



## **W.S. INDUSTRIES (INDIA) LIMITED**

CIN: L29142TN1961PLC004568

Registered Office : 108, Mount Poonamallee Road, Porur, Chennai - 600 116.

Email ID : sectl@wsinsulators.com website:www.wsindustries.in/KYC

### **POSTAL BALLOT NOTICE**

(Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014

Dear Member(s),

Notice is hereby given pursuant to Section 110 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 for the purpose of adoption of new set of Articles of Association as per the Companies Act 2013 in substitution of the existing Articles of Association of the Company, to be passed by the Members through postal ballot (including e-voting).

The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 pertaining to the resolution setting out the material facts and the reasons thereof are annexed hereto with a Postal Ballot Form for your consideration.

The Board of Directors has appointed Mrs. Lakshmmi Subramanian, Partner, M/s. Lakshmmi Subramanian & Associates, Practising Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process (including e-voting) in a fair and transparent manner.

Members desiring to exercise their vote by postal ballot are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the Form duly completed, in the attached self addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. 5.00 p.m. on 21<sup>st</sup> March 2018.

The Company also provides e-voting facility to the Shareholders for transacting the business at the above said Postal Ballot. Members holding shares either in physical form or in dematerialized form, as on the cut-off date 9<sup>th</sup> February 2018, may cast their vote electronically on the business(es) as set out in the Notice of the Postal Ballot through electronic voting system of National Securities Depository Limited (NSDL). If a shareholder has voted by electronic means, he is not required to send the physical ballot form to the Company.

The Scrutinizer will submit her report to the Director after completion of scrutiny of the Postal ballot (including e-voting). The result of the Postal Ballot will be announced not later than 24<sup>th</sup> March 2018. The result of the Postal Ballot will also be displayed in the website of the Company [www.wsindustries.in/KYC](http://www.wsindustries.in/KYC), besides being communicated to National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

### **SPECIAL RESOLUTION**

**ITEM NO. 1 - ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION PURSUANT TO THE COMPANIES ACT, 2013.**

To consider and if thought fit, to pass the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 14 and other applicable provisions, if any, of Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), new set of Articles of Association be and is hereby approved, adopted and substituted in the place of existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board, be and is hereby authorised to do all such acts, matters and things as may be deemed necessary or incidental thereto including signing and filing the e-forms and other documents with the statutory authorities, and to execute all such deeds, documents, agreements and writings as may be necessary for and on behalf of the Company and to settle and finalise all issues that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution and to delegate all or any of the powers conferred herein as they may deem fit in the best interest of the Company and its Shareholders.”

Date: 14<sup>th</sup> February 2018

Place: Chennai

By order of the Board

For W.S. Industries (India) Limited

B.Swaminathan

Chief Financial Officer and Compliance Officer

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

RESOLUTION AT ITEM NO.: 1

ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

The existing Articles of Association (AOA) is based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

In order to make existing AOA in line with and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof, it is proposed to replace the existing AOA of the Company by a new set of Articles. Accordingly, in lieu of amendments to various articles in the existing AOA, it is considered prudent and desirable to adopt a new set of AOA, in substitution for, and to the exclusion of, the existing AOA.

Pursuant to Section 14 of the Companies Act, 2013, the consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of AOA. Your approval is sought by voting via Postal Ballot/e-Voting in terms of the provisions of the Companies Act, 2013. Accordingly, this matter has been placed before the Members for approval.

A copy of the proposed set of new Articles of Association to be adopted are available for inspection by the Members at the registered office of the company, during business hours on all working days upto to the last date of voting ie. 21<sup>st</sup> March 2018 and also available on the website of the Company.

None of the Directors, Key Managerial Personnel or their relatives are interested in the above Resolution.

Date: 14<sup>th</sup> February 2018

Place: Chennai

By order of the Board

For W.S. Industries (India) Limited

B.Swaminathan

Chief Financial Officer and Compliance Officer

Enclosures:

- 1.Postal ballot form
- 2.Self-addressed postage-prepaid envelope

## E-Voting procedures

Voting through electronic means:

In compliance with Regulation 44, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Sections 108, 110 and other applicable provisions of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules 2014 the Company is pleased to provide e-Voting facility to all its members to exercise their right to vote on the resolutions as set out in the Notice by 'electronic means' and all the businesses may be transacted through e-Voting services provided by National Securities Depository Limited (NSDL).

