to enhance productivity and profitability in the forthcoming years.

IV. Disclosures

S. No.	Particulars	Details
1	All elements of remuneration package	Salary, provident fund, gratuity and company car.
2	Fixed component and performance-linked incentives	Not Applicable
3	Service contracts, notice period, severance fees	As per terms of appointment
4	Stock Options	Not Applicable

Item No. 10

The Company continues to benefit from the strategic oversight and governance contributions of its Non-Executive Directors during its business restructuring and growth phase. It is proposed to continue the current remuneration structure as detailed above.

The aggregate annual remuneration to Non-Executive Directors is expected to exceed 1% of net profits (₹7.13 lakhs). Hence, special resolution is required under:

- Section 197(1)(ii) of the Companies Act, 2013; and
- Regulation 17(6)(a) of SEBI LODR.

In case of inadequacy or absence of profits, such remuneration will be paid in accordance with the provisions of Schedule V to the Act as minimum remuneration.

It is also clarified that the consolidated quarterly remuneration proposed herein is over and above the existing sitting fees of ₹25,000 per meeting paid to Non-Executive Directors for attending Board and Committee meetings. These sitting fees are in accordance with Section 197(5) of the Companies Act, 2013 and do not form part of managerial remuneration, and hence do not require separate shareholder approval.

The Board recommends the **Special Resolution** set forth in Item No. 10 for the approval of the members.

All Non-Executive Directors and their relatives are deemed to be interested in the resolution to the extent of their remuneration.

Disclosure under Schedule V, Part II, Section II of the Companies Act, 2013

Pursuant to the provisions of Schedule V, Part II, Section II of the Companies Act, 2013, certain disclosures are required to be made in the Notice convening the General Meeting in case of absence or inadequacy of profits. As the Company has inadequacy of profits for the current financial year, the following disclosures are provided:

I. General Information

S. No.	Particulars	Details
1	Nature of Industry	The Company is engaged in Infrastructure Development, IT / ITES Enabled Services, and EPC projects.
2	Date or expected date of commencement of commercial production	Aforesaid business activities were commenced, following takeover by the new management on 10/06/2022
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not Applicable
4	Financial Performance based on given indicators:	(₹ in Crores)

W.S. INDUSTRIES (INDIA) LIMITED

Financial Indicators	2024–2025	2023–2024	2022–2023
Net Turnover	239.04	326.38	79.67
EBITDA	15.98	159.40	7.66
PBT	7.13	152.73	19.65
PAT	(15.27)	163.34	19.65
Dividend (%)	–	–	–

5 Foreign Investments or collaborations, if any - Not Applicable

II. Information about the Appointees

S. No.	Particulars	J. Sridharan Independent Director	R. Karthik Independent Director	Revathi Raghunathan Independent Director	Suguna Raghavan Independent Director
1	Background Details	Finance professional with 30+ years of experience in Banking, Finance, Treasury, Relationship and Foreign Exchange.	Engineer with 30+ years of experience in project management and leadership across organizations.	FCA, CISA, DISA with 20+ years of experience in practice, consulting and teaching in audit, IT systems and governance.	Professional associated with CSIR for 30+ years; experience in scientific research, innovation and corporate governance.
2	Past Remuneration	₹1,50,000 per quarter (₹6,00,000 p.a.) + sitting fees ₹25,000 per meeting.	₹1,50,000 per quarter (₹6,00,000 p.a.) + sitting fees ₹25,000 per meeting.	₹1,50,000 per quarter (₹6,00,000 p.a.) + sitting fees ₹25,000 per meeting.	₹60,000 per quarter (₹2,40,000 p.a.) + sitting fees ₹25,000 per meeting.
3	Recognition or Awards	Nil	Nil	Nil	Nil
4	Role & Suitability	Provides independent oversight in finance, treasury and compliance	Provides strategic guidance in project execution and engineering.	Advises on audit, governance and regulatory compliance.	Provides insights from scientific research and innovation to governance
5	Remuneration Proposed	₹1,50,000 per quarter + sitting fees ₹25,000 per meeting.	₹1,50,000 per quarter + sitting fees ₹25,000 per meeting.	₹1,50,000 per quarter + sitting fees ₹25,000 per meeting.	₹60,000 per quarter + sitting fees ₹25,000 per meeting.
6	Comparative Profile	In line with industry norms for Independent Directors of listed mid-size infra companies.	Comparable to peer companies; aligned with engineering & management expertise.	In line with norms for Independent Directors with audit/governance background.	Commensurate with her professional background and role on corporate boards.
7	Pecuniary Relationship with the Company	None, other than sitting fees and proposed remuneration.			

