



W.S. Industries (India) Limited

2nd September, 2024

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 61st 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 61st Annual General Meeting (AGM) of the Company to be held on Wednesday, the 25th September 2024, 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

K V PRAKASH
WHOLE TIME DIRECTOR



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 61st Annual General Meeting (AGM) of the Company will be held on Wednesday, the 25th September 2024, 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 2024 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. ANANDAVADIVEL SATHIYAMOORTHY (DIN: 07783796), WHO RETIRES BY ROTATION, AS A DIRECTOR OF THE COMPANY:

“RESOLVED THAT Mr. Anandavadivel Sathiyamoorthy (DIN: 07783796) 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 Joint Managing Director till 21st July 2027 as earlier approved by the members of the Company (three years term period)”.

SPECIAL BUSINESS

3. To approve 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 to continue for the payment of existing 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 2024-2025 i.e. with effect from 01.07.2024 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	Rs.1,50,000/- per quarter subject to the applicable TDS	Rs.1,50,000/- per quarter subject to the applicable TDS	Rs.1,50,000/- per quarter subject to the applicable TDS	Rs.60,000/- per quarter subject to the applicable TDS	Rs. 1,50,000/- per quarter subject to the applicable TDS
Sitting fee for attending the Board and Committee Meetings	Rs.25,000/- per meeting subject to the applicable TDS	Rs.25,000/- per meeting subject to the applicable TDS	Rs.25,000/- per meeting subject to the applicable TDS	Rs.25,000/- per meeting subject to the applicable TDS	Rs.25,000/- per meeting subject to the applicable TDS

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
Effective date for the above payments (both)	Wef 01.07.2024	Wef 01.07.2024	Wef 01.07.2024	Wef 01.07.2024	Wef 01.07.2024

RESOLVED FURTHER THAT the above 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 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 to continue for the payment of existing 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 2024-2025 i.e. with effect from 01.07.2024 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 Remuneration	Rs.5,00,000/- per month subject to the applicable TDS	Rs.5,00,000/- per month subject to the applicable TDS	Rs.5,00,000/- per month subject to the applicable TDS	Rs.5,00,000/- per month subject to the applicable TDS	Rs.5,00,000/- per month subject to the applicable TDS
Sitting fee for attending the Board and Committee Meetings	Rs.25,000/- per meeting subject to the applicable TDS	Rs.25,000/- per meeting subject to the applicable TDS	Rs.25,000/- per meeting subject to the applicable TDS	Rs.25,000/- per meeting subject to the applicable TDS	Rs.25,000/- per meeting subject to the applicable TDS
Effective date for the above payments (both)	Wef 01.07.2024	Wef 01.07.2024	Wef 01.07.2024	Wef 01.07.2024	Wef 01.07.2024

RESOLVED FURTHER THAT the above 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. TO APPROVE CONTINUATION OF Ms. SUGUNA RAGHAVAN (DIN: 06601230) AS A NON-EXECUTIVE INDEPENDENT DIRECTOR OF THE COMPANY UPON ATTAINING THE AGE OF 75 YEARS IN HER CURRENT TENURE.

To consider and, if through fit, to pass the following resolution as Special Resolution:

“RESOLVED THAT pursuant to Regulation 17(1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Section 149 and the other applicable provisions of the Companies Act, 2013 read with Schedule IV thereto, and applicable Rule(s), Regulations(s) made thereunder, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), consent of the members of the Company be and is hereby accorded for continuation of directorship of Ms. SUGUNA RAGHAVAN (DIN: 06601230) as a Non-executive Independent Director of the Company, upon attaining the age of 75 years during her tenure as Independent Director till the expiry of her current tenure i.e 13.02.2027 on the same terms and conditions for re-appointment as approved by the members of the Company at their 58th Annual General Meeting of the Company held on 30.09.2021.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as “the Board” which term shall always deemed to include any Committee as constituted or to be constituted by the Board to exercise its powers including the powers conferred under this resolution), be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

6. 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, earlier approval of the members in the 60th AGM held on 25.09.2023 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 on yearly basis.

#	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	<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.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:					
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 Chief Financial Officer or 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	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 25.09.2024 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 Chief Financial Officer or 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.CMK Projects Private Limited, M/s. V.Sathyamoorthy & Co, M/s.Trineva Infra Projects Private Limited, M/s. Renaatus Projects Private Limited, M/s. Renaatus Procon Private Limited , M/s.Savidhaanu Centering Works and M/s. Aura Power 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) 2. Reimbursement of Expenses – INR 150 Crores (Rupees One Hundred Fifty Crores) 3. All other arrangements related to Infrastructure/ Construction Projects and Other Projects of the Company now and in future – INR 50 Crores (Rupees Fifty Crores) Total = INR 700 Crores (Rupees Seven Hundred Crores)	wef 25.09.2024 to up to the date of next AGM
2	V.Sathyamoorthy & Co			
3	Trineva Infra Projects Private Limited			
4	Renaatus Projects Private Limited			
5.	Renaatus Procon Private Limited			
6.	Savidhaanu Centering Works.			
7.	Aura Power Private Limited			

RESOLVED FURTHER THAT to give effect to the resolution the Board of Directors /Committee thereof or Chief Financial Officer or 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.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.

