



W.S. Industries (India) Limited

1st September, 2023

M/s.BSE Ltd.
Phiroze Jeejeebhoy Towers, 25th Floor
Dalal Street, Mumbai – 400 001.
Scrip Code: 504220

M/s.National Stock Exchange of India Ltd.
Regd. Office : “Exchange Plaza”
Bandra (East), Mumbai – 400 051.
Symbol : WSI

Sir,

Sub: Notice of 60th Annual General Meeting of the Company.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, please find attached Notice convening the 60th Annual General Meeting (AGM) of the Company to be held on Monday, the 25th September 2023, at 2.30 P.M. through Video Conferencing (“VC”)/ Other Audio-Visual Means (“OAVM”) along with instructions of e-voting.

The Notice is available on the website of the company i.e. www.wsindustries.in.

This is for your information and records.

Thanking you,

Yours faithfully,
for W.S. INDUSTRIES (INDIA) LIMITED

B.SWAMINATHAN
COMPANY SECRETARY



W.S. INDUSTRIES (INDIA) LIMITED

CIN:L29142TN1961PLC004568

Registered Office: 108 Mount Poonamallee Road, Porur, Chennai- 600 116

General Office: 3rd Floor, New No.48, Old No.21, Savidhaanu Building,

Casa Major Road, Egmore, Chennai-600008

NOTICE

NOTICE is hereby given that the 60th Annual General Meeting (AGM) of the Company will be held on Monday, the 25th September 2023, at 2.30 P.M. through Video Conference (VC) or Other Audio Visual Means (OAVM) to transact the following business:

ORDINARY BUSINESS

1. ADOPTION OF FINANCIAL STATEMENTS:

To receive, consider and adopt the Audited Balance Sheet as at 31st March 2023 and Statement of Profit and Loss for the year ended on that date together with the Board's Report and Auditors' Report.

2. TO APPOINT MR.C.K.VENKATACHALAM (DIN:00125459), WHO RETIRES BY ROTATION, AS A DIRECTOR OF THE COMPANY:

“**RESOLVED THAT** Mr.C.K.Venkatachalam (DIN:00125459) Managing Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company and continue as Managing Director till 21st July 2024 as earlier approved by the members of the Company (two years term period)”.

SPECIAL BUSINESS

3. To approve increase in remuneration to Non-Executive Directors of the Company and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution

“**RESOLVED THAT** pursuant to the provisions of sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the Articles of Association of the Company, as recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company and subject to other approvals, if any, consent of the members of the Company be and is hereby accorded for the payment of increase in the remuneration as below, in case of inadequate profits or no profits, for a period of one year commencing from the second quarter of the financial year 2023-2024 i.e. with effect from 01.07.2023 to the Non-Executive Directors including Independent Directors of the Company as may be decided by the Board of Directors from time to time, with an authority to the Board of Directors to determine the manner and proportion in which the amount be distributed among Non-Executive Directors including Independent Directors.

| PARTICULARS | NEDS PRESENT AND FUTURE IF ANY | MR.J.SRIDHARAN INDEPENDENT DIRECTOR | MR.R.KARTHIK INDEPENDENT DIRECTOR | MS.SUGUNA RAGHAVAN INDEPENDENT DIRECTOR | MS.REVATHI RAGHUNATHAN INDEPENDENT DIRECTOR |
|--|--|--|--|---|--|
| Consolidated Remuneration | Increase from Rs.1,00,000 to Rs.1,50,000/- per quarter subject to the applicable TDS | Increase from Rs.1,00,000 to Rs.1,50,000/- per quarter subject to the applicable TDS | Increase from Rs.1,00,000 to Rs.1,50,000/- per quarter subject to the applicable TDS | Increase from Rs.35,000 to Rs.60,000/- per quarter subject to the applicable TDS | Increase from Rs.1,00,000 to Rs.1,50,000/- per quarter subject to the applicable TDS |
| Sitting fee for attending the Board and Committee Meetings | Existing fee of Rs.25,000/- per meeting will continue subject to the applicable TDS | Existing fee of Rs.25,000/- per meeting will continue subject to the applicable TDS | Existing fee of Rs.25,000/- per meeting will continue subject to the applicable TDS | Existing fee of Rs.25,000/- per meeting will continue subject to the applicable TDS | Existing fee of Rs.25,000/- per meeting will continue subject to the applicable TDS |

W.S. INDUSTRIES (INDIA) LIMITED

| | | | | | |
|--|----------------|----------------|----------------|----------------|----------------|
| Effective date for the above payments (both) | Wef 01.07.2023 | Wef 01.07.2023 | Wef 01.07.2023 | Wef 01.07.2023 | Wef 01.07.2023 |
|--|----------------|----------------|----------------|----------------|----------------|

RESOLVED FURTHER THAT the above increase in the remuneration shall be in addition to the fees payable to the Non-Executive Directors including Independent Directors for attending the meetings of the Board of Directors or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.”

4. To approve increase in remuneration to Executive Directors of the Company and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution

“**RESOLVED THAT** pursuant to the provisions of sections 197, 198, Schedule V and all other applicable provisions, if any, of the Companies Act, 2013 and Rules made thereunder and the Articles of Association of the Company, as recommended by Nomination and Remuneration Committee and approved by the Board of Directors of the Company and subject to other approvals, if any, consent of the members of the Company be and is hereby accorded for the increase in the payment of remuneration as below, in case of inadequate profits or no profits, for a period of one year commencing from the second quarter of the financial year 2023-2024 i.e. with effect from 01.07.2023 to the Executive Directors of the Company as may be decided by the Board of Directors from time to time, with an authority to the Board of Directors to determine the manner and proportion in which the amount be distributed among Executive Directors.

| PARTICULARS | EXECUTIVE DIRECTOR PRESENT AND FUTURE IF ANY | MR.S. NAGARAJAN EXECUTIVE CHAIRMAN | MR.C.K. VENKATACHALAM MANAGING DIRECTOR | MR.S. ANANDAVADIVEL JOINT MANAGING DIRECTOR | MR.K.V. PRAKASH WHOLE TIME DIRECTOR |
|--|---|---|---|---|---|
| Consolidated Remune-ration | Increase from Rs.2,00,000 to Rs.5,00,000/- per month subject to the applicable TDS | Increase from Rs.2,00,000 to Rs.5,00,000/- per month subject to the applicable TDS | Increase from Rs.2,00,000 to Rs.5,00,000/- per month subject to the applicable TDS | Increase from Rs.2,00,000 to Rs.5,00,000/- per month subject to the applicable TDS | Increase from Rs.2,00,000 to Rs.5,00,000/- per month subject to the applicable TDS |
| Sitting fee for attending the Board and Committee Meetings | Existing fee of Rs.25,000/- per meeting will continue subject to the applicable TDS | Existing fee of Rs.25,000/- per meeting will continue subject to the applicable TDS | Existing fee of Rs.25,000/- per meeting will continue subject to the applicable TDS | Existing fee of Rs.25,000/- per meeting will continue subject to the applicable TDS | Existing fee of Rs.25,000/- per meeting will continue subject to the applicable TDS |
| Effective date for the above payments (both) | Wef 01.07.2023 | Wef 01.07.2023 | Wef 01.07.2023 | Wef 01.07.2023 | Wef 01.07.2023 |

RESOLVED FURTHER THAT the above increase in the remuneration shall be in addition to the fees payable to the Executive Directors of the Company for attending the meetings of the Board of Directors or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participation in the Board and other meetings.”

