



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 108, 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 p.m. on 1st June 2022. Postal Ballot Forms received after this date shall be treated as if reply from the member has not been received

Pursuant to Section 108 of the Companies Act, 2013 and other applicable provisions of the Act, read with Companies (Management and Administration) Rules, 2014, and in compliance with Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 as amended from time to time, the Company also provides e-voting facility to the members for transacting the business pertaining to the above said Postal Ballot. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facility to the members of the Company. Members holding shares either in physical form or in dematerialized form, as on the cut-off date, 29th April 2022, may cast their vote electronically on the businesses as set out in the Notice of the Postal Ballot through electronic voting system of National Securities Depository Limited (NSDL). Members desiring to opt for the e-voting facility are requested to read carefully the related notes to this Postal Ballot Notice and instructions given thereunder. 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 2nd June 2022. 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 BSE Limited.

PROPOSED RESOLUTION:

1. Issuance of Equity Shares to Investors, other than existing promoter group, on a Preferential Basis:

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 23(1)(b), 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, (**“Companies Act”**), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the **“SEBI ICDR Regulations”**) and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the **“SEBI Listing Regulations”**), as amended from time to time, the listing agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited (together, the **“Stock Exchanges”**) on which the equity shares of the Company having face value of Rs.10 each (**“Equity Shares”**) are listed, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Securities and Exchange Board of India (**“SEBI”**) and/or any other competent authorities (hereinafter referred to as **“Applicable Regulatory Authorities”**) from time to time to the extent applicable and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approvals, consents and permissions as may be necessary or required and subject to such conditions as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the **“Board”**, which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this Resolution), is hereby authorised to accept, the consent and approval of the Members of the Company (**“Members”**) be and is hereby accorded to the Board to create, issue, offer and allot upto 46,34,224 Equity Shares at an issue price of ₹ 12.50/- per Equity Share (including premium of ₹ 2.50/- per Equity Share), aggregating to ₹ 5,79,27,800/- (Rupees Five Crore Seventy Nine Lakhs Twenty Seven Thousand Eight Hundred only) (**“Consideration”**) or at such other higher price as may be determined in accordance with the provisions of Chapter V of SEBI (ICDR) Regulations, to the persons mentioned at 1 to 7 (are collectively referred to as the **“Investors”**), other than existing promoter group:

No	Name of the Investors	Number of Equity Shares	Total value of shares in INR
1	Mr. C. K. Venkatachalam	5,14,914	64,36,425
2	Mr. C. K. Balasubramaniam	5,14,913	64,36,413
3	Mr. S. Anandavadivel	5,14,914	64,36,425
4	Mr. S. Aravindan	5,14,913	64,36,412
5	Mr. S. Nagarajan	10,29,828	1,28,72,850
6	Mr. Prakash K. V.	5,14,914	64,36,425
7	Trineva Infra Projects Private Limited	10,29,828	1,28,72,850
	Total	46,34,224	5,79,27,800

for cash consideration on a preferential basis (**“Preferential Issue”**), and on such terms and conditions as may be determined by the Board in accordance with the SEBI ICDR Regulations and other applicable laws;

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the relevant date for determining the floor price for the Preferential Issue of the Equity Shares is 2nd May 2022, being the date 30 days prior to the date of the closure of the e-voting (**“Relevant Date”**);

RESOLVED FURTHER THAT without prejudice to the generality of the above Resolution, the issue of the Equity Shares to the Investors under the Preferential Issue shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- a) The Equity Shares to be issued and allotted shall be fully paid up and rank *pari passu* with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company;
- b) The Equity Shares to be allotted shall be locked in for such period as specified in the provisions of Chapter V of the SEBI ICDR Regulations and will be listed on the Stock Exchanges subject to receipt of necessary regulatory permissions and approvals;
- c) The pre-preferential shareholding and the Equity Shares so allotted to the Investors under this resolution shall not be sold, transferred, pledged or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations, except to the extent and in the manner permitted thereunder;
- d) The Equity Shares shall be allotted in dematerialized form within a period of fifteen (15) days from the date of passing of the special resolution by the Members, provided that where the allotment of Equity Shares is subject to receipt of any approval or permission from Applicable Regulatory Authorities, the allotment shall be completed within a period of fifteen (15) days from the date of receipt of last of such approvals or permissions;

RESOLVED FURTHER THAT the Board be and is hereby authorized to accept any modifications in the terms of issue of Equity Shares, subject to the provisions of the Companies Act and the SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members;

RESOLVED FURTHER THAT the Equity Shares issued to the Investors shall be listed on the stock exchanges where the existing equity shares of the Company are listed.