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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 3.00 Crores (Rupees Three Crores)	wef 25.09.2024 to up to the date of next AGM

RESOLVED FURTHER THAT to give effect to the resolution the Board of Directors /Committee thereof or Chief Financial Officer or 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 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	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.	INR 5 Crores (Rupees Five Crores)	wef 25.09.2024 to up to the date of next AGM

RESOLVED FURTHER THAT to give effect to the resolution the Board of Directors /Committee thereof or Chief Financial Officer or 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.”

11. 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.

To consider and if thought fit, to pass the following Resolution, with or without modification as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 186, 188 of the Companies Act, 2013 ('Act') and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and 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, on the basis of approval of audit committee the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for related party transactions to be entered by the company with the following related parties to (i) give any loan to any person or other body corporate; (ii) give any guarantee or provide any security in connection with a loan to any other body corporate or person and (iii) acquire by way of subscription, purchase



or otherwise, the securities of any other body corporate, as it may in its absolute discretion deem beneficial and in the interest of the Company, subject to however that the aggregate of the loans and investments so far made in and the amount for which guarantees or securities have so far been provided to all persons or bodies corporate along with the additional investments, loans, guarantees or securities proposed to be made or given or provided by the Company, from time to time, in future, shall not exceed a sum of Rs.300 crore (Rupees Three Hundred Crores Only) over and above the limit of 60% of the paid-up share capital, free reserves and securities premium account of the Company or 100% of free reserves and securities premium account of the Company, whichever is more, as prescribed under Section 186 of the Companies Act, 2013.

Sl. No	Name of the Related Party	Transactions	Value of Transaction	Period
1.	CMK Projects Private Limited	(i) to give any loan for interest (at the prevailing bank rates/effective yield on government securities).	An amount not exceeding a sum of Rs.300 crore (Rupees Three Hundred Crores Only).	wef 25.09.2024 upto the date of next AGM.
	V.Sathyamoorthy & Co			
	Trineva Infra Projects Private Limited			
	Renaatus Projects Private Limited			
		(ii) to give any guarantee or provide any security in connection with the said related parties,		
		(iii) acquire by way of subscription, purchase or otherwise, the securities.		

RESOLVED FURTHER THAT to give effect to the resolution the Board of Directors /Committee/Company Secretary/any Officer(s) 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.”

12. APPROVAL FOR RELATED PARTY TRANSACTIONS WITH M/S.CMK PROJECTS PRIVATE LIMITED, M/S. V. SATHYAMOORTHY & CO, M/S. RENAATUS PROJECTS PRIVATE LIMITED AND PROMOTER/PROMOTER GROUP.

To consider and if thought fit, to pass the following Resolution, with or without modification as a Special Resolution:

“**RESOLVED THAT** pursuant to Section 180(1)(c), 188 of the Companies Act, 2013 (‘Act’) and other applicable provisions, if any, of the Act (including any modification or re-enactment thereof for the time being in force) and 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, on the basis of approval of audit committee the consent of the members of the Company be and is hereby accorded to the Board of Directors of the Company for related party transactions to be entered by the company with the following related parties to borrow an amount not exceeding Rs.300 Crores (Rupees Three Hundred Crores Only) in one or more tranches, for the purpose of the Company’s business, such sum or sums of money, as they in their absolute discretion think fit, notwithstanding that the monies so borrowed together with the monies already borrowed by the Company and remaining outstanding shall be in excess of the aggregate of the paid-up share capital and free reserves, but within over all borrowing limit of Rs.700 Crores (Rupees Seven Hundred Crores Only) over and above the paid up share capital and free reserves for the time being of the Company as approved by the shareholders through Postal Ballot Notice dated 12th April 2018 and its results dated 30th May 2018.”

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SI. No	Name of the Related Party	Transactions	Value of Transaction	Period
1.	CMK Projects Private Limited	To borrow money in one or more tranches for interest (at the prevailing bank rates/effective yield on government securities) for the purpose of the Company's business	An amount not exceeding Rs.300 Crores (Rupees Three Hundred Crores Only).	wef 25.09.2024 to upto the date of next AGM.
2.	V.Sathyamoorthy & Co			
3.	Renaatus Projects Private Limited			
4.	Trineva Infra Projects Private Limited			
5.	Mr.S.Nagarajan			
6.	Mr.C.K.Venkatachalam			
7.	Mr.C.K.Balasubramaniam			
8.	Mr.S.Anandavadivel			
9.	Mr.Aravindan			
10.	Mr.K.V. Prakash			

RESOLVED FURTHER THAT to give effect to the resolution the Board of Directors /Committee /Company Secretary/any Officer(s) 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."

