



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 7th March 2020.

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 30th January 2020, 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 9th March 2020. 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 of the Land of the Company situated at Pondicherry.

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 sale of the Land in

R.S.No. 38/1, Sedarpet Village, Adjacent to PIPDIC Estate, Pondicherry, admeasuring an extent of 2.214 acres of vacant land being obtained, the consent of the Members be and is hereby accorded by way of special resolution 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 and disposal off or otherwise deal with (all or part of) thereof or in any other manner as the Board (or any committee constituted by the Board for negotiations of the terms of sale), 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 sale, 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."

2. Appointment of Mr.K.Rajasekar as Manager with the Designation of President (Corporate Affairs).

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 read with Schedule V and 203 of the Companies Act, 2013 and all other applicable provision, if any, of the Companies Act, 2013, listing agreement, SEBI (Listing Obligation and Disclosure Requirement) Regulations 2015, and all other applicable acts, the consent of the members be and is hereby accorded to the appointment of Mr.K.Rajasekar, as Manager of the company with the Designation of President (Corporate Affairs) for a period of 3 years with effect from 14.09.2019 without remuneration.

"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."

By order of the Board
For W.S. Industries (India) Limited

Date: 29th January, 2020
Place: Chennai

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

Company has vacant land located at R.S.No. 38/1, Sedarpet Village, Adjacent to PIPDIC Estate, Pondicherry, admeasuring an extent of 2.214 acres ("Pondy Land") since 1985.

The Company has mortgaged the above Pondy Land by way of deposit of Title Deed with: (i) Allium Finance Private Limited; (ii) Edelweiss Asset Reconstruction Company Limited (in its capacity as a Trustee of EARC SAF – 1 Trust); 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, "Secured Lenders").

Therefore, with a view to raise funds to meet a portion of the total dues to the Secured Lenders, it is proposed to sell or dispose-off the Pondy Land (in full or in part) in one or series of transactions to one or more transferees as may be identified, including, by way of asset sale or in any other manner as the Board may deem fit and appropriate, and to utilize the consideration in part/full for repayment of part of the outstanding liabilities to the Secured Lenders.

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

In the meeting of the Board of Directors of the Company held on 14th September 2019, Mr.K.Rajasekar, was appointed as a Manager of the company with the designation of President (Corporate Affairs) for a period of three years effective from 14th September 2019. Mr. Rajasekar, erstwhile Director of your Company, has rich administrative experience and knowledge and his guidance in assisting the company in dealing with the challenging administrative, personnel and legal issues facing the Company, has been invaluable. The Board considers him as very critical to the time-bound final resolution of the land related issues impacting the Company. No remuneration is to be paid considering the provisions of Sec 197 read with Schedule V of the Companies Act, 2013.

In accordance with the provisions of Section 196, 197 read with Schedule V to the Act, appointment of a Manager requires approval of members.

Details of Mr.K.Rajasekar, are attached to the Notice.

Copy of letter of appointment of Mr.K.Rajasekar, 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.

None of the Directors, Key Managerial Personnel except Mr. K. Rajasekar, or their relatives are, in any way, concerned or interested in the said resolution.

DETAILS TO ITEM NO.2

Name of the Director	Mr. K. Rajasekar
Date of Birth	05/08/1955
Date of Appointment	14/09/2019
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. Served as Director of your Company for 4.13 years.
Shareholding	Nil
Directorship held in other Companies	Nil
Memberships of the Committees of the Board of other companies	Nil
Relationships with other Directors	Nil

By order of the Board
For W.S. Industries (India) Limited

Date: 29th January, 2020
Place: Chennai

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.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 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

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 7th February 2020 9:00 hours and ends on 7th March 2020 17:00 hours. During this period, members holding shares either in physical form or in dematerialized form, as on 30th January 2020 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 7th March 2020.

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 7th March 2020 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 9th March 2020. 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.