



## 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 04<sup>th</sup> June 2019.

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 27<sup>th</sup> April 2019, 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 8<sup>th</sup> June 2019. The result of the Postal Ballot will also be displayed in the web-site 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.

### PROPOSED RESOLUTIONS:

#### 1. Resolution under Regulation 24(5) of the SEBI (LODR) Regulations, 2015.

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

**“RESOLVED THAT** in accordance with Regulation 24(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and pursuant to 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 memorandum and articles of association of the Company, consent of the Shareholders, be and is hereby accorded to the Company to (A) cease control over its material subsidiary, W.S. T&D Limited ("Subsidiary") in any manner as it may deem fit including pursuant to the issuance of equity shares or convertible securities by the Subsidiary to any person other than the Company and/or pursuant to conversion of compulsorily convertible debentures of the Company by its holder and/or pursuant to conversion of debt or any part thereof of the Subsidiary by the lender, which results (or could result) in the shareholding of the Company in the Subsidiary to be less than fifty percent (50%) and the Company ceases to have the right to appoint any directors on the board of the Subsidiary; and/or (B) transfer or otherwise dispose-off part or all of the Company's shareholding in the

Subsidiary (in one or more tranches), which results (or could result) in the shareholding of the Company in the Subsidiary to be less than fifty percent (50%).”

**"RESOLVED FURTHER THAT** the Board of Directors or person(s) as may be authorised by the Board be and is hereby authorized to finalise and execute the documents and deeds, as may be required, and for performing all such acts and things as may be necessary for giving effect to this resolution.”

**"RESOLVED FURTHER THAT** for the purpose of giving effect to the above resolution, Board of Directors of the Company and/or any person authorized by the Board from time to time be and is hereby empowered and authorised to take such steps as may be necessary for obtaining approvals, statutory or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto and to sign and to execute deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all such acts, deeds, matters and things as may be necessary, proper, expedient or incidental for giving effect to the above resolution.”

## **2. Sale / Transfer of the Assets/ Undertaking of the Company.**

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 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 statutory/regulatory approvals, if any, required for transfer / sale of the Vizag Undertaking (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 and October 29, 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*) for sale, transfer and disposal off or otherwise deal with (all or part of) the immovable property / undertaking comprising an extent of 47.77 acres of land forming part of AP Special Economic Zone, Duppituru Village, Achutapuram Mandal, Visakhapatnam District, Andhra Pradesh - 531011 along with superstructures, plant and machinery, electrical fittings, furniture, fixtures, stores, spares, inventories, other current assets and current liabilities thereon, if any, and comprised in the following survey numbers and villages and bounded as follows (collectively referred to as **"Vizag Undertaking"**):

Village: Duppituru Village

Mandal: Atchutapuram

District: Vishakapatnam

| <b>No.</b> | <b>Survey Nos.</b> | <b>Area (in Hectares)</b> | <b>Area (in Acres-Cents)</b> |
|------------|--------------------|---------------------------|------------------------------|
| 1.         | 58/part            | 8.89.09                   | 21.97                        |
| 2.         | 59                 | 1.58.64                   | 3.92                         |
| 3.         | 60/part            | 1.57.42                   | 3.89                         |
| 4.         | 61/part            | 2.73.97                   | 6.77                         |
| 5.         | 75/part            | 0.62.73                   | 1.55                         |
| 6.         | 79/part            | 0.30.35                   | 0.75                         |
| 7.         | 80/part            | 0.08.50                   | 0.21                         |
| 8.         | 83/part            | 1.40.83                   | 3.48                         |
| 9.         | 84/part            | 1.11.69                   | 2.76                         |
| 10.        | 85/part            | 0.31.16                   | 0.77                         |
| 11.        | 86/part            | 0.01.62                   | 0.04                         |
| 12.        | 100/part           | 0.18.21                   | 0.45                         |
| 13.        | 101/part           | 0.48.97                   | 1.21                         |
|            | <b>Total</b>       | <b>19.33.18</b>           | <b>47.77</b>                 |

together with all specified tangible and intangible assets, including land, personnel / employees, plant and machinery and other assets and liabilities in relation to the Vizag Undertaking but excluding its brand name, by way of asset transfer or slump sale as a going concern or on “as-is-where-is” basis or in any other manner as the Board

(or any committee constituted by the Board for negotiations of the terms of transfer), under the direction of the Financial Creditors, may deem fit to one or more transferees in single or multiple transactions, for such consideration, and in such manner, and on such other terms and conditions, as the Board may in its absolute discretion deem fit and appropriate.”