III. Other Information

S. No.	Particulars	Details
1	Reasons for loss or inadequate profits	The Company operates in the infrastructure and construction sector where revenues and profitability depend on receipt and execution of project orders. Delay in fresh orders, competitive bidding pressures and extended project timelines have led to inadequate profits during the year.
2	Steps taken or proposed to be taken for improvement	Securing new contracts, diversifying project portfolio and strengthening cost efficiency.
3	Expected increase in productivity and profits in measurable terms	Improved order book and efficient project execution expected to enhance productivity and profitability in the forthcoming years.

IV. Disclosures

S. No.	Particulars	Details
1	All elements of remuneration package	Consolidated remuneration comprising quarterly fees and sitting fees.
2	Details of fixed component and performance linked incentives	Not Applicable
3	Service contracts, notice period, severance fees	As per terms of appointment of Independent Directors under the Companies Act, 2013 and SEBI LODR Regulations.
4	Stock Options	Not Applicable

Item No. 11

The following explanatory statement sets out all material facts relating to the business mentioned in the accompanying Notice:

The Company had entered into a rental arrangement with M/s. Savidhaanu Projects Private Limited (“SPPL”), a related party within the meaning of Section 2(76) of the Companies Act, 2013 and Regulation 2(1)(zb) of the SEBI (LODR) Regulations, 2015, for leasing a fully furnished office space admeasuring 6,400 sq. ft. at No. 21, Casa Major Road, Egmore, Chennai – 600008, along with associated parking facilities.

The lease commenced on 01st August 2023 for a fixed tenure of nine (9) years. The rental transaction exceeds the materiality threshold under Regulation 23(1) of the SEBI (LODR) Regulations, 2015, and is therefore subject to shareholder approval.

The terms of the transaction, including rent escalation, have been approved by the Audit Committee and Board of Directors. The transaction has already been approved by shareholders at the 60th and 61st AGMs; however, considering the cumulative value and the fixed tenure, a specific approval is now sought, in compliance with SEBI Circulars dated 22.11.2021, 30.03.2022, and 08.04.2022.

W.S. INDUSTRIES (INDIA) LIMITED

The particulars of the transaction are:

S. No	Particulars	Disclosure
A. Information Reviewed by Audit Committee (as per SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662)		
1.	Type, material terms and particulars of the proposed transaction	Rental agreement for fully furnished office space of 6,400 sq. ft. with car and two-wheeler parking at No. 21, Casa Major Road, Egmore, Chennai – 600008. Monthly Rent: ₹4,03,200 (@ ₹63/sq. ft.). Maintenance Charges: ₹64,000 per month (@ ₹10/sq. ft.). Utilities on actuals. GST applicable. No rental advance. Escalation: 15% every 3 years.
2.	Name of the related party and its relationship	M/s. Savidhaanu Projects Private Limited (SPPL); Mr. S. Anandavadivel, JMD of the Company, is a Director in SPPL. His relative, Mr. S. Aravindan (Promoter), is also a Director in SPPL.
3.	Tenure of the proposed transaction	9 years from 01st August 2023 to 31st July 2032.
4.	Value of the proposed transaction	Annual rental ranges from ₹48,38,400 to ₹64,00,784 based on escalation.
5.	% of consolidated turnover represented by transaction	FY 2023–24 turnover: ₹32,638.05 lakhs. Year 1 value: ₹48.38 lakhs ≈ 0.17% of turnover. FY 2024–25 turnover: ₹32,638.05 lakhs. Year 2 value: ₹48.38 lakhs ≈ 0.17% of turnover.
6.	Loan/ICD/Advance/Investment details	Not applicable.
7.	Justification for RPT being in interest of the entity	Premises occupied since Sep 2022.No advance. Interiors already done. Strategic location.
8.	Valuation/external party report	Independent valuer has confirmed that the 9-year lease term with 15% escalation every 3 years is nominal and on arm's length basis
9.	% of counterparty turnover represented (voluntary)	Not available/disclosed.
10.	Any other relevant information	No known adverse impact or undisclosed interests.