5. Approval for related party transactions with M/s. Savidhaanu Projects Private Limited and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution:

“**RESOLVED THAT** pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, section 188 and other applicable provisions if any, of the Companies Act, 2013, and rules made thereunder, including any amendment, modification, variation and re-enactment thereof for the time being in force and on the basis of



approval of audit committee the consent of the members of the company be and is hereby accorded for, related party transactions to be entered by the company as per chart appended below.

| Sl. No | Particulars | Details | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|--------|---------------------------|--|-----------|-------|----------|-----------|------|---------|-----------|-------|----------|---|------------|------------|-------|------|--------|---|------------|------------|-------|------|--------|---|------------|------------|-------|------|--------|---|------------|------------|-------|------|--------|---|------------|------------|-------|------|--------|---|------------|------------|-------|------|--------|---|------------|------------|-------|------|--------|---|------------|------------|-------|------|--------|---|------------|------------|-------|------|--------|
| 1 | Name of the Related Party | M/s. Savidhaanu Projects Private Limited ("SPPL") | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2 | Transaction | Rental Agreement for fully furnished office space 6400 sq ft with Car parking and Two Wheeler Parking at No.21, Casa Major Road, Egmore, Chennai-600008. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3 | Tenure | For a period of Nine (9) years commencing from 01.08.2023 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 4 | Value of Transaction | <p>1. Rent of Rs. 4,03,200/- per month</p> <p>2. Maintenance charges of Rs.10/- (Rupees Ten Only) per Square Feet amounting to Rs.64,000/- (Rupees Sixty Four Thousand Only) or any other charges to be paid to SPPL thereof at the rates charged from time to time and shall pay all the charges for the electricity, telephone, cable charges etc consumed by the Company on receipt of the relevant bills.</p> <p>3. GST as applicable.</p> <p>4. Advance Nil.</p> <p>5. Enhancement of Rent:</p> <p>The rent payable to the SPPL by the Company as aforesaid shall be enhanced by 15% over and above the amount at the end of every 3 years. As such, the rent charges payable by the Company during the tenure of the rental agreement envisaged herein shall be as follows:</p> <table border="1"> <thead> <tr> <th rowspan="2">Year</th> <th rowspan="2">From</th> <th rowspan="2">To</th> <th>Base Rent</th> <th>Area</th> <th>Monthly</th> </tr> <tr> <th>per sq ft</th> <th>sq ft</th> <th>Rent INR</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>01-08-2023</td> <td>31-07-2024</td> <td>63.00</td> <td>6400</td> <td>403200</td> </tr> <tr> <td>2</td> <td>01-08-2024</td> <td>31-07-2025</td> <td>63.00</td> <td>6400</td> <td>403200</td> </tr> <tr> <td>3</td> <td>01-08-2025</td> <td>31-07-2026</td> <td>63.00</td> <td>6400</td> <td>403200</td> </tr> <tr> <td>4</td> <td>01-08-2026</td> <td>31-07-2027</td> <td>72.45</td> <td>6400</td> <td>463680</td> </tr> <tr> <td>5</td> <td>01-08-2027</td> <td>31-07-2028</td> <td>72.45</td> <td>6400</td> <td>463680</td> </tr> <tr> <td>6</td> <td>01-08-2028</td> <td>31-07-2029</td> <td>72.45</td> <td>6400</td> <td>463680</td> </tr> <tr> <td>7</td> <td>01-08-2029</td> <td>31-07-2030</td> <td>83.32</td> <td>6400</td> <td>533248</td> </tr> <tr> <td>8</td> <td>01-08-2030</td> <td>31-07-2031</td> <td>83.32</td> <td>6400</td> <td>533248</td> </tr> <tr> <td>9</td> <td>01-08-2031</td> <td>31-07-2032</td> <td>83.32</td> <td>6400</td> <td>533248</td> </tr> </tbody> </table> | Year | From | To | Base Rent | Area | Monthly | per sq ft | sq ft | Rent INR | 1 | 01-08-2023 | 31-07-2024 | 63.00 | 6400 | 403200 | 2 | 01-08-2024 | 31-07-2025 | 63.00 | 6400 | 403200 | 3 | 01-08-2025 | 31-07-2026 | 63.00 | 6400 | 403200 | 4 | 01-08-2026 | 31-07-2027 | 72.45 | 6400 | 463680 | 5 | 01-08-2027 | 31-07-2028 | 72.45 | 6400 | 463680 | 6 | 01-08-2028 | 31-07-2029 | 72.45 | 6400 | 463680 | 7 | 01-08-2029 | 31-07-2030 | 83.32 | 6400 | 533248 | 8 | 01-08-2030 | 31-07-2031 | 83.32 | 6400 | 533248 | 9 | 01-08-2031 | 31-07-2032 | 83.32 | 6400 | 533248 |
| Year | From | To | | | | Base Rent | Area | Monthly | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| | | | per sq ft | sq ft | Rent INR | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1 | 01-08-2023 | 31-07-2024 | 63.00 | 6400 | 403200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2 | 01-08-2024 | 31-07-2025 | 63.00 | 6400 | 403200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3 | 01-08-2025 | 31-07-2026 | 63.00 | 6400 | 403200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 4 | 01-08-2026 | 31-07-2027 | 72.45 | 6400 | 463680 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 5 | 01-08-2027 | 31-07-2028 | 72.45 | 6400 | 463680 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 6 | 01-08-2028 | 31-07-2029 | 72.45 | 6400 | 463680 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 7 | 01-08-2029 | 31-07-2030 | 83.32 | 6400 | 533248 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 8 | 01-08-2030 | 31-07-2031 | 83.32 | 6400 | 533248 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 9 | 01-08-2031 | 31-07-2032 | 83.32 | 6400 | 533248 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

RESOLVED FURTHER THAT to give effect to the resolution the Board of Directors /Committee thereof or Mr.B.Swaminathan, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary to finalise any documents and writings related thereto."

