



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 (including any statutory modification or re-enactment(s) thereof for the time being in force) and pursuant to other applicable laws and regulations, that the resolutions appended below be passed by the Members through Postal Ballot / electronic voting. The Explanatory Statement pertaining to the aforesaid resolutions 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 pm on 25th October 2018.

The Company also provides e-voting facility to the Shareholders for transacting the business pertaining to the above said Postal Ballot. Members holding shares either in physical form or in dematerialized form, as on the cut-off date 18th September 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 of the Company after completion of scrutiny of the Postal ballot (including e-voting). The result of the Postal Ballot will be announced on 29th October 2018. The result of the Postal Ballot will also be displayed in the web-site of the Company www.wsindustries.in/KYC, besides being communicated to National Stock Exchange of India Limited and Bombay Stock Exchange Limited.

PROPOSED RESOLUTIONS:

1. Sale / Transfer Of The Immovable Property (Along With Superstructures, If Any) Of The Company Or Part(S) Thereof Admeasuring An Extent Of 16.40 Acres Of Land.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a), Section 110 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) read with the Companies (Management and Administration) Rules, 2014 and other applicable rules thereunder (collectively, the "**Act**"), and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the terms of the settlement agreements and the financing facility documents referred to in the disclosure made by the Company to the stock exchanges on April 15, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the Listing Agreement entered into by the Company with BSE Limited and the National Stock Exchange of India Limited and subject to requisite regulatory approvals, if any, required for transfer / sale of the Immovable Property 1 (as defined below), being obtained, the consent of the Members be and is hereby accorded by way of special resolution (in addition, and without prejudice, to the special resolution passed under Section 180(1)(a) of the Act by the Members on May 30, 2018) to the Board of Directors of the Company (hereinafter referred to as "**Board**", which term shall include

a Committee thereof authorised for the purpose by the Board of Directors) for selling and/or transferring and/or disposing off or otherwise dealing with the immovable property / undertaking comprising an extent of 16.40 acres of land forming part of Door No. 108, Mount Poonamallee Road, Porur, Chennai – 600 116, at Porur Village, Maduravoyal Taluk, Thiruvallur District, along with superstructures thereon, if any, and comprised in the following survey numbers (collectively referred to as "**Immovable Property 1**"):

No.	Survey Nos.	Area (in Hectares)	Area (in Acres-Cents)
1.	25/2	0.60.00	1.48
2.	25/4A1	0.58.50	1.45
3.	25/4C2	0.34.50	0.85
4.	25/4D1	0.08.50	0.21
5.	25/4E1	0.11.00	0.26
6.	25/4F	1.24.50	3.08
7.	25/4G1	0.24.50	0.61
8.	25/4G3	0.43.50	1.07
9.	25/4H3A	0.32.00	0.79
10.	25/5A	1.59.00	3.93
11.	25/5B	1.08.00	2.67
	Total	6.64.00	16.40

with clear and marketable title to W.S. T&D Limited ("**WSTD**"), a wholly owned subsidiary of the Company, for a consideration of INR 316,00,00,000 (Rupees Three Hundred and Sixteen Crores only), to be discharged by WSTD in any manner determined by the Board including by paying monetary consideration (in full or in part) and/or by taking over the whole or a portion of the loan amount due by the Company (which is secured by a mortgage on the Immovable Property 1) and on such other terms and conditions, as the Board may in its absolute discretion deem fit."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to deciding the time of such disposal/carve out, other incidental and ancillary activities thereto, determining such other terms and conditions relevant to the transfer, negotiating and finalising the terms of and executing and if required to register (and to do all acts necessary to register) the agreement to sell, sale deed, asset purchase agreement(s)/ business transfer agreement(s), by whatever name called, such other agreements, deeds, documents, indemnities, contracts, declarations, undertakings, forms, and such other papers as may be necessary, desirable and expedient to be agreed, signed and executed, to determine the consideration, to make all such filings and applications for the statutory/regulatory and other approvals as may be required in the matter of such sale and/or transfer and/or disposal and to complete the aforesaid transaction."

"RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution."

2. Sale / Transfer Of Immovable Property (Along With Superstructures, If Any) Of The Company Or Part(S) Thereof Admeasuring An Extent Of 13.71 Acres Of Land.

