



14th November 2017

M/s. Bombay Stock Exchange 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

Dear Sir,

We enclose herewith the proceedings of the 54th AGM of the Company held on 14th November 2017 at 4.35 PM at Asha Nivas Social Service Centre, No.9 Rutland Gate, 5th Street, Chennai – 600 006.

Kindly take the same on record.

Thanking you,

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

B.SWAMINATHAN
CHIEF FINANCIAL OFFICER

Encl : As above



W.S. Industries (India) Ltd.

108, Mount Poonamallee Road, Porur, Chennai - 600 116. India

Tel : (91) - 44 - 66500811

Dept. Tel : (91) - 44 - 66500784

Dept. Fax : (91) - 44 - 66500882

CIN : L29142TN1961PLC004568

Dept E-mail : accounts@wsinsulators.com

Website : www.wsinsulators.com

W.S.INDUSTRIES (INDIA) LIMITED

CIN L29142TN1961PLC004568

PROCEEDINGS OF THE 54TH ANNUAL GENERAL MEETING OF W.S.INDUSTRIES (INDIA) LIMITED HELD ON TUESDAY, THE 14TH NOVEMBER 2017 AT 4.35 P.M. AT ASHA NIVAS SOCIAL SERVICE CENTRE, 9, RUTLAND GATE, 5TH STREET, CHENNAI - 600 006.

Members Present (in person and Proxy) – 112

Directors Present:

1. Mr.R.Karthik
2. Mr.J.Sridharan
3. Mr.K.Rajasekar

Others present:

Mr.Chella K.Srinivasan, Partner M/s.S.Viswanathan LLP, Chartered Accountants

Ms.Lakshmmi Subramanian, Practising Company Secretary – Scrutinizer for the voting process

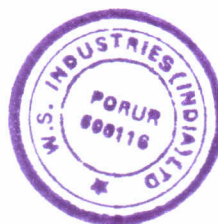
Mr.J.Sridharan occupied the Chair and welcomed the members. He ascertained and declared the presence of requisite quorum and called the meeting to order.

The Chairman of the Meeting requested to observe one minute silence as mark of respect to honour the memory of our late Chairman, Mr.V.Srinivasan who passed away unexpectedly on 25th July 2017.

The Chairman then took up the formal proceedings of the Meeting.

With the consent of the Members present the Notice of the Annual General Meeting (AGM) and the Board's Report were taken as read.

Mr.B.Swaminathan, Chief Financial Officer and Compliance Officer read the Auditors' Report.



The Chairman briefed the following Agenda items in the Notice of the AGM:

ORDINARY BUSINESS

1. Adoption of Audited Balance Sheet as at 31st March 2017 and Statement of Profit and Loss for the year ended on that date together with the Board's Report and Auditors' Report. (Ordinary resolution).

“RESOLVED THAT the Audited Balance Sheet as at 31st March 2017 and Statement of Profit and Loss for the year ended on that date together with the Board’s Report and Auditors’ Report be and are hereby adopted.”

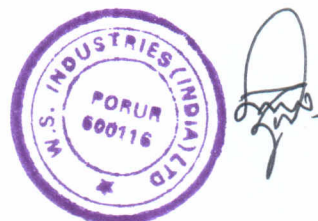
2. To appoint M/s.SBSB and Associates as Statutory Auditors of the Company (Ordinary resolution).

“RESOLVED THAT pursuant to Sections 139,142 and other applicable provisions, if any, of the Companies Act 2013 and the rules made thereunder, as amended from time to time, pursuant to the proposal of the audit committee of the Board and recommendation of the Board M/s. S B S B and Associates, Chartered Accountants, Chennai, (Firm Registration No.012192S) be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this 54th Annual General Meeting to the conclusion of the 59th Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) and on such remuneration plus applicable taxes, reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

SPECIAL BUSINESS

3. Appointment of Mr.Jayaraman Sridharan as Director (Ordinary resolution).

“RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”), Mr. Jayaraman Sridharan (DIN 07720632), who was appointed as an Additional Director Non Executive Independent Director of the Company by the Board of Directors and whose term of office expires at this AGM and in respect of whom the Company has received a Notice from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of



the Company to hold office for a term of 5 (five) consecutive years commencing from 21st August 2017.”

The Chairman then invited queries from the shareholders on the Annual Report, Notice of the AGM and other related matters and ensured that they were satisfactorily clarified.

- The Chairman informed that the Company had extended e-voting facility to the Members of the Company in respect of the resolutions contained in the Notice of the AGM in the manner prescribed under the Companies (Management & Administration) Rules, 2014. The remote voting commenced on 10th November 2017 and ended on 13th November 2017.

The Members who had not cast their votes through remote e-voting process were now being given an opportunity to cast their votes in person through voting by ballot paper.

The Company had appointed Mrs.Lakshmmi Subramanian, Practising Company Secretary as the Scrutinizer to scrutinize entire voting process in a fair and transparent manner.

Ballot papers were then distributed to all the Members / proxies eligible to vote.

Chairman invited Mrs.Lakshmmi Subramanian, Practising Company Secretary to take over the voting process and to submit the report to him.

The Chairman further stated that the results of both remote e-voting and ballot paper voting (physical voting at AGM) after receipt of Report from Scrutinizer, will be communicated to the stock exchanges on 16th November 2017. The same shall also be placed on the Company's website www.wsindustries.in/KYC.

Thanking the members for their participation, the Chairman concluded the Meeting.

Place: Chennai
Date:14.11.2017

sd/-
Chairman