6. **Approval for related party transactions with M/s.CMK Projects Private Limited, M/s. V.Sathyamoorthy & Co, M/s.Trineva Infra Projects Private Limited and M/s. Renaatus Projects Private Limited and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution.**

"RESOLVED THAT pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, section 188 and other applicable provisions if any, of the Companies Act, 2013, and rules made thereunder, including any amendment, modification, variation and re-enactment thereof for the time being in force and on the basis of

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approval of audit committee the consent of the members of the company be and is hereby accorded for, related party transactions to be entered by the company as per chart appended below.

| Sl. No | Name of the Related Party | Transactions | Value of Transaction | Period |
|--------|--|---|--|---|
| 1 | CMK Projects Private Limited | Contract, Sub-Contract Arrangements, investments including deposits in projects both supply and service in Infrastructure/ Construction Projects including direct, back to back order from Government Utilities and private sector. | Rs.2000/- Crores (Two Thousand Crores) | wef 25.09.2023 to up to the date of next AGM. |
| 2 | V.Sathyamoorthy & Co | | | |
| 3 | Trineva Infra Projects Private Limited | | | |
| 4 | Renaatus Projects Private Limited | | | |

“**RESOLVED FURTHER THAT** to give effect to the resolution the Board of Directors /Committee thereof or Mr.B.Swaminathan, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary to finalise any documents and writings related thereto.”

7. Approval for related party transactions with M/s.CMK Projects Private Limited, M/s. V.Sathyamoorthy & Co, M/s.Trineva Infra Projects Private Limited and M/s. Renaatus Projects Private Limited and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution.

“**RESOLVED THAT** pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, section 188 and other applicable provisions if any, of the Companies Act, 2013, and rules made thereunder, including any amendment, modification, variation and re-enactment thereof for the time being in force and on the basis of approval of audit committee the consent of the members of the company be and is hereby accorded for, related party transactions to be entered by the company as per chart appended below.

| Sl. No | Name of the Related Party | Transactions | Value of Transaction | Period |
|--------|--|---|--|--|
| 1 | CMK Projects Private Limited | Any Services / Arrangements including purchase of goods and services, reimbursement of expenses and all other arrangements related to in Infrastructure/ Construction Projects and Other Projects of the Company now and in future. | 1. Purchase of Goods and Services - INR 500 Crores (Rupees Five Hundred Crores) | wef 25.09.2023 to up to the date of next AGM |
| 2 | V.Sathyamoorthy & Co | | 2. Reimbursement of Expenses – INR 50 Crores (Rupees Fifty Crores) | |
| 3 | Trineva Infra Projects Private Limited | | 3. All other arrangements related to Infrastructure/ Construction Projects and Other Projects of the Company now and in future – INR 10 Crores (Rupees Ten Crores) | |
| 4 | Renaatus Projects Private Limited | | Total = INR 560 Crores (Rupees Five Hundred and Sixty Crores) | |

“**RESOLVED FURTHER THAT** to give effect to the resolution the Board of Directors /Committee thereof or Mr.B.Swaminathan, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary to finalise any documents and writings related thereto.”

8. Approval for related party transactions with M/s.Crown Forts Limited and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution.

“**RESOLVED THAT** pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, section



188 and other applicable provisions if any, of the Companies Act, 2013, and rules made thereunder, including any amendment, modification, variation and re-enactment thereof for the time being in force and on the basis of approval of audit committee the consent of the members of the company be and is hereby accorded for, related party transactions to be entered by the company as per chart appended below.

| Sl.No | Name of the Related Party | Transactions | Value of Transaction | Period |
|-------|---------------------------|--|------------------------------------|--|
| 1 | Crown Forts Limited | Branding the Company, Business Promotion, Marketing Arrangements, reimbursement of expenses related thereto. | INR 3 Crores (Rupees Three Crores) | wef 25.09.2023 to up to the date of next AGM |

RESOLVED FURTHER THAT to give effect to the resolution the Board of Directors /Committee thereof or Mr.B.Swaminathan, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary to finalise any documents and writings related thereto.”

9. Approval for related party transactions with M/s.S. Velayudham and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution.

“**RESOLVED THAT** pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, section 188 and other applicable provisions if any, of the Companies Act, 2013, and rules made thereunder, including any amendment, modification, variation and re-enactment thereof for the time being in force and on the basis of approval of audit committee the consent of the members of the company be and is hereby accorded for, related party transactions to be entered by the company as per chart appended below.

| Sl. No | Name of the Related Party | Transactions | Value of Transaction | Period |
|--------|---------------------------|---|-----------------------------------|--|
| 1. | M/s. S.Velayudham | Purchase of goods and services, reimbursement of expenses, related to Infrastructure/Construction Projects and Other Projects of the Company now and in future. | INR 5 Crores (Rupees Five Crores) | wef 25.09.2023 to up to the date of next AGM |

RESOLVED FURTHER THAT to give effect to the resolution the Board of Directors /Committee thereof or Mr.B.Swaminathan, Chief Financial Officer and Company Secretary of the Company be and are hereby severally authorized to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all such acts, deeds, things as may be necessary to finalise any documents and writings related thereto.”

10. Approval for Incorporation of one or more subsidiary(ies) (Including wholly owned Subsidiaries) of the Company and Investments by the Company and in this regard, to consider and if thought fit, to pass the following resolution with or without modification as a Special Resolution.

“**RESOLVED THAT** pursuant to the provisions of Section 186, Section 188 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, as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘Board’ which term shall be deemed to include any Committee which the **Board** may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution to (i) acquire by way of subscription, purchase or otherwise the securities of any body corporate (whether existing or to be formed including Limited Liability Partnership(s)) including any wholly owned or subsidiary company(ies), joint venture(s) etc. in excess of the limits prescribed under Section 186 of the Act upto an aggregate sum of Rs.200,00,00,000/- (Rupees Two

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Hundred Crores only) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided, along with the investments, loans, guarantee or security proposed to be made or given by the Board may exceed 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more;

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

RESOLVED FURTHER THAT any director of the company and Mr. B. Swaminathan, Chief Financial Officer and Company Secretary of the company, be and are hereby severally authorised to take all such acts, sign all such documents and comply with all formalities and procedures required to be complied with in this regard, including filing of the necessary e-forms with the Registrar of Companies.”

BY ORDER OF THE BOARD
For W.S. INDUSTRIES (INDIA) LIMITED

S. NAGARAJAN
CHAIRMAN
DIN: 07036078

Place : Chennai

Date : 30th August 2023

NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL. The Company has appointed Mrs. Lakshmmi Subramanian, Partner in M/s. Lakshmmi Subramanian & Associates, Practising Company Secretaries, to act as the Scrutinizer, to scrutinize the e-voting process in a fair and transparent manner.