**“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 the memorandum of understanding, agreements, sale deed, 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.”

### **3. Appointment of Mrs. Suguna Raghavan as an Independent Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act 2013, and the SEBI( Listing Obligations and Disclosure Requirements) Regulations, 2015, Mrs. Suguna Raghavan (DIN 06601230), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act and the SEBI Regulations, be and is hereby appointed as an Independent Non- Executive Director of the Company to hold office for the first term of three years, with effect from 14.02.2019 till 13.02.2022 and whose office shall not be liable to retire by rotation.”

**“RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution.”

### **4. Rescinding the Increase in Authorized Share Capital of the Company already approved by shareholders.**

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

**“RESOLVED THAT** in supersession of the resolution passed by the shareholders through Postal Ballot on 29th October, 2018 and pursuant to the provisions of Section 61 read with Section 64 and other applicable provisions, if any, of the Companies Act, 2013 (including any amendment thereto or re-enactment thereof for the time being in force) and the Rules framed there under, the consent of the members of the Company be and is hereby accorded to rescind resolution passed on 29th October, 2018 vide item no. 3 and to retain the existing Authorized Share Capital of the Company, unaltered at Rs.50,00,00,000/- (Rupees Fifty Crores) divided into 3,50,00,000 (Three Crore 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 and that the Memorandum of Association of the Company be maintained at the present figures.

**“RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution.”

### **5. Change in designation of Mr. K. Rajasekar from Non Independent Non Executive Director to Whole Time Director of the Company.**

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

**“RESOLVED THAT** pursuant to the provisions of section 196, 197 and Schedule V of the Companies Act, 2013 and all other applicable provisions, if any, of the Companies Act, 2013, listing agreement, SEBI(Listing Obligations and Disclosure Requirements)Regulations, 2015, and all other applicable acts, the consent of the members be and is hereby accorded to the change in designation of Mr. K. Rajasekar, as a Whole Time Director of the Company for a period of 3 years with effect from 25.03.2019 on rotational basis.

**“RESOLVED FURTHER THAT** the Board of Directors and the Company Secretary be and are hereby severally authorized to do all such acts, deeds, matters and things as may be required to give effect to the above resolution.”

Date: 26<sup>th</sup> April 2019  
Place: Chennai

By order of the Board  
For W.S. Industries (India) Limited  
B. Swaminathan  
Company Secretary

**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**

Pursuant to the approval accorded by the Shareholders of the Company, vide Postal Ballot dated September 17, 2018, immovable property being industrial land measuring an extent of 16.40 acres (**equivalent to 6.64 Hectares**) together with old buildings in a dilapidated condition and temple structure thereon situated at Door No. 108 and 109, Mount Poonamallee Road, Porur Village, Chennai, and comprised in the following Survey Nos. at Porur Village, Maduravoyal Taluk (formerly Ambattur Taluk, Tiruvallur Revenue District), Chennai District in the State of Tamil Nadu (**“Property”**) has been transferred by the Company to its subsidiary, W.S. T&D Limited (**“Subsidiary”**).

| Sl. Nos. | Survey Nos. | Area / Extent (in Hectares) | Area / Extent (in Acres) |
|----------|-------------|-----------------------------|--------------------------|
| 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.       | 25/5A       | 1.59.00                     | 3.93                     |
| 10.      | 25/5B       | 1.08.00                     | 2.67                     |
| 11.      | 25/4H3A     | 0.32.00                     | 0.79                     |
|          | Total       | 6.64.00                     | 16.40                    |

As part consideration for the transfer of the Property, the Subsidiary has taken over outstanding loans of the Company owed to Abhishaya Infrastructure Private Limited (**“AIPL”**), which loan contains an option in favour of the lender to convert the outstanding amounts to equity shares of the Subsidiary. Further, the Subsidiary has raised funds from AIPL by issuance of (i) compulsorily convertible debentures and (ii) fresh equity shares to AIPL representing forty nine percent (49%) of the equity share capital of the Subsidiary. In addition, the Company has transferred to AIPL, all the compulsorily convertible debentures held by it in the Subsidiary. All such compulsorily convertible debentures held by AIPL are convertible into equity shares at the option of the debenture holder.