RESOLVED FURTHER THAT the monies received by the Company from the Investors pursuant to this preferential issue shall be kept by the Company in a separate account opened by the Company for this purpose and shall be utilized by the Company in accordance with the provisions of the Companies Act;

RESOLVED FURTHER THAT the Board be and is hereby authorized to make an offer to the Investors through private placement offer letter in Form PAS-4 as prescribed under the Companies Act after passing of this resolution with a stipulation that the allotment would be made only upon receipt of in-principle approval from the Stock Exchange i.e., BSE Limited, receipt of the consideration as aforesaid and within the timelines prescribed under the applicable laws;

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Equity Shares shall be subject to the following terms and conditions in addition to the terms and conditions as contained in the Statement under Section 102 of the Companies Act annexed hereto, which shall be deemed to form part hereof:

- (a) The Investors shall bring in 100% of the Consideration, on or before the date of allotment thereof and;
- (b) The Consideration shall be paid by the Investors from their respective bank accounts;

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things as it may, in its absolute discretion, deem necessary, desirable or expedient, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the foregoing (including modification to the terms of the issue), entering into contracts, arrangements, agreements,

documents (including for appointment of agencies, intermediaries and advisors for the Preferential Issue) and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the Members and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Preferential Issue, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive;

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred, as it may deem fit in its absolute direction, to any committee of the Board or any one or more Director(s)/Company Secretary/any Officer(s) of the Company to give effect to the aforesaid resolution.”

Date :30th April 2022

Place: Chennai

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

B. Swaminathan
Company Secretary

EXPLANATORY STATEMENT

As required by Section 102 read with Section 110 of the Companies Act, 2013 (the "Act"), the following Explanatory Statement sets out all the material facts relating to the business mentioned under Item No.1 of the accompanying Notice dated 30th April 2022.

ITEM NO.1

After completing the financial restructuring of the Company, steps are being initiated to strengthen the operating position of the Company to enable participation in emerging opportunities in the infrastructure space.

In accordance with the above plan, the Board, pursuant to its resolution dated 30th April 2022, has approved the proposed Preferential Issue to the Investors at a price of ₹ 12.50 per Equity Share ("**Issue Price**"), and consequently, recommends the resolution as set out above to be passed by the Members through a special resolution. The floor price for the issue of the shares on a preferential basis under the applicable provisions of the SEBI ICDR Regulations is ₹ 12.48 per Equity Share.

Simultaneously with Preferential Issue, certain Investors (namely, Mr. C. K. Balasubramaniam, Trineva Infra Projects Private Limited, Mr. S. Aravindan, Mr. S. Nagarajan and Mr. Prakash K V) collectively the "**Purchasers**" and Mr. C. K. Venkatachalam, Mr. S. Anandavadivel collectively the "**Confirming Parties**" shall also acquire by way of a Transfer of 96,02,182 equity shares of the Company at a price of Rs.12/- per share constituting 31.08% of post preferential issue capital of the Company from certain existing Promoters of the Company (namely, Trala Electromech Systems Private Limited, Mr. Narayan Sethuramon, Bluechip Investments Private Limited, Vensunar Private Limited, Galaxy Investments Private Limited, Ms. Suchitra Murali Balakrishnan) (the "**Existing Promoter Group**").

The details in relation to the Preferential Issue as required under the SEBI ICDR Regulations and the Act read with the rules issued thereunder, are set forth below:

(i) Objects of the Preferential Issue and aggregate amount proposed to be raised

The Company proposes to raise an amount aggregating up to ₹ 5,79,27,800/- (Rupees Five Crore Seventy Nine Lakhs Twenty Seven Thousand Eight Hundred only) through the Preferential Issue. The proceeds of the Preferential Issue will be utilized for meeting funding requirements and other general corporate purposes of the Company.

(ii) Maximum number of specified securities to be issued

It is proposed to offer, allot and issue up to 46,34,224 fully paid-up equity shares of the Company having a face value of Rs. 10 /- (Rupees Ten Only) each.

(iii) Intent of the Promoters, directors or key managerial personnel of the Company to subscribe to the Preferential Issue; contribution being made by the Promoters or Directors either as part of the Preferential Issue or separately in furtherance of the objects

None of the promoters, Director or Key Managerial Personnel intends to subscribe to any shares pursuant to this preferential issue of Equity Shares.