S. No	Particulars	Disclosure
B. Information for Shareholders in Explanatory Statement		
1.	Summary of Audit Committee review	Refer to table under Section A above.
2.	Justification for RPT being in interest of the entity	Refer to row A.7 above.
3.	Loan/advance/investment-related details	Not applicable.
4.	Statement on valuation/external report	Refer to row A.8 above.
5.	% of counterparty turnover (voluntary)	Not disclosed.
6.	Any other relevant information	This approval is a continuation of prior approvals in 2023 and 2024 and now placed as a specific 9-year RPT approval.



Assessment of Fairness and Arm's Length Basis

The terms of the proposed related party transaction, including the rent, maintenance charges, escalation terms, and absence of rental advance, have been evaluated by the management and Audit Committee and found to be comparable with prevailing market terms for similar commercial spaces in the locality. The premises has been occupied since September 2022, and significant interior works have already been undertaken. Therefore, the Board is of the view that the transaction is not unfavourable to the Company when compared to a transaction with an unrelated third party.

In line with the principles of transparency and accountability under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, the Company has provided detailed disclosures to facilitate an informed decision by the shareholders. The Board affirms that the transaction is in the ordinary course of business and on arm's length basis, and reaffirms its commitment to uphold sound corporate governance practices.

Board Recommendation

The Board recommends the **Special Resolution** set forth in Item No. 11 for the approval of the members.

Interest of Directors/KMPs

Except Mr. S. Anandavadivel, Joint Managing Director (also Director in SPPL), and his relative Mr. S. Aravindan, Promoter and Director in SPPL, and M/s. Trineva Infra Projects Private Limited, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned financially or otherwise.

Item No.12

The following explanatory statement sets out all material facts relating to the business mentioned in the accompanying Notice:

As per Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and any amendments thereof, a company shall not enter into transactions with related parties except with prior approval of the members by a special resolution.

Further, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, all material related party transactions shall require approval of shareholders by way of a special resolution.

The Board of Directors of the Company, at its meeting held on 23rd August 2025, approved the below mentioned related party transactions, subject to the approval of the shareholders, in compliance with the SEBI LODR Regulations and Section 188 of the Companies Act, 2013.

In compliance with the SEBI circular dated November 22, 2021, this explanatory statement provides relevant and detailed information to enable shareholders to evaluate whether the terms and conditions of the proposed related party transactions are not unfavourable to the Company as compared to similar transactions entered into with unrelated parties. The Company affirms its commitment to transparency, accountability, and shareholder empowerment, thereby complying with both the letter and spirit of the law.

To ensure arms-length pricing, the Company shall obtain Independent Valuation Reports (IVR), as and when initial transaction commences. As part of this process, the Audit Committee required to evaluate the fairness of RPT pricing, based on such report. Such report to confirm that the transactions:

- Are at arm's length price, and
- Are on terms not less favorable than similar transactions with unrelated parties.

