

# FORM NO. MGT-7

[Pursuant to sub-Section(1) of section 92 of the Companies Act, 2013 and sub-rule (1) of rule 11of the Companies (Management and Administration) Rules, 2014]



# Annual Return (other than OPCs and Small Companies)

Form language  English  Hindi

Refer the instruction kit for filing the form.

## I. REGISTRATION AND OTHER DETAILS

(i) \* Corporate Identification Number (CIN) of the company

L29142TN1961PLC004568

Pre-fill

Global Location Number (GLN) of the company

\* Permanent Account Number (PAN) of the company

AAACW0572E

(ii) (a) Name of the company

W.S. INDUSTRIES (INDIA) LIMIT

(b) Registered office address

108, MOUNT POONAMALEE ROAD PORUR NA  
CHENNAI  
Tamil Nadu  
600116  
India

(c) \*e-mail ID of the company

sectl@wsigroup.in

(d) \*Telephone number with STD code

8925802400

(e) Website

(iii) Date of Incorporation

23/08/1961

Type of the Company	Category of the Company	Sub-category of the Company
Public Company	Company limited by shares	Indian Non-Government company

(v) Whether company is having share capital

Yes  No

(vi) \*Whether shares listed on recognized Stock Exchange(s)

Yes  No

(a) Details of stock exchanges where shares are listed

S. No.	Stock Exchange Name	Code
1	BOMBAY STOCK EXCHANGE	1
2	NATIONAL STOCK EXCHANGE OF INDIA LIMITED	1,024

(b) CIN of the Registrar and Transfer Agent

U74900TN2015PTC101466

Pre-fill

Name of the Registrar and Transfer Agent

INTEGRATED REGISTRY MANAGEMENT SERVICES PRIVATE LIMITED

Registered office address of the Registrar and Transfer Agents

2nd Floor Kences Towers ,1 Ramakrishna Street  
North Usman Road T Nagar

(vii) \*Financial year From date 01/04/2022 (DD/MM/YYYY) To date 31/03/2023 (DD/MM/YYYY)

(viii) \*Whether Annual general meeting (AGM) held  Yes  No

(a) If yes, date of AGM

(b) Due date of AGM

(c) Whether any extension for AGM granted

Yes  No

(f) Specify the reasons for not holding the same

60th AGM is Scheduled to be held on 25.09.2023

## II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

\*Number of business activities

S.No	Main Activity group code	Description of Main Activity group	Business Activity Code	Description of Business Activity	% of turnover of the company
1	C	Manufacturing	C10	Electrical equipment, General Purpose and Special purpose Machinery & equipment,	0
2	F	Construction	F2	Roads, railways, Utility projects	100

## III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES (INCLUDING JOINT VENTURES)

\*No. of Companies for which information is to be given

Pre-fill All

S.No	Name of the company	CIN / FCRN	Holding/ Subsidiary/Associate/ Joint Venture	% of shares held
1	WS INSULATORS PRIVATE LIM +	U31909TN2019PTC150359	Subsidiary	100

#### IV. SHARE CAPITAL, DEBENTURES AND OTHER SECURITIES OF THE COMPANY

(i) \*SHARE CAPITAL

(a) Equity share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid up capital
Total number of equity shares	65,000,000	41,802,267	41,802,267	41,802,267
Total amount of equity shares (in Rupees)	650,000,000	418,022,670	418,022,670	418,022,670

Number of classes

1

Class of Shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>EQUITY SHARES</b>				
Number of equity shares	65,000,000	41,802,267	41,802,267	41,802,267
Nominal value per share (in rupees)	10	10	10	10
Total amount of equity shares (in rupees)	650,000,000	418,022,670	418,022,670	418,022,670

(b) Preference share capital

Particulars	Authorised capital	Issued capital	Subscribed capital	Paid-up capital
Total number of preference shares	1,500,000	1,275,000	1,275,000	1,275,000
Total amount of preference shares (in rupees)	150,000,000	127,500,000	127,500,000	127,500,000

Number of classes

1

Class of shares	Authorised capital	Issued capital	Subscribed capital	Paid up capital
<b>Non-convertible Redeemable and Cumulative prefer</b> +				
Number of preference shares	1,500,000	1,275,000	1,275,000	1,275,000
Nominal value per share (in rupees)	100	100	100	100
Total amount of preference shares (in rupees)	150,000,000	127,500,000	127,500,000	127,500,000