(iv) Shareholding pattern of the Company before and after the Preferential Issue

Category	Pre-issue Shareholding		Post Issue Shareholding	
	Number of Shares held	% of Share holding	Number of Shares held	% of Share holding
A. Promoters Holding				
1. Indian Individual	2,96,303	1.13	2,96,303	0.96
2. Bodies Corporate	-	-	-	-
Sub-total	2,96,303	1.13	2,96,303	0.96
3. Foreign individual	-	-	-	-
Total Promoters holding	2,96,303	1.13	2,96,303	0.96
B. Public Holding				
1. Institution				
Mutual Funds/UTI	400	0.00	400	0.00
Financial Institutions / Banks	71,305	0.27	71,305	0.23
Insurance Companies				
Sub Total (A)	71,705	0.27	71,705	0.23
2. Non Institution				
Individual shareholders holding nominal share capital up to Rs. 2 lac	40,24,843	15.33	40,24,843	13.03
Individual shareholders holding nominal share capital in excess of Rs. 2 lac	1,71,41,498	65.27	2,07,45,894	67.15
Others (including Bodies Corporate, Trusts etc)	47,26,258	18.00	57,56,086	18.63
Sub-Total (B)	2,59,64,304	98.87	3,05,98,528	99.04
Grand Total	2,62,60,607	100.00	3,08,94,831	100.00

(v) Time frame within which the Preferential Issue shall be completed

As required under the SEBI ICDR Regulations, the Equity Shares shall be allotted by the Company within a period of 15 days from the date of passing of this Resolution, provided that where the allotment of the proposed Equity Shares is pending on account of receipt of any approval or permission from any regulatory or statutory authority, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

(vi) Identity of the natural persons who are the ultimate beneficial owners of the Equity Shares proposed to be allotted and/or who ultimately control the Investors, the percentage of post Preferential Issue capital that may be held by them and change in control, if any, in the Company consequent to the Preferential Issue and sale of equity shares of the Company by Existing Promoter Group.

The Equity Shares are proposed to be allotted to Investors, other than existing promoter group of the Company. Details of shareholding of Investors in the Company, prior to and after the proposed Preferential Issue and sale of equity shares, are as under:

No.	Name and PAN of the Allottee	Address	Category	No. of Shares proposed to be purchased	No. of Shares proposed to be allotted	Pre-Preferential Issue and purchase of equity shares shareholding		Post Preferential Issue and purchase of equity shares Shareholding	
						No. of equity shares held	% held	No. of equity shares held	% held
1.	Mr. C. K. Venkatachalam PAN: ACHPV7909C	F-1, No.28, Legrange, AK Block, TAS Enclave, Shanthy Colony, Anna Nagar, Chennai – 600 040	Public \$ (Individual)		5,14,914	17,07,440	6.50	22,22,354	7.19
2.	Mr. C. K. Balasubramaniam PAN: AFOPB6836N	Green Field, Nachatra Clasic, Villa No.-23, SF No. 240 and 241, R Mohan Nagar, Kalapatti, Coimbatore – 641048.	Public \$ (Individual)	15,64,560	5,14,913	15,64,560	5.96	20,79,473	6.73
3.	Mr. S. Anandavadivel PAN: AFAPA7122G	50/20, CASA Major Road, Egmore, Chennai – 600008.	Public \$ (Individual)	-	5,14,914	17,06,940	6.50	22,21,854	7.19
4.	Mr. S. Aravindan PAN: AFZPA3178H	6/276, Surya Garden, Trichy Main Road, Vagurampatti, Namakkal 637002	Public \$ (Individual)	15,65,060	5,14,913	15,65,060	5.96	20,79,973	6.73
5.	Mr. S. Nagarajan PAN: AAXPN9948H	2-67, R.C. Middil Street, Keelamudimannarkottai, Kamuthi, Ramanathapuram 623603	Public \$ (Individual)	15,64,562	10,29,828	32,72,002	12.46	43,01,830	13.92
6.	Mr.Prakash K V PAN: AADPR5297D	O.No.2, N.No.7 Radhakrishnan Street, Thiyagaraya. Nagar, Chennai – 600 017	Public \$ (Individual)	16,36,000	5,14,914	16,36,000	6.23	21,50,914	6.96
7.	Trineva Infra Projects Private Limited PAN: AAGCT6237P	SY No. 28/4, Katha No. 596/461, 3rd Floor Sidda Pura, Whitefield Main Road, Bangalore 560056	Public \$ (Body Corporate)	32,72,000	10,29,828	32,72,000	12.46	43,01,828	13.92
	Total			96,02,182	46,34,224	1,47,24,002	56.07	1,93,58,226	62.66