Upon exercise by AIPL of its option to convert the aforesaid loans and/or the compulsorily convertible debentures (whether issued or transferred), along with the equity shares of the Subsidiary already held by AIPL, AIPL is likely to acquire a majority equity shareholding in the Subsidiary and correspondingly it will result in a dilution of the Company's shareholding in the Subsidiary to less than fifty percent (50%) thereby resulting in cessation of control over the Subsidiary. Furthermore, the Company may, depending on the circumstances, transfer or otherwise dispose-off part or all of the Company's shareholding in the Subsidiary in one or more tranches. In view of the above, permission and approval of the Shareholders, by way of a special resolution, is accordingly being sought for in terms of Regulation 24(5) of the SEBI (LODR) Regulations and other applicable provisions of the Act.

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**

Company owns the plant and all other assets and properties located at Duppituru village, Vishakhapatnam and the immovable property admeasuring an extent of 47.77 acres of land, along with superstructures, plant and machinery, electrical fittings, furniture, fixtures, stores, spares, inventories, other current assets and current



liabilities thereon, and comprised in the following survey numbers and villages and bounded as follows (collectively referred to as "Vizag Undertaking"):

Village: Duppituru Village  
Mandal: Atchutapuram  
District: Vishakapatnam

| No. | Survey Nos.  | Area (in Hectares) | Area (in Acres-Cents) |
|-----|--------------|--------------------|-----------------------|
| 1.  | 58/part      | 8.89.09            | 21.97                 |
| 2.  | 59           | 1.58.64            | 3.92                  |
| 3.  | 60/part      | 1.57.42            | 3.89                  |
| 4.  | 61/part      | 2.73.97            | 6.77                  |
| 5.  | 75/part      | 0.62.73            | 1.55                  |
| 6.  | 79/part      | 0.30.35            | 0.75                  |
| 7.  | 80/part      | 0.08.50            | 0.21                  |
| 8.  | 83/part      | 1.40.83            | 3.48                  |
| 9.  | 84/part      | 1.11.69            | 2.76                  |
| 10. | 85/part      | 0.31.16            | 0.77                  |
| 11. | 86/part      | 0.01.62            | 0.04                  |
| 12. | 100/part     | 0.18.21            | 0.45                  |
| 13. | 101/part     | 0.48.97            | 1.21                  |
|     | <b>Total</b> | <b>19.33.18</b>    | <b>47.77</b>          |

The Company had entered into financing arrangements with: (i) Allium Finance Private Limited; (ii) Edelweiss Asset Reconstruction Company Limited (*in its capacity as a Trustee of EARC SAF – 1 Trust, EARC Trust – SC 168 and EARC Trust – SC 209*); and (iii) IDBI Trusteeship Services Limited (*acting on behalf of and in its capacity as a debenture trustee of the debenture holders being EW India Special Assets Fund Pte. Limited and EdelCap Securities Limited*) (collectively, "Financial Creditors") pursuant to which the Vizag Undertaking was mortgaged to them.

The Company, with a view to arrange funds to repay the Financial Creditors and to halt the Company from further interest burden and legal proceedings for recovery, proposes to transfer, sell or dispose-off the Vizag Undertaking (in full or in part) in one or series of transactions to one or more transferees as may be identified by the Financial Creditors and the Board (or any committee constituted by the Board for negotiations of the terms of transfer), including, by way of asset transfer or slump sale as a going concern or on "as-is-where-is" basis or in any other manner as the Board may deem fit and appropriate, and to utilize the consideration in part/full for repayment of the outstanding liabilities of the Company, including, part of the amount due by the Company to the Financial Creditors. 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

In accordance with the provisions of Section 149 read with Schedule IV to the Act, appointment of an Independent Director requires approval of members. Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors has proposed that Mrs. Suguna Raghavan, be appointed as Independent Directors on the Board of the Company. The Company has received a declaration from Mrs. Suguna Raghavan that she meets the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations").

