



## W.S.INDUSTRIES (INDIA) LIMITED

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

### NOTICE

#### **NOTICE pursuant to Section 192A (2) of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011.**

Dear Member(s),

NOTICE is hereby given, pursuant to Section 192A (2) of the Companies Act, 1956 read with the Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 for the purpose of authorising the Board for mortgage/sale/charge/transfer of the lands or part (s) thereof belonging to the Company situated at 108, Mount Poonamallee Road, Porur, Chennai – 600 116 in terms of Section 293 (1) (a) of the Companies Act, 1956.

In terms of Section 192A of the Companies Act, 1956, read with Companies (Passing of the Resolution by Postal Ballot) Rules, 2011 (the "Rules"), an Ordinary Resolution authorising the Board for mortgage/sale/charge/transfer shall require approval of the Members through Postal Ballot. The Ordinary Resolution and the relevant Explanatory Statement setting out the material facts and the reasons for the Ordinary Resolution are appended herewith alongwith a Postal Ballot Form for your consideration.

The Company has, in compliance with Rule 5(b) of the Rules, appointed Mrs. Lakshmmi Subramanian, Partner, M/s. Lakshmmi Subramanian & Associates, Practising Company Secretaries, as the Scrutinizer for conducting the Postal Ballot process in a fair and transparent manner. Mrs. Lakshmmi Subramanian has conveyed her willingness to act as such.

You are requested to carefully read the instructions printed on the Postal Ballot Form sent herewith and return the Form duly completed, in the attached self addressed postage prepaid envelope, so as to reach the Scrutinizer on or before the close of working hours i.e. 5.30 p.m. on 25<sup>th</sup> July, 2012. The Scrutinizer will submit her report to the Chairman or in his absence to the Vice Chairman of the Company after completion of scrutiny. The result of the Postal Ballot will be announced not later than 27<sup>th</sup> July, 2012. The result of the Postal Ballot will also be displayed at the Registered Office of the Company and website of the Company [www.wsinsulators.com/KYC](http://www.wsinsulators.com/KYC), besides being communicated to National Stock Exchange of India Limited and Bombay Stock Exchange Limited. The Ordinary Resolution will become effective on and from the date of announcement of the results of the Postal Ballot by the Chairman / Vice Chairman as aforesaid.

#### **ORDINARY RESOLUTION: AUTHORISING THE BOARD FOR MORTGAGE / SALE / CHARGE / TRANSFER OF THE COMPANY'S LANDS OR PART (S) THEREOF SITUATED AT 108, MOUNT POONAMALLEE ROAD, PORUR, CHENNAI – 600 116.**

"RESOLVED THAT subject to the approval of the shareholders, pursuant to Section 293(1)(a) and other applicable provisions, if any, of the Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgage/sale/charge/transfer or otherwise deal with the whole or part of the land situated at 108, Mount Poonamallee Road, Porur, Chennai – 600 116 to and in favour of any person (s) or Body Corporate (s) in such form and manner and on such terms and at such time(s) as the Board of Directors may in its absolute discretion deem fit.



RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board or a Committee of the Board or such person (s), as may be authorized by the Board, be and is / are hereby authorised to do all such acts, deeds, matters and things as may be deemed necessary, settle any question/matter that may arise with respect to the above matter, execute all such deeds, documents, agreements and writings as may be necessary for the purpose of giving effect to this Resolution and to take such further incidental and ancillary steps in this regard, as may be considered desirable or expedient."

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

Chennai  
15<sup>th</sup> June, 2012

**T. CHANDRASEKHARAN**  
**CHIEF FINANCIAL OFFICER**

**Notes:**

- (a) The Explanatory Statement with reasons for proposing the Ordinary Resolution as stated in the Notice is annexed hereto.
- (b) Members holding shares in physical form are requested to notify change in their address/particulars of bank account, if any, to the Company at the Registered Office. Members holding shares in electronic form may update such details with their respective Depository Participant(s).