(c) Unclassified share capital

Particulars	Authorised Capital
Total amount of unclassified shares	0

(d) Break-up of paid-up share capital

Class of shares	Number of shares			Total nominal amount	Total Paid-up amount	Total premium
	Physical	DEMAT	Total			
<b>Equity shares</b>						
<b>At the beginning of the year</b>	637,534	25,623,073	26260607	262,606,070	262,606,070	
<b>Increase during the year</b>	0	15,575,222	15575222	155,417,600	155,416,600	338,808,640
i. Public Issues	0	0	0	0	0	0
ii. Rights issue	0	0	0	0	0	0
iii. Bonus issue	0	0	0	0	0	0
iv. Private Placement/ Preferential allotment	0	10,989,224	10989224	109,892,240	109,892,240	202,235,560
v. ESOPs	0	0	0	0	0	0
vi. Sweat equity shares allotted	0	0	0	0	0	0
vii. Conversion of Preference share	0	0	0	0	0	0
viii. Conversion of Debentures	0	0	0	0	0	0
ix. GDRs/ADRs	0	0	0	0	0	0
x. Others, specify	0	4,585,998	4585998	45,525,360	45,524,360	136,573,080
Conversion of Warrants and Dematerialisation of shares						
<b>Decrease during the year</b>	33,562	0	33562	0	0	0
i. Buy-back of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify	33,562	0	33562	0	0	
Dematerialisation of shares						
<b>At the end of the year</b>	603,972	41,198,295	41802267	418,023,670	418,022,670	
<b>Preference shares</b>						
<b>At the beginning of the year</b>	1,275,000	0	1275000	127,500,000	127,500,000	
<b>Increase during the year</b>	0	0	0	0	0	0
i. Issues of shares	0	0	0	0	0	0
ii. Re-issue of forfeited shares	0	0	0	0	0	0

iii. Others, specify						
Decrease during the year	0	0	0	0	0	0
i. Redemption of shares	0	0	0	0	0	0
ii. Shares forfeited	0	0	0	0	0	0
iii. Reduction of share capital	0	0	0	0	0	0
iv. Others, specify						
At the end of the year	1,275,000	0	1275000	127,500,000	127,500,000	

ISIN of the equity shares of the company

INE100D01014

(ii) Details of stock split/consolidation during the year (for each class of shares)

0

Class of shares		(i)	(ii)	(iii)
Before split / Consolidation	Number of shares			
	Face value per share			
After split / Consolidation	Number of shares			
	Face value per share			

(iii) Details of shares/Debentures Transfers since closure date of last financial year (or in the case of the first return at any time since the incorporation of the company) \*

Nil

[Details being provided in a CD/Digital Media]

Yes

No

Not Applicable

Separate sheet attached for details of transfers

Yes

No

Note: In case list of transfer exceeds 10, option for submission as a separate sheet attachment or submission in a CD/Digital Media may be shown.

Date of the previous annual general meeting

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

Date of registration of transfer (Date Month Year) <input type="text"/>			
Type of transfer	<input type="text"/>	1 - Equity, 2- Preference Shares,3 - Debentures, 4 - Stock	
Number of Shares/ Debentures/ Units Transferred	<input type="text"/>	Amount per Share/ Debenture/Unit (in Rs.)	<input type="text"/>
Ledger Folio of Transferor		<input type="text"/>	
Transferor's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name
Ledger Folio of Transferee		<input type="text"/>	
Transferee's Name	<input type="text"/>	<input type="text"/>	<input type="text"/>
	Surname	middle name	first name

(iv) \*Debentures (Outstanding as at the end of financial year)

Particulars	Number of units	Nominal value per unit	Total value
Non-convertible debentures	35,500,000	10	355,000,000
Partly convertible debentures	0		0
Fully convertible debentures	0		0
<b>Total</b>			<b>355,000,000</b>

Details of debentures

Class of debentures	Outstanding as at the beginning of the year	Increase during the year	Decrease during the year	Outstanding as at the end of the year
Non-convertible debentures	375,000,000	0	20,000,000	355,000,000
Partly convertible debentures	0	0	0	0
Fully convertible debentures	0	0	0	0