6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at www.wsindustries.in. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 19th September 2023 to 25th September 2023 (both days inclusive).
9. Pursuant to Section 101 and Section 136 of the Companies Act 2013 read with relevant Companies (Management and Administration Rules), 2014 companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository, To support the 'Green Initiative' Members who have not registered their e-mail address with the Company are requested to submit their request with their valid e- mail address to M/s. Integrated Registry Management Services Private Limited, 2nd Floor, 'Kences Towers', No.1, Ramakrishna Street, North Usman Road, T. Nagar, Chennai – 600 017.
10. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their e-mail address, are entitled to receive such communication in physical form upon request.
11. Pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ('ICSI'), information in respect of the Directors seeking appointment/re-appointment at the Annual general Meeting is furnished in the explanatory statement.
12. All documents referred to in the accompanying Notice shall be open for inspection at the registered office of the Company during business hours except on holidays, up to and including the date of the Annual General Meeting of the Company.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

Item No.2

Mr. Chinnampalayam Kulandaisamy Venkatachalam, Managing Director was appointed by the Board of Directors of the Company on rotational basis at its meeting held on 22nd July, 2022 and appointed as Managing Director of the Company by the member in the 59th Annual General Meeting held on 1st September 2022 for a period of two years with effect from 22nd July 2022 to 21st July 2024. On the recommendation of the Nomination and Remuneration Committee in its meeting held on 30th August 2023 and the approval of the Board of Directors in its meeting held on 30th August 2023 Mr.C.K.Venkatachalam (DIN:00125459) Managing Director, who retires by rotation and being eligible for re-appointment, be and is hereby re-appointed as a Director of the Company and continue as Managing Director till 21st July 2024 as earlier approved by the members of the Company (two years term period). The Board of Directors do hereby seek the approval of Members for his re-appointment.

Keeping in view of his rich experience of the above appointee and in the interest of the Company your Directors recommend the passing of the Special Resolution.

The details of terms and remuneration of the appointee are detailed below:-

Details of the Director seeking re-appointment at the forthcoming Annual General Meeting

W.S. INDUSTRIES (INDIA) LIMITED

| | | | |
|---|--|--|---|
| [In pursuance of Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard - 2 on General Meetings] | | | |
| Name of Director | Mr.Chinniampalayam Kulandaisamy Venkatachalam | | |
| Director Identification Number (DIN) | 00125459 | | |
| Date of Appointment on the Board | Additional Director w.e.f 10th June 2022 Managing Director w.e.f 22nd July 2022 | | |
| Date of Birth | 01-12-1975 | | |
| Qualification & expertise | Bachelor of Technology from PSG College of Technology, Coimbatore. Engaged in the business of Infrastructure & Roads. | | |
| Shareholding (as on 31.03.2023) | 2669926 | | |
| Other Directorships in listed companies | Nil | | |
| Other Directorships other than listed company | CIN/LLPIN | Name of the Company/ LLP | Current designation of the Director / Designated Partner |
| | U68100TZ2023PTC029119 | VENBA ESTATES PRIVATE LIMITED | Director |
| | U45309KA2018PTC110264 | TRINEVA INFRA PROJECTS PRIVATE LIMITED | Managing Director |
| | U45309TZ2017PTC028791 | CMK PROMOTERS PRIVATE LIMITED | Director |
| | AAY-6786 | TRINEVA PROPERTIES LLP | Designated Partner |
| Membership of the Committees of the Board in listed companies | Nil | | |
| Relationship with other directors | Nil | | |

Except Mr. Chinniampalayam Kulandaisamy Venkatachalam, Managing Director and his relative Mr.C.K.Balasubramaniam, Promoter and their relatives, none of the Directors, Key Managerial Personnel and their relatives are concerned or interested, financially or otherwise in the resolution as set out in item no. 2.

Item No. 3

Looking to the competitive business environment, stringent accounting standards, corporate governance norms and consequent increase in the responsibilities of the Non-Executive Directors (“NEDs”) including Independent Directors, it is considered prudent and appropriate to increase the remuneration of NEDs of the Company. However, the Act, restricted payment of any remuneration to NEDs including Independent Directors, in case of loss or inadequate profits in any financial year.

In order to address this situation, Ministry of Corporate Affairs vide notification dated March 18, 2021 made necessary amendments in the Act and Schedule V of the Act, which now enables the Companies to pay remuneration to NEDs including Independent Directors in case of loss or inadequate profits, within the limits of Schedule V of the Act. However, Section 197 of the Companies Act 2013 read with Schedule V to the said Act restrict payment of any remuneration to NEDs including Independent Director subject to approval of shareholders by way of an Special Resolution.

The Company believes in the philosophy to remunerate adequately the NEDs including Independent Directors for giving their time to the Company and their inputs in the strategic decisions of the Company. As the Company has started scaling up, it is proposed to take approval of shareholders by way of a Special resolution in terms of section 197 and Schedule V of the Act read with Rules made thereunder, for payment of increase in remuneration



to the NEDs including Independent Directors, for a period of one year commencing from the second quarter (wef 01.07.2023) of financial year 2023 - 24 . The Board of Directors will determine each year, the specific amount to be paid as remuneration to the NEDs including Independent Directors, based on the availability of profits as prescribed under section 198 of the Companies Act 2013.

The terms of remuneration payable to NEDs including Independent Directors are detailed below:-

| PARTICULARS | NEDS PRESENT AND FUTURE IF ANY | MR.J.SRIDHARAN INDEPENDENT DIRECTOR | MR.R.KARTHIK INDEPENDENT DIRECTOR | MRS.SUGUNA RAGHAVAN INDEPENDENT DIRECTOR | MS.REVATHI RAGHUNATHAN INDEPENDENT DIRECTOR |
|--|--|--|--|---|--|
| Consolidated Remuneration | Increase from Rs.1,00,000 to Rs.1,50,000/- per quarter subject to the applicable TDS | Increase from Rs.1,00,000 to Rs.1,50,000/- per quarter subject to the applicable TDS | Increase from Rs.1,00,000 to Rs.1,50,000/- per quarter subject to the applicable TDS | Increase from Rs.35,000 to Rs.60,000/- per quarter subject to the applicable TDS | Increase from Rs.1,00,000 to Rs.1,50,000/- per quarter subject to the applicable TDS |
| Sitting fee for attending the Board and Committee Meetings | Existing fee of Rs.25,000/- per meeting will continue subject to the applicable TDS | Existing fee of Rs.25,000/- per meeting will continue subject to the applicable TDS | Existing fee of Rs.25,000/- per meeting will continue subject to the applicable TDS | Existing fee of Rs.25,000/- per meeting will continue subject to the applicable TDS | Existing fee of Rs.25,000/- per meeting will continue subject to the applicable TDS |
| Effective date for the above payments (both) | Wef 01.07.2023 | Wef 01.07.2023 | Wef 01.07.2023 | Wef 01.07.2023 | Wef 01.07.2023 |

The Board recommends the resolution set out in item no. 3 for approval of the Members.