Details of Key Shareholders /persons in control / promoters of Trineva Infra Projects Private Limited:

Sr. No.	Name of Key Shareholders/Promoters	No. of Shares	%
1	C K Venkatachalam	11,55,000	23.10
2	C K Balasubramaniam	11,50,000	23.00
3	S. Anandavadivel	10,45,000	20.90
4	S. Aravindan	9,00,000	18.00
5	V. Sathyamoorthy	3,50,000	7.00
6	C.M. Kulandaisamy	2,00,000	4.00
7	S. Kamalaveni	2,00,000	4.00
	Total	50,00,000	100.00

\$ The Investors have triggered open offer under Regulations 3 & 4 of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 and have made Public Announcement on April 30, 2022. Subject to completion of open offer formalities, receipt of various statutory approvals and compliance with regulation 31A of the extant SEBI (LODR) Regulations, 2015, the Investors shall be the new promoters of the Company and classified under promoter group category accordingly. The resultant existing promoter group shall be classified under public category accordingly.

(vii) Undertakings

- a) None of the Company, its Directors or Promoter have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of its Directors is a fugitive economic offender as defined under the SEBI ICDR Regulations.
- b) The Company is eligible to make the Preferential Issue to the investors other than existing promoter group under Chapter V of the SEBI ICDR Regulations.
- c) As the Equity Shares have been listed for a period of more than twenty-six weeks as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re-computation of the price of shares shall not be applicable.
- d) It shall re-compute the price of the equity shares issued on preferential basis in terms of the provisions of ICDR Regulations, where it is required to do so. If the amount payable on account of the re-computation of price is not paid within the time stipulated in the ICDR Regulations, the underlying equity shares shall continue to be locked-in till the time such amount is paid by the Investors.
- e) None of the Investors, its Directors or Promoters have been declared as wilful defaulter as defined under the SEBI ICDR Regulations. None of the Investors, its Directors or Promoters are a fugitive economic offender as defined under the SEBI ICDR Regulations.

(viii) Particulars of the Preferential Issue including date of passing of Board resolution

On the recommendation of all the Independent Directors of the Company at their meeting held on 30th April 2022 and the Board of Directors at its meeting held on 30th April 2022 had, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to 46,34,224 Equity Shares at a price of ₹ 12.50 per Equity Share, aggregating to ₹ 5,79,27,800/- (Rupees Five Crore Seventy Nine Lakhs Twenty Seven Thousand Eight Hundred only) to the following Investors (other than existing promoter group), for cash consideration, on a preferential basis.

No	Name of the Investors	Number of Equity Shares	Total value of shares in INR
1	Mr. C. K.Venkatachalam	5,14,914	64,36,425
2	Mr. C. K. Balasubramaniam	5,14,913	64,36,413
3	Mr. S. Anandavadivel	5,14,914	64,36,425
4	Mr. S. Aravindan	5,14,913	64,36,412
5	Mr. S. Nagarajan	10,29,828	1,28,72,850
6	Mr. Prakash K. V.	5,14,914	64,36,425
7	Trineva Infra Projects Private Limited	10,29,828	1,28,72,850
	Total	46,34,224	5,79,27,800

All the independent directors attended the meeting and voted in favour of the Preferential Issue.

(ix) Kinds of securities offered and the price at which security is being offered

Up to 46,34,224 Equity Shares, at a price of ₹ 12.50 per Equity Share aggregating up to ₹ 5,79,27,800/- (Rupees Five Crore Seventy Nine Lakhs Twenty Seven Thousand Eight Hundred only), such price being not less than the minimum price as on the Relevant Date determined in accordance with the provisions of Chapter V of the SEBI ICDR Regulations.

(x) Relevant Date

In terms of the provisions of Chapter V of the SEBI ICDR Regulations, relevant date for determining the floor price for the Preferential Issue is 2nd May 2022, being the date 30 days prior to the date of closure of e-voting.

(xi) Basis on which the price has been arrived at and justification for the price

The Equity Shares of the Company are listed on BSE Limited (“**BSE**”) and National Stock Exchange of India Limited (“**NSE**”) (together referred to as the “**Stock Exchanges**”). The

Equity Shares are frequently traded in terms of the SEBI ICDR Regulations. BSE, being the Stock Exchange with higher trading volumes for the said period, has been considered for determining the floor price in accordance with the SEBI ICDR Regulations.