(v) Securities (other than shares and debentures)

0

Type of Securities	Number of Securities	Nominal Value of each Unit	Total Nominal Value	Paid up Value of each Unit	Total Paid up Value
<b>Total</b>					

V. \*Turnover and net worth of the company (as defined in the Companies Act, 2013)

(i) Turnover

796,725,425

(ii) Net worth of the Company

650,111,507

VI. (a) \*SHARE HOLDING PATTERN - Promoters

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	17,854,374	42.71	0	
	(ii) Non-resident Indian (NRI)	0	0	0	
	(iii) Foreign national (other than NRI)	0	0	0	

2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	
4.	Banks	0	0	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	0	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	5,196,970	12.43	0	
10.	Others	0	0	0	
	<b>Total</b>	23,051,344	55.14	0	0

**Total number of shareholders (promoters)**

9

**(b) \*SHARE HOLDING PATTERN - Public/Other than promoters**

S. No.	Category	Equity		Preference	
		Number of shares	Percentage	Number of shares	Percentage
1.	Individual/Hindu Undivided Family				
	(i) Indian	15,095,605	36.11	0	
	(ii) Non-resident Indian (NRI)	731,390	1.75	0	
	(iii) Foreign national (other than NRI)	0	0	0	
2.	Government				
	(i) Central Government	0	0	0	
	(ii) State Government	0	0	0	
	(iii) Government companies	0	0	0	
3.	Insurance companies	0	0	0	



4.	Banks	71,305	0.17	0	
5.	Financial institutions	0	0	0	
6.	Foreign institutional investors	0	0	0	
7.	Mutual funds	400	0	0	
8.	Venture capital	0	0	0	
9.	Body corporate (not mentioned above)	1,232,752	2.95	0	
10.	Others	1,619,471	3.87	0	
	<b>Total</b>	18,750,923	44.85	0	0

Total number of shareholders (other than promoters) 7,668

Total number of shareholders (Promoters+Public/  
Other than promoters) 7,677

**VII. \*NUMBER OF PROMOTERS, MEMBERS, DEBENTURE HOLDERS  
(Details, Promoters, Members (other than promoters), Debenture holders)**

Details	At the beginning of the year	At the end of the year
Promoters	10	9
Members (other than promoters)	8,002	7,668
Debenture holders	3	1

**VIII. DETAILS OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

**(A) \*Composition of Board of Directors**

Category	Number of directors at the beginning of the year		Number of directors at the end of the year		Percentage of shares held by directors as at the end of year	
	Executive	Non-executive	Executive	Non-executive	Executive	Non-executive
<b>A. Promoter</b>	0	0	4	0	30.64	0
<b>B. Non-Promoter</b>	1	5	0	4	0	0
(i) Non-Independent	1	2	0	0	0	0
(ii) Independent	0	3	0	4	0	0
<b>C. Nominee Directors representing</b>	0	0	0	0	0	0

(i) Banks & FIs	0	0	0	0	0	0
(ii) Investing institutions	0	0	0	0	0	0
(iii) Government	0	0	0	0	0	0
(iv) Small share holders	0	0	0	0	0	0
(v) Others	0	0	0	0	0	0
Total	1	5	4	4	30.64	0

Number of Directors and Key managerial personnel (who is not director) as on the financial year end date 10

**(B) (i) \*Details of directors and Key managerial personnel as on the closure of financial year**

Name	DIN/PAN	Designation	Number of equity share(s) held	Date of cessation (after closure of financial year : If any)
SEYYADURAI NAGAR/ +	07036078	Director	5,309,517	
CHINNIAMPALAYAM K +	00125459	Managing Director	2,669,926	
ANANDAVADIVEL SAT +	07783796	Director	2,669,426	
KALAVAR VITTAL RAC +	01085040	Whole-time director	2,150,914	
JAYARAMAN SRIDHAF +	07720632	Director	0	
RAMACHANDRAN KAF +	07627521	Director	0	
RAGHAVAN SUGUNA	06601230	Director	0	
REVATHI RAGHUNATH +	01254043	Director	0	
SWAMINATHAN	ARLPS7540K	CFO	0	
SWAMINATHAN	ARLPS7540K	Company Secretar	0	