None of the Directors, Key Managerial Personnel and their relatives except Non Executive Independent Directors are concerned or interested, financially or otherwise in the resolution as set out in item no.3

Item No. 4

Nomination & Remuneration Committee of the Board at its meeting held on 30th August 2023, has evaluated the performance of the Executive Directors and in accordance with Company's performance and Industry norms, recommended revision in the ceiling limit of gross remuneration payable to all the Executive Directors from existing Rs.2,00,000/- per month to Rs.5,00,000/- per month for each director as below:

| PARTICULARS | EXECUTIVE DIRECTOR PRESENT AND FUTURE IF ANY | MR.S.NAGARAJAN EXECUTIVE CHAIRMAN | MR.C.K.VENKATACHALAM MANAGING DIRECTOR | MR.S.ANANDAVADIVEL JOINT MANAGING DIRECTOR | MR.K.V.PRAKASH WHOLE TIME DIRECTOR |
|--|---|---|---|---|---|
| Consolidated Remuneration | Increase from Rs.2,00,000 to Rs.5,00,000/- per month subject to the applicable TDS | Increase from Rs.2,00,000 to Rs.5,00,000/- per month subject to the applicable TDS | Increase from Rs.2,00,000 to Rs.5,00,000/- per month subject to the applicable TDS | Increase from Rs.2,00,000 to Rs.5,00,000/- per month subject to the applicable TDS | Increase from Rs.2,00,000 to Rs.5,00,000/- per month subject to the applicable TDS |
| Sitting fee for attending the Board and Committee Meetings | Existing fee of Rs.25,000/- per meeting will continue subject to the applicable TDS | Existing fee of Rs.25,000/- per meeting will continue subject to the applicable TDS | Existing fee of Rs.25,000/- per meeting will continue subject to the applicable TDS | Existing fee of Rs.25,000/- per meeting will continue subject to the applicable TDS | Existing fee of Rs.25,000/- per meeting will continue subject to the applicable TDS |
| Effective date for the above payments (both) | Wef 01.07.2023 | Wef 01.07.2023 | Wef 01.07.2023 | Wef 01.07.2023 | Wef 01.07.2023 |

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Except Promoter Group, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the Special Resolution for the approval of members.

Item No. 5

As per section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (meeting of Board and its power) rules 2014, any amendment thereof, except with prior approval of the members by Special Resolution, a Company shall not enter into transactions with the related party.

As per Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, all material related party transactions shall require approval of members by way of Special resolution.

The Board at its meeting held on 30th August, 2023, in order to comply with SEBI (LODR) Regulations 2015 and also section 188 of the Companies Act 2013, has approved the transaction below subject to approval of the Members of the Company and subject to the conditions as prescribed by the Board. Accordingly SEBI (LODR) Regulations 2015, and section 188 of the Companies Act, 2013 requires special resolution and therefore your board recommends the resolution for your approval.

| Sl. No. | Particulars to be provided | Details provided |
|---------|--|---|
| 1 | Details to Audit Committee | |
| a | Type, material terms and particulars of the proposed transaction | Rental Agreement for fully furnished office space 6400 sq ft with Car parking and Two Wheeler Parking at No.21, Casa Major Road, Egmore, Chennai-600008. |
| b | Name of the related party and its relationship with the listed entity or its subsidiary including nature of its concern or interest (financial or otherwise) | Savidhaanu Projects Private Limited ("SPPL") - Mr.S.Anandavadivel is Director and one of the Promoter Mr.S.Aravindan is Director. Both are relatives. |
| c | Tenure of the proposed transaction (particular tenure shall be specified) | For a period of Nine (9) years commencing from 01.08.2023. |
| d | Value of the proposed transaction | <ol style="list-style-type: none">1. Rent of Rs. 4,03,200/- per month2. Maintenance charges of Rs.10/- (Rupees Ten Only) per Square Feet amounting to Rs.64,000/- (Rupees Sixty Four Thousand Only) or any other charges to be paid to SPPL thereof at the rates charged from time to time and shall pay all the charges for the electricity, telephone, cable charges etc consumed by the Company on receipt of the relevant bills.3. GST as applicable.4. Advance Nil. |



| Sl. No. | Particulars to be provided | Details provided | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
|---------|---|---|------------------------|---------------|---------------------|------------------------|---------------|---------------------|---|------------|------------|-------|------|--------|---|------------|------------|-------|------|--------|---|------------|------------|-------|------|--------|---|------------|------------|-------|------|--------|---|------------|------------|-------|------|--------|---|------------|------------|-------|------|--------|---|------------|------------|-------|------|--------|---|------------|------------|-------|------|--------|---|------------|------------|-------|------|--------|
| | | <p>5. Enhancement of Rent: The rent payable to the SPPL by the Company as aforesaid shall be enhanced by 15% over and above the amount at the end of every 3 years. As such, the rent charges payable by the Company during the tenure of the rental agreement envisaged herein shall be as follows:</p> <table border="1" data-bbox="539 425 1463 793"> <thead> <tr> <th data-bbox="539 425 611 486">Year</th> <th data-bbox="611 425 778 486">From</th> <th data-bbox="778 425 946 486">To</th> <th data-bbox="946 425 1121 486">Base Rent per sq ft</th> <th data-bbox="1121 425 1297 486">Area sq ft</th> <th data-bbox="1297 425 1463 486">Monthly Rent INR</th> </tr> </thead> <tbody> <tr> <td>1</td> <td>01-08-2023</td> <td>31-07-2024</td> <td>63.00</td> <td>6400</td> <td>403200</td> </tr> <tr> <td>2</td> <td>01-08-2024</td> <td>31-07-2025</td> <td>63.00</td> <td>6400</td> <td>403200</td> </tr> <tr> <td>3</td> <td>01-08-2025</td> <td>31-07-2026</td> <td>63.00</td> <td>6400</td> <td>403200</td> </tr> <tr> <td>4</td> <td>01-08-2026</td> <td>31-07-2027</td> <td>72.45</td> <td>6400</td> <td>463680</td> </tr> <tr> <td>5</td> <td>01-08-2027</td> <td>31-07-2028</td> <td>72.45</td> <td>6400</td> <td>463680</td> </tr> <tr> <td>6</td> <td>01-08-2028</td> <td>31-07-2029</td> <td>72.45</td> <td>6400</td> <td>463680</td> </tr> <tr> <td>7</td> <td>01-08-2029</td> <td>31-07-2030</td> <td>83.32</td> <td>6400</td> <td>533248</td> </tr> <tr> <td>8</td> <td>01-08-2030</td> <td>31-07-2031</td> <td>83.32</td> <td>6400</td> <td>533248</td> </tr> <tr> <td>9</td> <td>01-08-2031</td> <td>31-07-2032</td> <td>83.32</td> <td>6400</td> <td>533248</td> </tr> </tbody> </table> | Year | From | To | Base Rent per sq ft | Area sq ft | Monthly Rent INR | 1 | 01-08-2023 | 31-07-2024 | 63.00 | 6400 | 403200 | 2 | 01-08-2024 | 31-07-2025 | 63.00 | 6400 | 403200 | 3 | 01-08-2025 | 31-07-2026 | 63.00 | 6400 | 403200 | 4 | 01-08-2026 | 31-07-2027 | 72.45 | 6400 | 463680 | 5 | 01-08-2027 | 31-07-2028 | 72.45 | 6400 | 463680 | 6 | 01-08-2028 | 31-07-2029 | 72.45 | 6400 | 463680 | 7 | 01-08-2029 | 31-07-2030 | 83.32 | 6400 | 533248 | 8 | 01-08-2030 | 31-07-2031 | 83.32 | 6400 | 533248 | 9 | 01-08-2031 | 31-07-2032 | 83.32 | 6400 | 533248 |
| Year | From | To | Base Rent per sq ft | Area sq ft | Monthly Rent INR | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 1 | 01-08-2023 | 31-07-2024 | 63.00 | 6400 | 403200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 2 | 01-08-2024 | 31-07-2025 | 63.00 | 6400 | 403200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 3 | 01-08-2025 | 31-07-2026 | 63.00 | 6400 | 403200 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 4 | 01-08-2026 | 31-07-2027 | 72.45 | 6400 | 463680 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 5 | 01-08-2027 | 31-07-2028 | 72.45 | 6400 | 463680 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 6 | 01-08-2028 | 31-07-2029 | 72.45 | 6400 | 463680 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 7 | 01-08-2029 | 31-07-2030 | 83.32 | 6400 | 533248 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 8 | 01-08-2030 | 31-07-2031 | 83.32 | 6400 | 533248 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| 9 | 01-08-2031 | 31-07-2032 | 83.32 | 6400 | 533248 | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| e | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | Consolidated Turnover FY 2022-2023 is INR 7967.25 lacs. % value of the proposed transaction is 0.61% considering first year. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| f | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary and details thereof | Not applicable | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |
| g | Justification as to why the RPT is in the interest of the listed entity | <ol style="list-style-type: none"> The Company has already occupied the fully furnished infrastructure office space wef 1st September 2022. For the existing occupied space of 6400 sq ft the Company is paying monthly rent of INR 2,00,000/- +GST being the 50% of the rent payable by the occupants of the other floors in this three storey building where the Company is in the third floor. There is no requirement to pay any rental advance and hence it is advantageous to the Company. Since the operations of the Company are being scaled up substantially and also substantive quantum of interior works have been done in line with the business requirements of the Company, the Company is willing to continue the rental agreement in line with the other occupants. | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | | |

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| Sl. No. | Particulars to be provided | Details provided |
|---------|--|--------------------------|
| h | Valuation or other external party report, if any such report has been relied upon | Not applicable |
| i | Percentage of the counterparty's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis | - |
| j | Any other information that may be relevant | Not applicable |
| 2 | Details to Shareholders | |
| a | Information as above to the Audit Committee | Refer Sl no.1 (a) to (j) |
| b | Justification for why the proposed transaction is in the interest of the listed entity | Refer (g) as above |
| c | Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) above; | Not applicable |
| d | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders. | Not applicable |
| e | Percentage of the counterparty's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis | - |
| f | Any other informaton that may be relevant | Not applicable |

The Board recommends the Special Resolution for the approval of members.

Except Mr.S.Anandavivel, Joint Managing Director and his relative Mr.S.Aravindan, Promoter, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.



Item No 6

As per section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (meeting of Board and its power) rules 2014, any amendment thereof, except with prior approval of the members by Special Resolution, a Company shall not enter into transactions with the related party.

As per Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, all material related party transactions shall require approval of members by way of Special resolution.

The Board at its meeting held on 30th August, 2023, in order to comply with SEBI (LODR) Regulations 2015 and also section 188 of the Companies Act 2013, has approved the transaction below subject to approval of the Members of the Company and subject to the conditions as prescribed by the Board. Accordingly SEBI (LODR) Regulations 2015, and section 188 of the Companies Act, 2013 requires special resolution and therefore your board recommends the resolution for your approval.

| Sl. No. | Particulars to be provided | Details provided |
|---------|---|--|
| 1 | Details to Audit Committee | |
| a | Type, material terms and particulars of the proposed transaction | Contract, Sub-Contract Arrangements, investments including deposits in projects both supply and service in Infrastructure/Construction Projects including direct, back to back order from Government Utilities and private sector. |
| b | Name of the related party and its relationship with the listed entity or its subsidiary including nature of its concern or interest (financial or otherwise) | With any of the related party as per the below list attached. |
| c | Tenure of the proposed transaction (particular tenure shall be specified) | wef 25.09.2023 to up to the date of next AGM |
| d | Value of the proposed transaction | Rs.2000 Crores (Rupees Two Thousand Crores) |
| e | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | Consolidated Turnover FY 2022-2023 is INR 7967.25 lacs. % value of the proposed transaction is 2510.28%. |
| f | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary and details thereof | Not applicable |
| g | Justification as to why the RPT is in the interest of the listed entity | With the change of management in June 2022, the Company has the required financial strength and is now working on getting new orders and building up the order book with the utilities, Government and the private sector. Till such time the Company is able to secure direct orders, the Company now proposes to execute sub-contracting / back to back orders from other players in the market. Presently the order book value of the Company is 753.22 Cr as on the date of this Audit Committee Meeting. |
| h | Valuation or other external party report, if any such report has been relied upon | Not applicable |

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| Sl. No. | Particulars to be provided | Details provided |
|----------|--|--------------------------|
| i | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis | - |
| j | Any other information that may be relevant | Not applicable |
| 2 | Details to Shareholders | |
| a | Information as above to the Audit Committee | Refer Sl no.1 (a) to (j) |
| b | Justification for why the proposed transaction is in the interest of the listed entity | Refer (g) as above |
| c | Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) above; | Not applicable |
| d | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders. | Not applicable |
| e | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis | - |
| f | Any other informaton that may be relevant | Not applicable |

Name of the related party and its relationship with the listed entity or its subsidiary including nature of its concern or interest (financial or otherwise):

| Name of the related party and its relationship with the company | Mr. C K Venkatachalam | Mr.C K Balasubramaniam | Mr.S Anandavadivel | Mr. S Aravindan |
|---|--|------------------------|--------------------|--------------------|
| | Nature of Interest | Nature of Interest | Nature of Interest | Nature of Interest |
| CMK Projects Pvt. Ltd | Shareholder | Managing Director | - | - |
| V. Sathyamoorthy & Co | - | - | Managing Partner | Managing Partner |
| Trineva Infra Projects Pvt. Ltd | Managing Director | Shareholder | Shareholder | Shareholder |
| Renaatus Projects Private Limited | Relative of Mr.C.K.Venkatachalam and Mr.C.K.Balasubramaniam is Director of the Company | | - | - |

The Board recommends the Special Resolution for the approval of members.