To consider and if thought fit, to pass with or without modification(s) the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(a) and Section 110 and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or re-enactment thereof) read with the Companies (Management and Administration) Rules, 2014 and other applicable rules thereunder (collectively, the "**Act**"), and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company and the terms of the settlement agreements and the financing facility documents referred to in the disclosure made by the Company to the stock exchanges on April 15, 2018, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the Listing Agreement entered into by the Company with BSE Limited and the National Stock Exchange of India Limited and subject to requisite regulatory approvals, if any, required for transfer / sale of the Immovable Property 2 (as defined below), being obtained, and further subject to there being no order restricting such transfer/sale in Civil Appeal bearing C.A. No. 1319 of 2017 currently pending adjudication before the Hon'ble Supreme Court of India, the consent of the Members be and is hereby accorded by way of special resolution (in addition, and without prejudice, to the

special resolution passed under Section 180(1)(a) of the Act by the Members on May 30, 2018) to the Board of Directors of the Company (hereinafter referred to as "**Board**", which term shall include a Committee thereof authorised for the purpose by the Board of Directors) for selling and/or transferring and/or disposing off or otherwise dealing with the immovable property / undertaking comprising an extent of 13.71 acres of land forming part of Door No. 108, Mount Poonamallee Road, Porur, Chennai – 600 116, at Porur Village, Maduravoyal Taluk, Thiruvallur District along with superstructures thereon, if any, and comprised in the following survey numbers (collectively referred to as "**Immovable Property 2**"), in one or more tranches:

No.	Survey Nos.	Extent (Acres-Cents)
1.	70/1 (earlier 70/1A1 and 70/1A2)	5.16
2.	70/2	0.60
3.	73/2	2.27
4.	77	5.68
	Total	13.71

with clear and marketable title to W.S.T&D Limited ("**WSTD**"), a wholly owned subsidiary of the Company or to any other wholly owned subsidiary of the Company (including an existing wholly owned subsidiary or which may be acquired or incorporated in the future by the Company) whose accounts have been consolidated with the Company and placed before the shareholders for approval, for a consideration of INR 264,00,00,000 (Rupees Two hundred and sixty four crores only) (and where the total extent of 13.71 acres reduces for any reason, the consideration will also reduce prorata, to such extent), to be discharged by WSTD or by such wholly owned subsidiary in any manner determined by the Board including by paying monetary consideration (in full or in part) and/or by taking over the whole or a portion of the loan amount due by Company and on such other terms and conditions as the Board may in its absolute discretion deem fit.

“RESOLVED FURTHER THAT in case the Immovable Property 2 is transferred or conveyed in more than one tranche, the consideration for each tranche will be proportionate to the area conveyed in such tranche.”

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all such acts, deeds, matters and things including but not limited to deciding the time of such disposal/carve out, other incidental and ancillary activities thereto, determining such other terms and conditions relevant to the transfer, negotiating and finalising the terms of and executing and if required to register (and to do all acts necessary to register) the agreement to sell, sale deed, asset purchase agreement(s)/ business transfer agreement(s), by whatever name called, such other agreements, deeds, documents, indemnities, contracts, declarations, undertakings, forms, and such other papers as may be necessary, desirable and expedient to be agreed, signed and executed, to determine the consideration, to make all such filings and applications for the statutory/regulatory and other approvals as may be required in the matter of such sale and/or transfer and/or disposal and to complete the aforesaid transaction.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, to any Committee of Directors or any one or more Directors of the Company with power to delegate to any Officers of the Company to do all such acts, deeds and things, to execute all such documents, instruments and writings as may be required to give effect to this Resolution.”

3. Approval for Increase in Authorised Share Capital of the Company and the Consequent Amendment to the Memorandum of Association of the Company.

A. To consider and if thought fit, to pass the following Resolution, with or without modification as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 4, 13, 61 and 64 of the Companies Act, 2013, including any statutory modification(s) thereto or re-enactment(s) thereof, for the time being in force, read with the Companies (Share Capital and Debentures) Rules, 2014 and such other applicable provisions, if any, as per the powers vested by the enabling provision of the Articles of Association of the Company, consent is hereby accorded to increase the Authorised Share Capital of the Company **FROM** the present Rs.50,00,00,000 (Rupees fifty crore) divided into 3,50,00,000 (three crores fifty lakhs) equity shares of the face value of Rs.10/- (Rupees ten) each and 15,00,000 (fifteen lakhs) cumulative redeemable preference shares of the face value of Rs.100/- (Rupees one hundred) each **TO** Rs.65,00,00,000 (Rupees sixty five crores) divided into 5,00,00,000 (five crore) equity shares of the face value of Rs.10/- (Rupees ten) each and 15,00,000 (fifteen lakhs) cumulative redeemable preference shares of the face value of Rs.100/- (Rupees one hundred) each and that Clause V of the Memorandum of Association be altered accordingly;

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to take all such acts, sign all such documents and comply with all formalities and procedures required to be complied with in relation to the alteration of the Authorised Share Capital of the Company, including filing of the necessary e-forms with the Registrar of Companies.”