(ii) Particulars of change in director(s) and Key managerial personnel during the year

8

Name	DIN/PAN	Designation at the beginning / during the financial year	Date of appointment/ change in designation/ cessation	Nature of change (Appointment/ Change in designation/ Cessation)
SEYYADURAI NAGAR/	07036078	Director	10/06/2022	Appointment
CHINNIAMPALAYAM K	00125459	Director	10/06/2022	Appointment
ANANDAVADIVEL SAT	07783796	Director	10/06/2022	Appointment
KRISHNASWAMI RAJA	07223985	Whole-time directo	10/06/2022	Cessation
KAVAIPATTY BALASU	08820994	Director	10/06/2022	Cessation
SREENIVASARANGAN	08821038	Director	10/06/2022	Cessation
KALAVAR VITTAL RAC	01085040	Whole-time directo	22/07/2022	Appointment
REVATHI RAGHUNATH	01254043	Director	22/07/2022	Appointment

## IX. MEETINGS OF MEMBERS/CLASS OF MEMBERS/BOARD/COMMITTEES OF THE BOARD OF DIRECTORS

### A. MEMBERS/CLASS /REQUISITIONED/NCLT/COURT CONVENED MEETINGS

Number of meetings held

2

Type of meeting	Date of meeting	Total Number of Members entitled to attend meeting	Attendance	
			Number of members attended	% of total shareholding
Annual General Meeting	01/09/2022	7,816	155	69.72
Extra-ordinary General Mee	24/11/2022	7,730	39	70.08

### B. BOARD MEETINGS

\*Number of meetings held

12

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
1	30/04/2022	6	6	100
2	19/05/2022	6	5	83.33
3	30/05/2022	6	6	100
4	10/06/2022	6	6	100

S. No.	Date of meeting	Total Number of directors associated as on the date of meeting	Attendance	
			Number of directors attended	% of attendance
5	22/07/2022	6	6	100
6	12/08/2022	8	8	100
7	28/10/2022	8	8	100
8	14/11/2022	8	8	100
9	08/02/2023	8	8	100
10	07/03/2023	8	7	87.5
11	10/03/2023	8	8	100
12	23/03/2023	8	8	100

#### C. COMMITTEE MEETINGS

Number of meetings held

14

S. No.	Type of meeting	Date of meeting	Total Number of Members as on the date of the meeting	Attendance	
				Number of members attended	% of attendance
1	Audit Committee	30/05/2022	3	3	100
2	Audit Committee	22/07/2022	3	3	100
3	Audit Committee	12/08/2022	4	4	100
4	Audit Committee	28/10/2022	4	4	100
5	Audit Committee	14/11/2022	4	4	100
6	Audit Committee	08/02/2023	4	4	100
7	Nomination and Remuneration	10/06/2022	3	3	100
8	Nomination and Remuneration	22/07/2022	3	3	100
9	Nomination and Remuneration	21/03/2023	4	4	100
10	Stakeholders Meeting	22/07/2022	3	3	100

#### D. \*ATTENDANCE OF DIRECTORS

S. No.	Name of the director	Board Meetings			Committee Meetings			Whether attended AGM held on
		Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	Number of Meetings which director was entitled to attend	Number of Meetings attended	% of attendance	
1	SEYYADURAI	8	8	100	0	0	0	
2	CHINNIAMPALAYAN	8	8	100	0	0	0	
3	ANANDAVADAN	8	8	100	0	0	0	
4	KALAVAR VITTAL	7	7	100	3	3	100	
5	JAYARAMAN	12	12	100	14	14	100	
6	RAMACHANDRAN	12	11	91.67	11	11	100	
7	RAGHAVAN S	12	11	91.67	11	11	100	
8	REVATHI RAO	7	7	100	9	9	100	

**X. \*REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL**

Nil

Number of Managing Director, Whole-time Directors and/or Manager whose remuneration details to be entered

2

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	CHINNIAMPALAYAN	Managing Director	1,400,000	0	0	200,000	1,600,000
2	KALAVAR VITTAL	Whole Time Director	1,400,000	0	0	250,000	1,650,000
	Total		2,800,000	0	0	450,000	3,250,000