Except Mr.S.Anandavadivel, Joint Managing Director and his relative Mr.S.Aravindan, Promoter, Mr.C.K.Venkatachalam, Managing Director and his relative Mr.C.K.Balasubramaniam, Promoter, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.



Item No. 7

As per section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (meeting of Board and its power) rules 2014, any amendment thereof, except with prior approval of the members by Special Resolution, a Company shall not enter into transactions with the related party.

As per Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, all material related party transactions shall require approval of members by way of special resolution.

The Board at its meeting held on 30th August, 2023, in order to comply with SEBI (LODR) Regulations 2015 and also section 188 of the Companies Act 2013, has approved the transaction below subject to approval of the Members of the Company and subject to the conditions as prescribed by the Board. Accordingly SEBI (LODR) Regulations 2015, and section 188 of the Companies Act, 2013 requires special resolution and therefore your board recommends the resolution for your approval.

| Sl No. | Particulars to be provided | Details provided |
|--------|---|---|
| 1 | Details to Audit Committee | |
| a | Type, material terms and particulars of the proposed transaction | Any Services / Arrangements including purchase of goods and services, reimbursement of expenses and all other arrangements related to Infrastructure/Construction Projects and Other Projects of the Company now and in future. |
| b | Name of the related party and its relationship with the listed entity or its subsidiary including nature of its concern or interest (financial or otherwise) | With any of the related party as per the below list attached. |
| c | Tenure of the proposed transaction (particular tenure shall be specified) | wef 25.09.2023 to up to the date of next AGM |
| d | Value of the proposed transaction | 1. Purchase of Goods and Services - INR 500 Crores (Rupees Five Hundred Crores) 2. Reimbursement of Expenses – INR 50 Crores (Rupees Fifty Crores) 3. All other arrangements related to Infrastructure/Construction Projects and Other Projects of the Company now and in future – INR 10 Crores (Rupees Ten Crores) Total = INR 560 Crores (Rupees Five Hundred and Sixty Crores) |
| e | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | Consolidated Turnover FY 2022-2023 is INR 7967.25 lacs. % value of the proposed transaction is 702.88%. |
| f | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary and details thereof | Not applicable |

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| Sl No. | Particulars to be provided | Details provided |
|----------|--|--|
| g | Justification as to why the RPT is in the interest of the listed entity | With the change of management in June 2022, the Company has the required financial strength and is now working on getting new orders and building up the order book with the utilities, Government and the private sector. Till such time the Company is well equipped in internal infrastructure including employees, the Company shall be working on hiring contractors, equipments, vehicles, Plant Utilities, consultants, technical manpower, sharing of expenses, reimbursement of expenses and all other arrangements related to in Infrastructure/Construction Projects and Other Projects of the Company now and in future and hence the Company will have to enter into such contractual arrangements on a shared services basis with other players in the market. |
| h | Valuation or other external party report, if any such report has been relied upon | Not applicable |
| i | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis | - |
| j | Any other information that may be relevant | Not applicable |
| 2 | Details to Shareholders | |
| a | Information as above to the Audit Committee | Refer Sl no.1 (a) to (j) |
| b | Justification for why the proposed transaction is in the interest of the listed entity | Refer (g) as above |
| c | Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) above; | Not applicable |
| d | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders. | Not applicable |
| e | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis | - |
| f | Any other informaton that may be relevant | Not applicable |

Name of the related party and its relationship with the listed entity or its subsidiary including nature of its concern or interest (financial or otherwise):

| Name of the related party and its relationship with the company | Mr. C K Venkatachalam | Mr.C K Balasubramaniam | Mr.S Anandavadivel | Mr. S Aravindan |
|---|--|------------------------|--------------------|--------------------|
| | Nature of Interest | Nature of Interest | Nature of Interest | Nature of Interest |
| CMK Projects Pvt. Ltd | Shareholder | Managing Director | - | - |
| V. Sathyamoorthy & Co | - | - | Managing Partner | Managing Partner |
| Trineva Infra Projects Pvt. Ltd | Managing Director | Shareholder | Shareholder | Shareholder |
| Renaatus Projects Private Limited | Relative of Mr.C.K.Venkatachalam and Mr.C.K.Balasubramaniam is Director of the Company | | - | - |



The Board recommends the Special Resolution for the approval of members.

Except Mr.S.Anandavadivel, Joint Managing Director and his relative Mr.S.Aravindan, Promoter, Mr.C.K.Venkatachalam, Managing Director and his relative Mr.C.K.Balasubramaniam, Promoter, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 8

As per section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (meeting of Board and its power) rules 2014, any amendment thereof, except with prior approval of the members by Special Resolution, a Company shall not enter into transactions with the related party.

As per Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, all material related party transactions shall require approval of members by way of special resolution.

The Board at its meeting held on 30th August, 2023, in order to comply with SEBI (LODR) Regulations 2015 and also section 188 of the Companies Act 2013, has approved the transaction below subject to approval of the Members of the Company and subject to the conditions as prescribed by the Board. Accordingly SEBI (LODR) Regulations 2015, and section 188 of the Companies Act, 2013 requires special resolution and therefore your board recommends the resolution for your approval.

| Sl. No. | Particulars to be provided | Details provided |
|---------|---|--|
| 1 | Details to Audit Committee | |
| a | Type, material terms and particulars of the proposed transaction | Branding the Company, Business Promotion, Marketing Arrangements, reimbursement of expenses related thereto. |
| b | Name of the related party and its relationship with the listed entity or its subsidiary including nature of its concern or interest (financial or otherwise) | Seyyadurai Nagarajan – Executive Chairman is Managing Director in the M/s. Crown Forts Limited. |
| c | Tenure of the proposed transaction (particular tenure shall be specified) | wef 25.09.2023 to up to the date of next AGM |
| d | Value of the proposed transaction | INR 3 Crores (Rupees Three Crores) |
| e | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | Consolidated Turnover FY 2022-2023 is INR 7967.25 lacs. % value of the proposed transaction is 3.77%. |
| f | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary and details thereof | Not applicable |
| g | Justification as to why the RPT is in the interest of the listed entity | Till such time the Company is well equipped in internal infrastructure including employees and the operations of the company are being scaled up substantially the company needs to focus on rebuilding its branding, trade mark, other business promotions, marketing arrangements etc thereby differentiating the business from the rest of the competition in the market. A strong brand identity can make our customers perceive our products and services as higher quality. This empowers us to enjoy a price premium. Brand identity allows us to build loyal customer relationships and lift your bottom line. |

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| Sl. No. | Particulars to be provided | Details provided |
|---------|--|--------------------------|
| h | Valuation or other external party report, if any such report has been relied upon | Not applicable |
| i | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis | - |
| j | Any other information that may be relevant | Not applicable |
| 2 | Details to Shareholders | |
| a | Information as above to the Audit Committee | Refer SI no.1 (a) to (j) |
| b | Justification for why the proposed transaction is in the interest of the listed entity | Refer (g) as above |
| c | Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) above; | Not applicable |
| d | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders. | Not applicable |
| e | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis | - |
| f | Any other informaton that may be relevant | Not applicable |

The Board recommends the Special Resolution for the approval of members.