The instructions for e-Voting are as under:

Members whose email addresses are registered with the Depository Participant(s) will receive an email from NSDL informing them of their User ID and password. Once the member receives the email, he or she will need to go through the following steps to complete the e-voting process:

- (i) Open e-mail and then open PDF file viz., "W.S.Industries (India) Limited e-Voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains the User ID and password for e-Voting. Please note that the password is an initial password.
- (ii) Launch your internet browser by typing the following URL in the address bar: [www.evoting.nsdl.com](http://www.evoting.nsdl.com)
- (iii) Click on shareholder - Login
- (iv) Enter User ID and password noted in step (i) above or provided in the physical postal ballot form. Click Login.
- (v) Password change menu appears. Change the password to a password of your choice. The new password should have a minimum 8 digits / characters or combination thereof. It is strongly recommended not to share the password with any other person and take utmost care to keep the password confidential.
- (vi) Home page of e-Voting opens. Go to "eVoting" icon and select "Active Evoting Cycles".
- (vii) Select "EVEN" of "W.S.Industries (India) Limited".
- (viii) Now you are ready for e-Voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) After you have voted on a resolution, you will not be allowed to modify your vote.
- (xii) Institutional members (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. together with attested specimen signature of the duly authorized signatory(ies), who are authorized to vote, to the Scrutinizer through e-mail to [lakshmmi6@gmail.com](mailto:lakshmmi6@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). In case of members receiving physical copy of the Notice.

(i) Initial password is provided as below / at the bottom of the Postal ballot Form

EVEN (e-Voting Number)	USER ID	PASSWORD/PIN
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- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) of note no 3 to cast vote.

In case of any queries, you may refer to the Frequently Asked Questions (FAQs) for Members and e-Voting user manual for Members available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following Telephone No: 022- 24994600.

Login to e-Voting website will be disabled upon 5 unsuccessful attempts to key in the correct password. In such an event you will need to go through the Forgot User Details/Password option available on the site to reset the password.

If you are already registered with NSDL for e-Voting, then you can use your existing user ID and password for casting the vote. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

The e-Voting period commences on 20<sup>th</sup> February 2018 9:00 hours and ends on 21<sup>st</sup> March 2018 17:00 hours. During this period, members holding shares either in physical form or in dematerialized form, as on 9<sup>th</sup> February 2018 may cast their votes electronically. The e-Voting module will be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by a member, such member will not be allowed to change it subsequently.

The Scrutinizer shall within a period not exceeding three working days from the conclusion of the e-Voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast "in favour" or "against", if any, forthwith to the Director of the Company.

The Results declared along with the Scrutinizer's Report will be placed on the Company's website [www.wsindustries.in/KYC](http://www.wsindustries.in/KYC) and on the website of NSDL within two days of passing of the resolutions communicated to the Stock Exchanges.

All documents referred to in the accompanying Notice and the Explanatory Statement will be open for inspection at the Registered Office of the Company on all working days up to and including 21<sup>st</sup> March 2018.

Members are requested to read the instructions printed on the reverse of the Postal Ballot Form and return the Form duly completed in the attached self addressed Business Reply envelope so as to reach the Scrutinizer on or before 21<sup>st</sup> March 2018 at the following address:

Mrs. Lakshmmi Subramanian,  
Scrutinizer  
C/o.Integrated Registry Management Services Private Limited  
2nd Floor, 'Kences Towers', No.1 Ramakrishna Street,  
North Usman Road, T. Nagar, Chennai 600017.  
**Unit: W.S. INDUSTRIES (INDIA) LIMITED**

The Scrutinizer, after completion of the Scrutiny, will submit her report to the Director of the Company. The result of the postal ballot will be declared by the Director in this regard not later than 24<sup>th</sup> March 2018. The result shall also be announced to the Stock Exchanges where shares of the Company are listed. The result will also be put up on the Company's website [www.wsindustries.in/KYC](http://www.wsindustries.in/KYC).