Number of CEO, CFO and Company secretary whose remuneration details to be entered

1

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	B. SWAMINATHAN	CFO & CS	6,960,000	0	0	690,000	7,650,000
	Total		6,960,000	0	0	690,000	7,650,000

Number of other directors whose remuneration details to be entered

6

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
1	SEYYADURAI NAGARAJAN	Chairman	1,400,000	0	0	200,000	1,600,000

S. No.	Name	Designation	Gross Salary	Commission	Stock Option/ Sweat equity	Others	Total Amount
2	ANANDAVADIVEL	Joint Managing Dir	1,400,000	0	0	200,000	1,600,000
3	JAYARAMAN SRIDHAR	Independent Dir	300,000	0	0	400,000	700,000
4	RAMACHANDRAN	Independent Dir	300,000	0	0	325,000	625,000
5	RAGHAVAN SUGUN	Independent Dir	105,000	0	0	300,000	405,000
6	REVATHI RAGHUNATHAN	Independent Dir	277,174	0	0	375,000	652,174
	Total		3,782,174	0	0	1,800,000	5,582,174

#### XI. MATTERS RELATED TO CERTIFICATION OF COMPLIANCES AND DISCLOSURES

\* A. Whether the company has made compliances and disclosures in respect of applicable provisions of the Companies Act, 2013 during the year  Yes  No

B. If No, give reasons/observations

#### XII. PENALTY AND PUNISHMENT - DETAILS THEREOF

(A) DETAILS OF PENALTIES / PUNISHMENT IMPOSED ON COMPANY/DIRECTORS /OFFICERS  Nil

1

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which penalised / punished	Details of penalty/ punishment	Details of appeal (if any) including present status
W.S. Industries (Incorporated)	BSE		REG 44(3) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	11800	Nil

(B) DETAILS OF COMPOUNDING OF OFFENCES  Nil

Name of the company/ directors/ officers	Name of the court/ concerned Authority	Date of Order	Name of the Act and section under which offence committed	Particulars of offence	Amount of compounding (in Rupees)

#### XIII. Whether complete list of shareholders, debenture holders has been enclosed as an attachment

Yes  No

#### XIV. COMPLIANCE OF SUB-SECTION (2) OF SECTION 92, IN CASE OF LISTED COMPANIES

In case of a listed company or a company having paid up share capital of Ten Crore rupees or more or turnover of Fifty Crore rupees or more, details of company secretary in whole time practice certifying the annual return in Form MGT-8.

Name

Whether associate or fellow

Associate  Fellow

Certificate of practice number

**I/We certify that:**

- (a) The return states the facts, as they stood on the date of the closure of the financial year aforesaid correctly and adequately.
- (b) Unless otherwise expressly stated to the contrary elsewhere in this Return, the Company has complied with all the provisions of the Act during the financial year.

**Declaration**

I am Authorised by the Board of Directors of the company vide resolution no. ...  dated

(DD/MM/YYYY) to sign this form and declare that all the requirements of the Companies Act, 2013 and the rules made thereunder in respect of the subject matter of this form and matters incidental thereto have been complied with. I further declare that:

1. Whatever is stated in this form and in the attachments thereto is true, correct and complete and no information material to the subject matter of this form has been suppressed or concealed and is as per the original records maintained by the company.
2. All the required attachments have been completely and legibly attached to this form.

**Note: Attention is also drawn to the provisions of Section 447, section 448 and 449 of the Companies Act, 2013 which provide for punishment for fraud, punishment for false statement and punishment for false evidence respectively.**

**To be digitally signed by**

Director

DIN of the director

**To be digitally signed by**

Company Secretary

Company secretary in practice

Membership number

Certificate of practice number

**Attachments**

1. List of share holders, debenture holders
2. Approval letter for extension of AGM;
3. Copy of MGT-8;
4. Optional Attachment(s), if any

<b>Attach</b>
<b>Attach</b>
<b>Attach</b>
<b>Attach</b>

**List of attachments**

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<b>Remove attachment</b>
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Modify
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Check Form
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Prescrutiny
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Submit
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**This eForm has been taken on file maintained by the Registrar of Companies through electronic mode and on the basis of statement of correctness given by the company**