B. To consider and, if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 4 and 13 of the Companies Act, 2013, including any statutory modification(s) thereto or re-enactment(s) thereof for the time being in force, read with the Companies (Incorporation) Rules, 2014 and such other applicable provisions, if any, the Clause V of the Memorandum of Association of the Company be and is hereby replaced by inserting the following clause under Clause V, as under:

“V. The Share Capital of the Company is Rs. 65,00,00,000 (Rupees sixty five crores only) comprising of 5,00,00,000 (five crore) Equity Shares of the face value of Rs.10/- (Rupees ten) each; constituting the Equity Share Capital of the Company and 15,00,000 (fifteen lakhs) Cumulative Redeemable Preference Shares of the face value of Rs.100/- (Rupees one hundred) each constituting the Cumulative Preference Share Capital of the Company.”

RESOLVED FURTHER THAT the Board of Directors of the Company, be and is hereby authorised to take all such acts, sign all such documents and comply with all formalities and procedures required to be complied with in relation to the alteration of the Memorandum of Association of the Company, including filing of the necessary e-forms with the Registrar of Companies.”

4. Approval for Incorporation of one or more subsidiary (ies) (as wholly owned subsidiaries) of the company and Investments by the Company.

To consider and, if thought fit, to pass with or without modification, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (the "**Act**"), and the Companies (Meetings of Board and its Powers) Rules, 2014 including any statutory modifications or re-enactment thereof for the time being in force and rules made thereunder and subject to such other requisite approvals, if any, as may be required in that behalf, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as '**Board**' which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to acquire by way of subscription, purchase or otherwise the securities of any body corporate (whether existing or to be formed) (including any subsidiary company(ies)), joint venture(s) etc. in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of [Rs. 10 Crores (Rupees Ten Crores Only)], notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more;

RESOLVED FURTHER THAT the Board be and is hereby authorised to negotiate the terms and conditions of the above said investments, as it deems fit and in the best interest of the Company and take all such steps as may be necessary to complete the same;

RESOLVED FURTHER THAT the Board, be and is hereby authorised to take all such acts, sign all such documents and comply with all formalities and procedures required to be complied with in this regard, including filing of the necessary e-forms with the Registrar of Companies.”

Date : 17th September 2018

Place: Chennai

By order of the Board

For W.S. Industries (India) Limited

B.Swaminathan

Chief Financial Officer and Compliance Officer

Annexure to Notice - Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013

ITEM NO. 1

The Company owns the immovable property admeasuring an extent of 16.40 acres of land forming part of Door No. 108, Mount Poonamallee Road, Porur, Chennai 600 116, at Porur Village, Maduravoyal Taluk, Thiruvallur District, along with superstructures thereon, and comprised in the following survey numbers:

No.	Survey Nos.	Area (in Hectares)	Area (in Acres-Cents)
1.	25/2	0.60.00	1.48
2.	25/4A1	0.58.50	1.45
3.	25/4C2	0.34.50	0.85
4.	25/4D1	0.08.50	0.21
5.	25/4E1	0.11.00	0.26
6.	25/4F	1.24.50	3.08
7.	25/4G1	0.24.50	0.61
8.	25/4G3	0.43.50	1.07
9.	25/4H3A	0.32.00	0.79
10.	25/5A	1.59.00	3.93
11.	25/5B	1.08.00	2.67
	Total	6.64.00	16.40

The Company proposes to transfer / sell the above mentioned immovable property to its wholly owned subsidiary, W.S. T&D Limited for a consideration of about INR 316,00,00,000 (Rupees Three Hundred and Sixteen Crores only). In this connection, the Company has also informed the Members that it has obtained a loan of INR 301,62,68,855 (Rupees Three hundred and one crores sixty two lakhs sixty eight thousand eight hundred and fifty five only) by mortgaging the above mentioned immovable property. The Company may obtain further loans on the basis of the mortgage of the above mentioned immovable property. The consideration payable to the Company by W.S. T&D Ltd. is to be discharged in any manner determined by the Board including by paying monetary consideration (in full or in part) and/or by taking over the whole or a portion of the loan amount due by the Company which is secured by a mortgage on the aforesaid immovable property measuring about 16.40 Acres.