W.S. INDUSTRIES (INDIA) LIMITED

S. No	Particulars	Disclosure
A. Information Reviewed by Audit Committee (as per SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662)		
1.	Type, material terms and particulars of the proposed transaction	Contract, sub-contract arrangements, and investments (including deposits) in infrastructure/construction projects including both supply and service scope, either direct or back-to-back from Government utilities or private sector.
2.	Name of the related party and its relationship	Refer list below.
3.	Tenure of the proposed transaction	From 23.09.2025 until the date of the next AGM or 15 months which ever is earlier
4.	Value of the proposed transaction	₹1,000 Crores (Rupees One Thousand Crores only) cumulatively
5.	% of consolidated turnover represented by transaction	Approx. 612.78% of consolidated turnover.
6.	Loan/ICD/Advance/ Investment details	Not applicable.
7.	Justification for RPT being in interest of the entity	<p>The Company, under the new management since June 2022, has realigned its business strategy toward executing infrastructure and construction projects across government and private sectors. To capitalise on timely opportunities and scale operations efficiently, the Company proposes to engage in contracts and sub-contracts with strategic partners, including related parties who are already active and experienced in the sector.</p> <p>These related parties have existing relationships with government and private entities, and entering into back-to-back or collaborative arrangements with them allows the Company to:</p> <ul style="list-style-type: none"> • Enhance its execution capabilities, • Build its credentials and project portfolio, • Optimise resource utilisation, • And accelerate revenue generation from infrastructure projects. <p>Until the Company secures direct orders independently, these transactions act as a strategic bridge to establish market presence and operational credibility.</p> <p>Further, to ensure that the related party transactions are in the best interest of the Company and its shareholders:</p> <ul style="list-style-type: none"> • All transactions are reviewed and approved by the Audit Committee, • Quarterly arms-length verification is carried out through independent valuation, and • Pricing and commercial terms are benchmarked against prevailing market rates. <p>These transactions are, therefore, not only aligned with the Company's long-term growth plans but will also be conducted transparently and on terms not less favourable than those with unrelated parties.</p>
8.	Valuation/external party report	Not applicable. However, arms-length pricing shall be ensured through independent valuer reports obtained quarterly and reviewed by the Audit Committee.
9.	% of counterparty turnover represented (voluntary)	Not available/disclosed.
10.	Any other relevant information	Not applicable.



S. No	Particulars	Disclosure
B. Information for Shareholders in Explanatory Statement		
1.	Summary of Audit Committee review	Refer to table under Section A above.
2.	Justification for RPT being in interest of the entity	Refer to row A.7 above.
3.	Loan/advance/investment-related details	Not applicable.
4.	Statement on valuation/ external report	Refer to row A.8 above.
5.	% of counterparty turnover (voluntary)	Not disclosed.
6.	Any other relevant information	Not applicable.

Name of the Related Party and Nature of Relationship

Related Party	Mr.C.K.Venkatachalam	Mr.C.K.Balasu- bramanian	Mr.S.Anandavadivel	Mr.S.Aravindan
CMK Projects Pvt. Ltd	Managing Director	Director	-	-
V. Sathyamoorthy & Co	-	-	Managing Partner	Manging Partner
Trineva Infra Projects Pvt. Ltd	Managing Director	Shareholder	Shareholder	Shareholder
Renaatus Projects Pvt. Ltd	Relative is Director	-	-	-

Board Recommendation:

The Board recommends the **Special Resolution** set out in Item No. 12 for the approval of members.

Interest of Directors and KMPs:

Except Mr. S. Anandavadivel, Joint Managing Director and his relative Mr. S. Aravindan (Promoter), Mr. C.K. Venkatachalam (Managing Director), his relative Mr. C.K. Balasubramaniam (Promoter), and other relatives, and M/s. Trineva Infra Projects Pvt. Ltd (Promoter), none of the Directors, Key Managerial Personnel or their relatives are in any way, financially or otherwise, concerned or interested in the proposed resolution

Item No.13

As per Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and any amendments thereof, a company shall not enter into transactions with related parties except with prior approval of the members by a special resolution.

Further, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and SEBI Circulars:

- SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021,
- SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022, and
- SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022,

all material related party transactions require the prior approval of shareholders by way of a special resolution.

W.S. INDUSTRIES (INDIA) LIMITED

The Board of Directors of the Company, at its meeting held on 23rd August 2025, approved the following material related party transactions, subject to the approval of the shareholders, in compliance with the Companies Act, 2013 and SEBI LODR Regulations.

In compliance with the SEBI circular dated November 22, 2021 and subsequent clarifications, this explanatory statement provides relevant and detailed information to enable shareholders to evaluate whether the terms and conditions of the proposed related party transactions are not unfavourable to the Company as compared to similar transactions entered into with unrelated parties. The Company affirms its commitment to transparency, accountability, and shareholder empowerment, thereby complying with both the letter and spirit of the law.

To ensure arms-length pricing, the Company shall obtain Independent Valuation Reports (IVR) on a quarterly basis. As part of this process, the Audit Committee required to evaluate the fairness of RPT pricing. Such IVR, to confirm that the transactions:

- Are at arm's length price, and
- Are on terms not less favorable than similar transactions with unrelated parties.

The Audit Committee shall periodically review these valuations and transaction terms in line with prevailing market practices.