**EXPLANATORY STATEMENT**  
**(PURSUANT TO SECTIONS 173(2) AND 192A OF THE COMPANIES ACT, 1956)**

Your Company has entered into a broad agreement with M/s. Mantri Developers Private Limited, Bangalore which provides for the purchase of a part of Company's land and an option to develop on the remaining part of the land situated at 108, Mount Poonamallee Road, Porur, Chennai – 600 116, subject to applicable consents and approvals. In furtherance of the objectives specified in the above agreement, the Company will be required to enter into arrangements of sale or transfer or otherwise of the Company's above property to such persons or bodies corporate/ institutions as the case may be and also enter into financial arrangement through mortgage as part of the sale/ development process.

Section 293(1)(a) of the Companies Act, 1956, provides that the Board or Committee of Directors of a Public Limited Company shall not, except with the consent of the Members in General Meeting, sell, lease or otherwise dispose off the whole or substantially whole of the undertaking of the Company.

Accordingly the approval of the Members is required for authorizing the Board of Directors of the Company to implement such necessary steps as are required in this regard. Hence, the resolution set out in the Notice annexed hereto is placed before the Members for their approval.

Your Directors recommend passing the above resolution.

None of the Directors is concerned or interested in the said resolution.

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

Chennai  
15<sup>th</sup> June, 2012

**T. CHANDRASEKHARAN**  
**CHIEF FINANCIAL OFFICER**





## W.S.INDUSTRIES (INDIA) LIMITED

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

### POSTAL BALLOT FORM

Ballot Serial No :

- 1) Name(s) of Shareholder(s) :  
(including Joint-holders, if any)
- 2) Registered Address of the Sole/  
First named Shareholder
- 3) Registered Folio No./  
(\*Applicable to Members holding  
shares in physical form)
- 4) DP ID No. & Client No.\*  
(\*Applicable to Members holding  
shares in dematerialised form)
- 5) No. of shares held :
- 6) I/ We hereby exercise my/ our vote in respect of the following RESOLUTION to be passed through Postal Ballot for the business stated in the Notice dated 15th June 2012 of the Company by sending my / our assent or dissent to the said resolution by placing a tick (✓) mark at the appropriate box below.

Description	No. of shares	Please place tick (✓) mark at the appropriate place	
		Assent	Dissent
Ordinary Resolution authorising the Board for mortgage / sale / charge / transfer of Company's land/s situated at 108, Mount Poonamallee Road, Porur, Chennai – 600 116.			

Place:

Date:

(Signature of the Shareholder)

Note: Please read carefully the instructions printed overleaf before exercising your vote.





## INSTRUCTIONS

1. A Member desiring to exercise vote by Postal Ballot may please complete this Postal Ballot Form and send it to the Scrutinizer in the self-addressed postage pre-paid envelope enclosed. Members need not affix postal stamps since the postage will be paid by the Company. However, envelopes containing Postal Ballots, sent by courier or by registered post at the expense of the registered shareholders, will also be accepted.
2. The self-addressed envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
3. This form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participant). In case of joint holding, this form should be completed and signed by the first named shareholder and in his absence, by the next named shareholder.
4. Incomplete or unsigned Postal Ballot Form will be rejected.
5. In case the shares are held by bodies corporate or by persons authorized under power of attorney, the Postal Ballot Form signed in representative capacity must be accompanied by a certified true copy of the resolution of the Board of Directors of the concerned body corporate or by an attested true copy of the power of attorney authorizing such person, as the case may be, along with a specimen signature of the said authorized representative or power of attorney holder.
6. Duly completed Postal Ballot Form should reach the Scrutinizer not later than the close of working hours on 25<sup>th</sup> July 2012. Postal Ballot Form received after this date will not be considered as valid and will be strictly treated as if the reply from the Member has not been received.
7. Voting rights shall be reckoned on the paid-up value of shares registered in the name/s of the shareholders as on 15<sup>th</sup> June 2012.
8. Members are requested not to send any other document along with the Postal Ballot Form in the enclosed self addressed envelope.

(Signature of the Shareholder)

Note: Please read carefully the instructions printed overleaf before exercising your vote.