In terms of regulations 166A (1) of the SEBI ICDR Regulations, the floor price at which the Equity Shares shall be issued, is ₹ 12.48 per Equity Share, being higher of the following:

- a) the 90 trading days' volume weighted average price of the related equity shares quoted on the recognised stock exchange preceding the relevant date; or
- b) the 10 trading days' volume weighted average prices of the related equity shares quoted on a recognised stock exchange preceding the relevant date.
- c) As per the valuation report dated 30th April 2022 issued by independent Registered Valuer, Mr. Sanka Hari Surya certifying the floor price to be Rs. 12.48 per equity share.

The pricing of the Equity Shares to be allotted on preferential basis is ₹ 12.50 per Equity Share which is not lower than the floor price determined in the manner set out above.

(xii) Principal terms of assets charged as securities

Not applicable.

(xiii) Change in control, if any, in the Company consequent to the preferential issue and sale of equity shares of the Company by Existing Promoter Group

As a result of the proposed issue of Equity Shares on preferential basis and sale of certain equity shares of the Company by Existing Promoter Group, there will be change in the control of the Company.

(xiv) Lock-in Period

The Equity Shares shall be locked-in for such period as specified under Regulations 167 and 168 of the SEBI ICDR Regulations.

(xv) Practicing Company Secretary Certificate

A certificate from the Practicing Company Secretary of the Company, certifying that the proposed issue is being made in accordance with the extant regulations of the SEBI ICDR Regulations, 2018 shall be placed before the shareholders through the Postal Ballot of the Company. The Certificate will also be available on the Company's website http://www.wsindustries.in/KYC/pdf/Cert_Prac_CS_apr2022.pdf.

(xvi) Other disclosures

- a) During the period from April 1, 2021 until the date of Notice of this Postal Ballot, the Company has not made any preferential issue of Equity Shares.
- b) Valuation Report of the independent registered valuer has been obtained as per Regulation 166A of the SEBI ICDR Regulations for the proposed Preferential Issue and is also available on http://www.wsindustries.in/KYC/pdf/Regd_val_report_apr2022.pdf.
- c) The existing promoter group of the Company are simultaneously transferring 96,02,182 equity shares. Some of the Investors have, during the last six months, acquired 51,21,820 equity shares, representing 16.58% of the post preferential issue capital of the Company. The Investors have not sold any equity shares of the Company during the six months preceding the Relevant Date.

(xvii) Number of persons to whom allotment has already been made during the year, in terms of Number of Securities as well as Price

The Company has not made any allotments during the year.

(xviii) Justification for the allotment proposed to be made for consideration other than cash together with the Valuation Report of the Registered Valuer:

Not applicable as the proposed issue is not for consideration other than cash.

(xix) the current and proposed status of the investors post the preferential issues namely, promoter or non-promoter.

No	Name of the Investors	Current Status	Proposed status post preferential issue*
1	Mr. C. K. Venkatachalam	Public	Promoter
2	Mr. C. K. Balasubramaniam	Public	Promoter
3	Mr. S. Anandavadivel	Public	Promoter
4	Mr. S. Aravindan	Public	Promoter
5	Mr. S. Nagarajan	Public	Promoter
6	Mr. Prakash K V	Public	Promoter
7	Trineva Infra Projects Private Limited	Public	Promoter

*The change in status from Public to Promoter shall be completed subject to the completion of the Open Offer process as per Regulation 31A of SEBI (LODR), 2015

In accordance with the provisions of Sections 23, 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said Equity Shares to Investors is being sought by way of a special resolution as set out in the said item of the Notice. Issue of the Equity Shares pursuant to the Preferential Issue would be within the Authorised Share Capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the Special Resolution at Item No.1 of the accompanying Notice for approval by the Members of the Company.

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

Date: 30th April 2022
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 of the 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).

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

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsd.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jspVisit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

	<p>4. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p> <p style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on New System Myeasi. 2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote. 3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration 4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

Important Note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
<p>Individual Shareholders holding securities in demat mode with NSDL</p>	<p>Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30</p>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<p>Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43</p>

B) Login Method for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.)

C) How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsd.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.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 are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 119788 then user ID is 119788001***

5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
 - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
 - c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
 - a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.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 etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to lakshmmi6@gmail.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Ms.Sarita M – Assistant Manager at evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to sectl@wsinsulators.com
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to sectl@wsinsulators.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by listed companies, individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

The e-Voting period commences on 3rd May 2022 9:00 hours and ends on 1st June 2022 17:00 hours. During this period, members holding shares either in physical form or in dematerialized form, as on 29th April 2022 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 two 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 1st June 2022.

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 1st June 2022 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 2nd June 2022. 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.