S. No	Particulars	Disclosure
A. Information Reviewed by Audit Committee (as per SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662)		
1.	Type, material terms and particulars of the proposed transaction	Any services/arrangements including purchase of goods and services, reimbursement of expenses, and all other arrangements related to infrastructure/construction and other Company projects.
2.	Name of the related party and its relationship	Refer list below.
3.	Tenure of the proposed transaction	From 23.09.2025 until the date of the next AGM or 15 months which ever is earlier
4.	Value of the proposed transaction	(i) Purchase of goods and services: ₹200 Crores (ii) Reimbursement of expenses: ₹50 Crores (iii) Other project-related arrangements: ₹50 Crores Total: ₹300 Crores
5.	% of consolidated turnover represented by transaction	Approx. 612.78% of consolidated turnover.
6.	Loan/ICD/Advance/ Investment details	Not applicable.
7.	Justification for RPT being in interest of the entity	The Company is actively executing and planning infrastructure and construction projects, which require access to specialized services, manpower, technical resources, plant and machinery, and other critical assets that are not currently available in-house. To ensure uninterrupted project execution and to meet client timelines and specifications, the Company proposes to procure such requirements through arrangements with related parties who already possess these capabilities. These arrangements will enable operational efficiency, cost-effectiveness, and scalability, while maintaining compliance and transparency through quarterly arm's length assessment and Audit Committee review.
8.	Valuation/external party report	Not applicable. However, arms-length pricing shall be ensured through independent valuer reports obtained quarterly and reviewed by the Audit Committee.
9.	% of counterparty turnover represented (voluntary)	Not available/disclosed.
10.	Any other relevant information	Not applicable.



S. No	Particulars	Disclosure
B. Information for Shareholders in Explanatory Statement		
1.	Summary of Audit Committee review	Refer to table under Section A above.
2.	Justification for RPT being in interest of the entity	Refer to row A.7 above.
3.	Loan/advance/investment-related details	Not applicable.
4.	Statement on valuation/external report	Refer to row A.8 above.
5.	% of counterparty turnover (voluntary)	Not disclosed.
6.	Any other relevant information	Not applicable.

Name of the Related Party and Nature of Relationship

Name of the related party and its relationship with the company	Mr. C K Venkatachalam	Mr.C K Balasubramaniam	Mr.S Anandavadivel	Mr. S Aravindan*
	Nature of Interest	Nature of Interest	Nature of Interest	Nature of Interest
CMK Projects Pvt. Ltd	Managing Director	Director	-	-
V. Sathyamoorthy & Co	-	-	Managing Partner	Managing Partner
Trineva Infra Projects Pvt. Ltd	Managing Director	Shareholder	Shareholder	Shareholder
Renaatus Projects Private Limited	Relative of Mr.C.K.Venkatachalam and Mr.C.K.Balasubramaniam is Director of the Company		-	-
Renaatus Procon Private Limited	Relative of Mr.C.K.Venkatachalam and Mr.C.K Balasubramaniam is Director of the company.		-	-
Savidhaanu Centering Works.	-	-	Relative of Mr.S.Anandavadivel and Mr.S.Aravindan are partners of the Partnership firm.	
Aura Power Private Limited	-	-	Director	Director

*Mr. S Aravindan, Promoter is a relative of Mr.S Anandavadivel, Joint Managing Director.

Board Recommendation:

The Board recommends the **Special Resolution** set out in Item No. 13 for the approval of the members.

Interest of Directors and KMPs:

Except Mr. S. Anandavadivel, Joint Managing Director, and his relative Mr. S. Aravindan (Promoter); Mr. C. K. Venkatachalam, Managing Director, his relative Mr. C. K. Balasubramaniam (Promoter), and their other relatives; and M/s. Trineva Infra Projects Pvt. Ltd (Promoter), none of the Directors, Key Managerial Personnel or their relatives are in any way, financially or otherwise, concerned or interested in the said resolution.

Item No.14

As per Section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, and any amendments thereof, a company shall not enter into transactions with related parties except with prior approval of the members by a special resolution.

Further, pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI LODR Regulations") and SEBI Circulars:

W.S. INDUSTRIES (INDIA) LIMITED

- SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021,
- SEBI/HO/CFD/CMD1/CIR/P/2022/40 dated March 30, 2022, and
- SEBI/HO/CFD/CMD1/CIR/P/2022/47 dated April 8, 2022,

all material related party transactions require the prior approval of shareholders by way of a special resolution.