The Board recommends the passing of the above resolution by the Members of the Company

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

ITEM NO.2

The Company owns the immovable property admeasuring an extent of 13.71 acres of land forming part of Door No. 108, Mount Poonamallee Road, Porur, Chennai – 600 116, at Porur Village, Maduravoyal Taluk, Thiruvallur District, along with superstructures thereon, and comprised in the following survey numbers:

No.	Survey Nos.	Extent (Acres-Cents)
1.	70/1 (earlier 70/1A1 and 70/1A2)	5.16
2.	70/2	0.60
3.	73/2	2.27
4.	77	5.68
	Total	13.71

The Company proposes to transfer / sell the abovementioned immovable property to W.S. T&D Limited, its wholly owned subsidiary or to any other wholly owned subsidiary of the Company, whether existing or proposed to be acquired or incorporated by the Company, and whose accounts have been consolidated with the Company and placed before the shareholders for their approval, for an aggregate consideration of about INR 264,00,00,000 (Rupees two hundred and sixty four crores only), to be discharged by W.S. T&D Limited or such wholly owned subsidiary in any manner determined by the Board including by paying monetary consideration (in full or in part) and/or by taking over the whole or a portion of the loan amount due by Company.

The Board recommends the passing of the above resolution by the Members of the Company

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

ITEM NO.3

Your Company has already made aware that it has launched a restructuring of its financial position and to provide flexibility for the same and to meet the future business requirements, it may be required to raise further capital in the Company and hence it is necessary to increase the Authorised Share Capital of the Company and consequently to also amend Clause V of Memorandum of Association of the Company.

The present Authorised Share Capital of the Company is Rs.50,00,00,000 (Rupees fifty crore) divided into 3,50,00,000 (three crores fifty lakhs) equity shares of the face value of Rs.10/- (Rupees ten) each and 15,00,000 (fifteen lakhs) cumulative redeemable preference shares of the face value of Rs.100/- (Rupees one hundred) each. After the proposed increase, the Authorised Share Capital would be Rs. 65,00,00,000 (Rupees sixty five crores) divided into 5,00,00,000 (five crore) equity shares of the face value of Rs.10/- (Rupees ten) each and 15,00,000 (fifteen lakhs) cumulative redeemable preference shares of the face value of Rs.100/- (Rupees one hundred) each ranking pari passu in all the respect with the existing equity shares and preference shares, respectively, of the Company.

The provisions of Sections 4, 13, 61 and 64 of the Companies Act, 2013 require the Company to seek the approval of the Members for increase in the Authorised Share Capital and consequently the amendment to the Clause V of the Memorandum of Association of the Company and accordingly the Board recommends the passing of the above resolution by the Members of the Company.

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

ITEM No.4

The Company proposes to transfer / sell the immovable property mentioned in Item No. 2 above, to W.S.T&D Limited, its wholly owned subsidiary or to any other wholly owned subsidiary (whether existing or proposed to be acquired or incorporated by the Company) the Company. In order to achieve the above objective, the Company proposes to incorporate one or more wholly-owned subsidiaries, through subscription/acquisition.

The Members are informed that in terms of the provisions of Section 186(2) of the Companies Act, 2013, no Company shall directly or indirectly, acquire by way of subscription, purchase or otherwise, the securities of any other body corporate in excess of 60% of the total of the paid-up share capital, free reserves and securities premium or 100% of the free reserves and securities premium, whichever is higher, without the prior approval of the Members by means of a Special Resolution.

The Board of Directors accordingly recommends the passing of this resolution in view of the resolution proposed in Item No.2 above.

None of the Directors of the Company or key managerial personnel or their relatives are, in any way, concerned or interested in the resolution.

Date : 17th September 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 procedure to login to e-Voting website consists of two steps as detailed hereunder:

Step 1 : Log-in to NSDL e-Voting system

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/>.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password 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 will be as per details given below :
 - 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. Your password details 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, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a. Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b. “Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Step 2 : Cast your vote electronically on NSDL e-Voting system.

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of the Company.
4. Now you are ready for e-Voting as the Voting page opens.

5. 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.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders:

- (i) 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 with a copy marked to evoting@nsdl.co.in. In case of members receiving physical copy of the Notice

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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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 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 26th September 2018 9:00 hours and ends on 25th October 2018 17:00 hours. During this period, members holding shares either in physical form or in dematerialized form, as on 18th September, 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 and on the website of NSDL within two days of passing of the resolutions communicated to the Stock Exchanges.

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 25th October 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 25th October 2018 at the following address:

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

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 on 29th October 2018. The result shall also be communicated 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.