Except Mr.Seyyadurai Nagarajan Executive Chairman, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 9

As per section 188 of the Companies Act, 2013 read with Rule 15 of the Companies (meeting of Board and its power) rules 2014, any amendment thereof, except with prior approval of the members by Special Resolution, a Company shall not enter into transactions with the related party.

As per Regulation 23 of the SEBI (Listing Obligation and Disclosure Requirements) Regulation 2015 and SEBI Circular No. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021, all material related party transactions shall require approval of members by way of special resolution.

The Board at its meeting held on 30th August, 2023, in order to comply with SEBI (LODR) Regulations 2015 and also section 188 of the Companies Act 2013, has approved the transaction below subject to approval of the Members of the Company and subject to the conditions as prescribed by the Board. Accordingly SEBI (LODR) Regulations 2015, and section 188 of the Companies Act, 2013 requires special resolution and therefore your board recommends the resolution for your approval.



| Sl. No. | Particulars to be provided | Details provided |
|---------|---|--|
| 1 | Details to Audit Committee | |
| a | Type, material terms and particulars of the proposed transaction | Purchase of goods and services, reimbursement of expenses, related to Infrastructure/Construction Projects and Other Projects of the Company now and in future. |
| b | Name of the related party and its relationship with the listed entity or its subsidiary including nature of its concern or interest (financial or otherwise) | S. Anandavadivel – Joint Managing Director of the Company is Proprietor of M/s. S.Velayudham. |
| c | Tenure of the proposed transaction (particular tenure shall be specified) | wef 25.09.2023 to up to the date of next AGM |
| d | Value of the proposed transaction | INR 5 Crores (Rupees Five Crores) |
| e | The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided) | Consolidated Turnover FY 2022-2023 is INR 7967.25 lacs. % value of the proposed transaction is 6.28%. |
| f | If the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary and details thereof | Not applicable |
| g | Justification as to why the RPT is in the interest of the listed entity | With the change of management in June 2022, the Company has the required financial strength and is now working on getting new orders and building up the order book with the utilities, Government and the private sector. Till such time the Company is well equipped in internal infrastructure including employees, the Company will have to enter into such contractual arrangements with other players in the market. |
| h | Valuation or other external party report, if any such report has been relied upon | Not applicable |
| i | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT on a voluntary basis | - |
| j | Any other information that may be relevant | Not applicable |
| 2 | Details to Shareholders | |
| a | Information as above to the Audit Committee | Refer Sl no.1 (a) to (j) |
| b | Justification for why the proposed transaction is in the interest of the listed entity | Refer (g) as above |
| c | Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary, the details specified under point 4(f) above; | Not applicable |
| d | A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders. | Not applicable |
| e | Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis | - |
| f | Any other informaton that may be relevant | Not applicable |

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The Board recommends the Special Resolution for the approval of members.

Except Mr.S.Anandavadivel, Joint Managing Director and his relative Mr.S.Aravindan, Promoter, none of the Directors or Key Managerial Personnel of the Company or their relatives are in any way, concerned or interested, financially or otherwise, in the said resolution.

Item No. 10

The Members are aware tha the Company has acquired 254 acres of land situated at Sunguvarchatram, Sriperumbudur Taluk, Kancheepuram District of Tamil Nadu through bank auction under SARFAESI action from Central Bank of India, Hyderabad . The good thing about the acquisition was it came with approx 150-acre pre-approved by the Government of Tamil Nadu for light engineering and factory buildings. The nearest factory site is Samsung and Foxconn, Saint Gobain is only 3 kilometers. There's a huge requirement for all these people to scale up their warehousing.

The Members were also informed by the Company that it has plans to develop blend of modern logistics park and in consultation with architects to develop an integrated township with attendant infrastructure and light engineering and electronic factories.

Since the Company have the stranglehold of the existing land parcels of 254 acres and the chicken neck of the property, the rest of land may also has to come to the Company and the Company may require to acquire those land parcels which are contiguous to the existing 254 acres of land parcels. If the Company is able to successfully construct the balance of the property, the Company can build a huge annuity yield over the next 10 years. There is so much of opportunities available there. And the new airport, whenever it comes, the new airport is just 10 kilometers from the existing land parcel.

The Company has been advised that one of the efficient ways to achieve the above object is through a subsidiary company after obtaining the necessary statutory and other approvals as may be required. The Members are informed that the Company proposes to incorporate one or more subsidiary(ies) (including wholly owned subsidiaries or Limited Liability Partnership(s)), through subscription/acquisition.

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

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

The Board recommends above resolution to be passed as a Special resolution.

BY ORDER OF THE BOARD
For W.S. INDUSTRIES (INDIA) LIMITED

S. NAGARAJAN
CHAIRMAN
DIN: 0703607

Place : Chennai
Date : 30th August 2023



E-Voting Procedures

Voting through electronic means:

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on Friday, 22nd September, 2023 at 9:00 A.M. and ends on Sunday, 24th September, 2023 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 18th September 2023, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 18th September, 2023.

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 and joining virtual meeting 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. | 1. 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 or joining virtual meeting & voting during the meeting. |
| Individual Shareholders holding securities in demat mode with NSDL. | 2. 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.jsp 3. 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. 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 or joining virtual meeting & voting during the meeting. |

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| | |
|---|---|
| | <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: center; align-items: center; gap: 20px;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: center; align-items: center; gap: 40px; margin-top: 10px;">   </div> |
| <p>Individual Shareholders holding securities in demat mode with CDSL</p> | <p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password.</p> |
| | <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on 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 able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p> |
| <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 or joining virtual meeting & voting during the meeting.</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 |
|--|--|
| Individual Shareholders holding securities in demat mode with NSDL | Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at 022 - 4886 7000 and 022 - 2499 7000 |
| Individual Shareholders holding securities in demat mode with CDSL | Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33 |

- B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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.nsdl.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.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 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 101456 then user ID is 101456001*** |

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’.

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- (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 and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting 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 and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
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. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
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.: 022 - 4886 7000 and 022 - 2499 7000 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@wsigroup.in
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@wsigroup.in 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 and joining virtual meeting 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 INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance at least 7 (seven) days prior to the meeting i.e. on or before 18th September 2023 mentioning their name demat account number/folio number, email id, mobile number at sectl@wsigroup.in. The same will be replied by the company suitably at the AGM.