The Board of Directors of the Company, at its meeting held on 23rd August 2025, approved the following material related party transactions, subject to the approval of the shareholders, in compliance with the Companies Act, 2013 and SEBI LODR Regulations.

In compliance with the SEBI circular dated November 22, 2021 and subsequent clarifications, this explanatory statement provides relevant and detailed information to enable shareholders to evaluate whether the terms and conditions of the proposed related party transactions are not unfavourable to the Company as compared to similar transactions entered into with unrelated parties. The Company affirms its commitment to transparency, accountability, and shareholder empowerment, thereby complying with both the letter and spirit of the law.

To ensure arms-length pricing, the Company shall obtain Independent Valuation Reports (IVR) on a quarterly basis. As part of this process, the Audit Committee is required to evaluate the fairness of RPT pricing. Such IVRs shall confirm that the transactions:

- Are at arm's length price, and
- Are on terms not less favorable than similar transactions with unrelated parties.

The Audit Committee shall periodically review these valuations and transaction terms in line with prevailing market practices.

S. No	Particulars	Disclosure
A. Information Reviewed by Audit Committee (as per SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662)		
1.	Type, material terms and particulars of the proposed transaction	To borrow money in one or more tranches at prevailing bank rates/effective yield on government securities for business purposes
2.	Name of the related party and its relationship	As detailed in the table provided below.
3.	Tenure of the proposed transaction	From 23.09.2025 until the date of the next AGM or 15 months whichever is earlier
4.	Value of the proposed transaction	Not exceeding ₹300 crore
5.	% of consolidated turnover represented by transaction	91.92% of ₹32,638.05 lakhs (FY 2023–24)
6.	Loan/ICD/Advance/Investment details	The transaction relates to borrowing of funds by the Company from related parties (including promoter/promoter group entities) in one or more tranches for business purposes. No loans, inter-corporate deposits, advances or investments are proposed to be <i>given</i> by the Company.
7.	Justification for RPT being in interest of the entity	Following the change in management effective from 10th June 2022, the Company has undertaken a strategic revival of its operations by actively rebuilding its order book. As a transitional measure, the Company is executing sub-contracting and back-to-back orders from related parties, enabling optimal utilisation of resources and financial strength until it secures direct orders from utilities, government agencies, and private sector clients.
8.	Valuation/external party report	Not applicable.



S. No	Particulars	Disclosure
A. Information Reviewed by Audit Committee (as per SEBI Circular SEBI/HO/CFD/CMD1/CIR/P/2021/662)		
9.	% of counterparty turnover represented (voluntary)	Not available/disclosed.
10.	Any other relevant information	Not applicable.

S. No	Particulars	Disclosure
B. Information for Shareholders in Explanatory Statement		
1.	Summary of Audit Committee review	Refer to table under Section A above.
2.	Justification for RPT being in interest of the entity	Refer to row A.7 above.
3.	Loan/advance/investment-related details	Not applicable.
4.	Statement on valuation/external report	Refer to row A.8 above.
5.	% of counterparty turnover (voluntary)	Not disclosed.
6.	Any other relevant information	Not applicable.

Name of Related Parties and Relationship:

Name of the related party and its relationship with the company	Mr. C K Venkatachalam	Mr.S Anandavadivel
	Nature of Interest	Nature of Interest
CMK Projects Pvt. Ltd	Managing Director	-
Trineva Infra Projects Pvt. Ltd	Managing Director	Shareholder
Renaatus Projects Private Limited	Relative of Mr.C.K.Venkatachalam is Director of the Company	-

Name of the related party	Relationship with the company
Mr.S.Nagarajan	Promoter and Chairman of the Company
Mr.C.K.Venkatachalam	Promoter and Managing Director of the Company
Mr.S.Anandavadivel	Promoter and Joint Managing Director of the Company
Mr.K.V. Prakash	Promoter and Whole Time Director of the Company

The Board recommends the **Special Resolution** set out in Item No. 14 for the approval of the Members.

Except the above Promoter Group, none of the other Directors, Key Managerial Personnel or their relatives are in any way, financially or otherwise, concerned or interested in the resolution.

