

March 27, 2015

The Chairman  
W S Industries Limited  
Chennai

**Sub: Report of Scrutinizer for e-voting for the 51<sup>st</sup> Annual General Meeting under section 108 of the Companies Act, 1956 read with Rule 20 of Companies (Management & Administration) Rules, 2014**

In the meeting of the Board of Directors of W.S Industries Limited ('W.S.I' or 'the Company') held on 13 February 2015, we, M/s Lakshmmi Subramanian & Associates, were appointed to Scrutinize to E-voting in a fair and transparent manner for passing of the following resolutions at the 51<sup>st</sup> Annual General Meeting:

S.No.	Nature of Resolution	Type of Resolution
<b>ORDINARY BUSINESS</b>		
1	Consideration and Adoption of audited Annual Accounts for the year ended 30.09.2014	Ordinary
2	Appointment of M/s. M/s. S. Viswanathan, Chartered Accountants (Firm Registration No.004770S), the Retiring Auditors as Auditors.	Ordinary
<b>SPECIAL BUSINESS</b>		
3	Appointment Mr.K.Raman (DIN 00002210) as an independent Director	Ordinary
4	Appointment Mr G.Balasubramanyan (DIN 00006454) as an independent Director	Ordinary
5	Reappointment of Mr. Narayan Sethuramon as Managing Director	Special
6	Authorization for selling and / or transferring and / or disposing off as an undertaking or part thereof	Special

The Company has availed the e-voting facility of National Securities Depository Limited for the shareholders to cast their votes to the aforesaid resolutions through electronic mode.



The e-voting process was accordingly conducted and concluded as below:

- The Company from 02.03.2015 to 04.03.2015 dispatched the notice under section 108 of the Companies Act, 2013 to the members whose name appeared on the Register of Members as on 27 February 2015 and to the directors and Auditors of the Company. Further the Company forwarded electronic notices through e-mail detailing the procedure for e-voting on 02.03.2015.
- The Company issued an advertisement in Business Standard and Malai Sudar about the dispatch of the e-voting notice on 02.03.2015.
- The E-voting commenced on 18th March, 2015 (9:00 am) and was open for 3 days up to the close of working hours at 18.00 hours IST on 20 March, 2015.
- The votes cast by the members through electronic voting system was downloaded and collated from the website [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- A register containing the details of assent or dissent, received, mentioning the particulars of name, address, folio number/ client ID of the shareholders, the number of shares held by them, the nominal value of shares held etc is maintained in electronic form.

Based on the data, reports and statements collected as mentioned above, the scrutiny was completed and results were compiled as under.

#### **SUMMARY OF RESULTS**

**1. Consideration and Adoption of audited Annual Accounts for the year ended 30.09.2014**

**Nature of resolution:** Ordinary Resolution

Particulars		Number of Members	Representative Number of Shares
Total number of electronic votes received		20	7621357
Total number of electronic votes considered valid		20	7621357
Total number of electronic votes considered invalid		-	-
Out of the above electronic votes:			
i.	Number of votes cast in favour of the Resolution	19	7621307
ii.	Number of votes cast in against the Resolution	1	50
iii.	Percentage to the total votes received in favour of the resolution	99.99%	0.0007%



2. Appointment of M/s. M/s. S. Viswanathan, Chartered Accountants (Firm Registration No.004770S), the Retiring Auditors as Auditors.

Nature of resolution: Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	20	7621357
Total number of electronic votes considered valid	20	7621357
Total number of electronic votes considered invalid	-	-
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	19	7621307
ii. Number of votes cast in against the Resolution	1	50
iii. Percentage to the total votes received in favour of the resolution	99.99%	0.0007%

#### SPECIAL BUSINESS

3. Appointment Mr.K.Raman (DIN 00002210) as an independent Director.

Nature of resolution: Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	20	7621357
Total number of electronic votes considered valid	20	7621357
Total number of electronic votes considered invalid	-	-
Out of the above electronic votes:		
iv. Number of votes cast in favour of the Resolution	19	7621307
v. Number of votes cast in against the Resolution	1	50
vi. Percentage to the total votes received in favour of the resolution	99.99%	0.0007%



4. Appointment Mr G.Balasubramanyan (DIN 00006454) as an independent Director

Nature of resolution: Ordinary Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	20	7621357
Total number of electronic votes considered valid	20	7621357
Total number of electronic votes considered invalid	-	-
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	19	7621307
ii. Number of votes cast in against the Resolution	1	50
iii. Percentage to the total votes received in favour of the resolution	99.99%	0.0007%

5. Reappointment of Mr. Narayan Sethuramon as Managing Director

Nature of resolution: Special Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	20	7621357
Total number of electronic votes considered valid	20	7621357
Total number of electronic votes considered invalid	-	-
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	19	7621307
ii. Number of votes cast in against the Resolution	1	50
iii. Percentage to the total votes received in favour of the resolution	99.99%	0.0007%


*Lakshmi*  


6. Authorization for selling and / or transferring and / or disposing off as an undertaking or part thereof

Nature of resolution: Special Resolution

Particulars	Number of Members	Representative Number of Shares
Total number of electronic votes received	20	7621357
Total number of electronic votes considered valid	20	7621357
Total number of electronic votes considered invalid	-	-
Out of the above electronic votes:		
i. Number of votes cast in favour of the Resolution	18	7616292
ii. Number of votes cast in against the Resolution	2	5065
iii. Percentage to the total votes received in favour of the resolution	99.93%	0.07%

FOR LAKSHMMI SUBRAMANIAN & ASSOCIATES

  
LAKSHMMI SUBRAMANIAN  
Senior Partner