Details of Mrs. Suguna Raghavan are attached to the Notice.

Copy of draft letter of appointment of Mrs. Suguna Raghavan setting out the terms and conditions of appointment is available for inspection by the members at the registered office of the Company.

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

Except Mrs. Suguna Raghavan, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the said Resolution.

### ITEM No.4

The Shareholders are already aware that the Company has passed a resolution for increase in Authorised Share Capital vide Item No. 3 of the Postal Ballot Notice dated 17<sup>th</sup> September, 2018. However, the Board is now of the

opinion that such increase of authorized share capital of the Company would not be immediately required. The Board now considers that the resolution be rescinded and that the Authorised Share Capital of the Company be retained to the existing capital itself.

The present Authorized Capital of the Company is Rs.50,00,00,000/- (Rupees Fifty Crores) divided into 3,50,00,000 (Three Crore 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, which remains unaltered.

A copy of the proposed set of existing Memorandum of Association of the Company in terms of Item No. 4 would be available for inspection for the Members at the Registered Office of the Company during the office hours on any working day, except Saturdays, Sundays and public holidays, between 11.00 a.m. to 5.00 p.m.

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.5**

Mr. K. Rajasekar, who is currently a Non-Executive Non Independent Director, and who has expressed his willingness to continue to render his services as an Executive Director, was appointed as a Whole Time Director and re-designated as an Executive Director with effect from 25.03.2019.

The Board considering his rich experience and knowledge and his guidance in assisting the company in dealing with the challenging administrative, personnel and legal issues which the Company has faced, decided to appoint him as a Whole Time Director designated as an Executive Director for a period of three years effective from 25.03.2019. Considering the provisions of Sec 197 read with Schedule V of the Companies Act, 2013 no remuneration is proposed to be paid.

A brief profile of Mr. K. Rajasekar is annexed to the Notice.

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

Except Mr. K. Rajasekar, none of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the said resolution.

#### **DETAILS TO ITEM NO.3 AND 5.**

|   |  |  |
|---|--|--|
| Name of the Director  | Mr. K. Rajasekar   | Mrs. Suguna Raghavan   |
| Date of Birth   | 05/08/1955   | 04/06/1950   |
| Date of Appointment   | 25/03/2019   | 14/02/2019   |
| Qualification and expertise                                   | M.A. (History) with 34 years of experience in the Police Department. Retired as Deputy Superintendent of Police in the Tamil Nadu Police Department. | Mrs.Suguna Raghavan is a Bachelor of Science Graduate. She has worked in the central Government in the department of statistics with experience of 26 years. She is now advising and consulting in the corporate sector. |
| Shareholding  | Nil  | Nil  |
| Directorship held in other Companies                          | Nil  | 1. Spartek Ceramics India Limited<br>2. Pace Automation Limited<br>3. Maruti Industrial Carbohydrates Limited  |
| Memberships of the Committees of the Board of other companies | Nil  | 5  |
| Relationships with other Directors                            | Nil  | Nil  |

Date: 26<sup>th</sup> April 2019

Place: Chennai

By order of the Board  
For W.S. Industries (India) Limited  
B.Swaminathan  
Company Secretary

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.nsd.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.nsd.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 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.nsd.com](http://www.evoting.nsd.com).
  - b. "Physical User Reset Password?" (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://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.co.in](mailto: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

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 06th May 2019 9:00 hours and ends on 04<sup>th</sup> June 2019 17:00 hours. During this period, members holding shares either in physical form or in dematerialized form, as on 27<sup>th</sup> April, 2019 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.

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 04<sup>th</sup> June 2019.

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 04<sup>th</sup> June 2019 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 08<sup>th</sup> June 2019. 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](http://www.wsindustries.in/KYC).