BY ORDER OF THE BOARD
For W.S. INDUSTRIES (INDIA) LIMITED

SEYYADURAI NAGARAJAN
CHAIRMAN
DIN:07036078

Place: Chennai
Date: 23rd August, 2025

W.S. INDUSTRIES (INDIA) LIMITED

Details of Director seeking Reappointment at the AGM

(As required under SS-2 and Regulation 36(3) of SEBI (LODR) Regulations, 2015)

Particulars	Details		
Name of the Director	Mr. K.V. Prakash		
DIN	01085040		
Date of Birth & Age	19/04/1967 & 58		
Date of first appointment on the Board	22/07/2022		
Qualification(s)	Bachelor of Science in Zoology from University of Madras. Engaged in the business of Real Estate.		
Expertise in specific functional areas / Experience	A corporate advisory professional with over 24 years of experience in the real estate sector, he has played a pivotal role in coordinating with diverse stakeholders, optimizing resources, and enhancing operational performance, with expertise spanning across capital markets		
Terms and conditions of reappointment	Liable to retire by rotation. Remuneration as approved by shareholders, if applicable.		
Directorships in other companies (excluding foreign companies & Section 8 companies)	CIN/LLPIN	Name of the Company/ LLP	Current designation of the Director / Designated Partner
	U62099TN2019PTC150359	WSI FALCON INFRA PROJECTS PRIVATE LIMITED	Director
	U68100TN2023PTC166407	WSI-P&C VERTICALS PRIVATE LIMITED	Director
	U70102TN2008PTC069724	PELICAN REALTY PROJECTS PRIVATE LIMITED	Director
	AAA-0880	PELICAN PROPEX CHENNAI LLP	Designated Partner
	AAR-6423	PELICAN NEST LLP	Designated Partner
	AAY-1594	KPMP ADVISORS LLP	Designated Partner
	Membership / Chairmanship of Committees of other companies (Audit Committee, Stakeholders Relationship Committee only)	NIL	
Number of Board Meetings attended during the year	Number of Meetings held: 10; Attended: 10		
Shareholding in the Company (Equity shares held in own name or for other persons on beneficial basis)	2150914 as on 31.03.2025		
Relationships with other Directors / Key Managerial Personnel	NIL		

* * * * *



E-Voting Procedure

Voting through electronic means:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:

The remote e-voting period begins on Saturday, 20th September, 2025 at 9:00 A.M. and ends on Monday, 22nd September, 2025 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 16th September 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 16th September 2025.

How do I vote electronically using NSDL e-Voting system?

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 and joining virtual meeting 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.	<ol style="list-style-type: none"> 1. For OTP based login you can click on https://eservices.nsd.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. 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 or joining virtual meeting & voting during the meeting. 2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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 or joining virtual meeting & voting during the meeting. 3. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp

	<p>4. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.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 or joining virtual meeting & voting during the meeting.</p> <p>5. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: center; gap: 20px;"> <div style="text-align: center;">  </div> <div style="text-align: center;">  </div> </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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. 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 or joining virtual meeting & voting during the meeting. 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. 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. 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.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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 or joining virtual meeting & voting during the meeting.</p>



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.com 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. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting 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.nsd.com.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on www.evoting.nsd.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com 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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
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 rathnakumar.fcs@gmail.com with a copy marked to evoting@nsdl.com. 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 or send a request to Ms. Prajakta Pawle – Assistant Manager at evoting@nsdl.com

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 resolutions 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 sectl@wsigroup.in
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 sectl@wsigroup.in 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)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. 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 required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. **Option to Pose Questions:**

In terms of MCA General Circular No. 14/2020, shareholders are provided the facility to either pose questions during the Annual General Meeting (AGM) or submit their questions in advance. The Circular mandates that a company may provide any one of these options. The Company has decided to provide the facility for shareholders to submit their questions in advance.

Shareholders who wish to submit questions may do so at least seven (7) days before the meeting, i.e., on or before 16th September 2025, by sending their queries along with their name, DP ID and Client ID or folio number, email ID, and mobile number to sectl@wsigroup.in.

The Company will suitably address all such questions during the AGM. Shareholders are encouraged to submit their queries in advance to facilitate proper and informed responses at the meeting.

* * * * *