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

S.NAGARAJAN
CHAIRMAN
DIN:0703607

Place: Chennai
Date: 30th August 2024

NOTES:

- The Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 14/2020 dated 8th April, 2020; 17/2020 dated 13th April, 2020; 20/2020 dated 5th May, 2020; 02/2021 dated 13th January, 2021; 03/2022 dated 05th May, 2022, 10/2022 dated 28th December, 2022, 9/2023 dated 25th September 2023 and any amendment/ modification thereof issued by MCA and read with the Securities and Exchange Board of India ("SEBI") Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 dated 12th May, 2020, Circular no. SEBI/HO/CFD/CMD2/CIR/P/2021/11 dated 15th January, 2021, Circular No. SEBI/ HO/CFD/CMD2/ CIR/P/2022/62 dated 13th May, 2022 and Circular No. SEBI/HO/CFD/PoD-2/P/ CIR/2023/4 dated 05th January, 2023 (hereinafter referred to as "Circulars"), and in compliance with the provisions of the Companies Act, 2013 ("Act") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement) Regulation, 2015 ("Listing Regulations") permitted the holding of the AGM through Video Conferencing (VC) or Other Audio Visual Means (OAVM), without the physical presence of the members at a common venue. Hence, members can attend and participate in the ensuing AGM through VC/OAVM.
- 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 2024 to 25th September 2024 (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. Anandavadivel Sathiyamoorthy , Joint Managing Director was appointed by the Board of Directors of the Company on rotational basis at its meeting held on 4th April, 2024 and appointed as Joint Managing Director of the Company by the member in the Extraordinary General Meeting held on 2nd May 2024 for a period of three years with effect from 22nd July 2024 to 21st July 2027. On the recommendation of the Nomination and Remuneration Committee in its meeting held on 30th August, 2024 and the approval of the Board of Directors in its meeting held on 30th August, 2024 Mr. Anandavadivel Sathiyamoorthy (DIN: 07783796) Joint 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 Joint Managing Director till 21st July 2027 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 ordinary 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

[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. Anandavadivel Sathiyamoorthy
Director Identification Number (DIN)	07783796
Date of Appointment on the Board	Additional Director w.e.f 10th June 2022 Joint Managing Director w.e.f 22nd July 2022 and Reappointed as Joint Managing Director w.e.f 21st July 2024
Date of Birth	10-06-1977
Qualification & expertise	Higher Secondary Course from Department of Government Examination, Board of Higher Secondary, Tamil Nadu. Mr. S. Anandavadivel is a successful leading entrepreneur, having 18+ years of experience in various infrastructure, industrial and road projects. Mr.S.Anandavadivel is a correspondent in Builders Engineering College, Kangeyam, Tirupur District, Tamil Nadu.
Shareholding (as on 31.03.2024)	3423851
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
	U72200TZ2010PTC016441	SAVIDHAANU PROJECTS PRIVATE LIMITED	Director
	U65999TZ2017PTC028961	MAHARISHI GRAMIN MICRO FINANCE PRIVATE LIMITED	Director
	U45100TN2010PTC076336	AURA POWER PRIVATE LIMITED	Director
	ABB-5742 AAY-6786 AAP-9841 AAH-8407	SAVIDHAANU POWER PROJECTS LLP TRINEVA PROPERTIES LLP SYNOVA INNOVATIONS LLP SEVVIN INFRA LLP	Designated Partner Designated Partner Designated Partner Partner
Membership of the Committees of the Board in listed companies	Nil		
Relationship with other directors	Nil		

Except Mr.S.Anandavadivel, Joint Managing Director and his relative Mr.S.Aravindan, promoter, M/s. Trineva Properties LLP, 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 continue existing 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 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 a Special Resolution.

The Company believes in the philosophy to remunerate adequately the NEDs including Independent Directors for giving their valuable 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 existing remuneration to the NEDs including Independent Directors, for a period of one year commencing from the second quarter (wef 01.07.2024) of financial year 2024 - 25. 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.

W.S. INDUSTRIES (INDIA) LIMITED

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	Rs.1,50,000/- per quarter subject to the applicable TDS	Rs.1,50,000/- per quarter subject to the applicable TDS	Rs.1,50,000/- per quarter subject to the applicable TDS	Rs.60,000/- per quarter subject to the applicable TDS	Rs. 1,50,000/- per quarter subject to the applicable TDS
Sitting fee for attending the Board and Committee Meetings	Rs.25,000/- per meeting subject to the applicable TDS	Rs.25,000/- per meeting subject to the applicable TDS	Rs.25,000/- per meeting subject to the applicable TDS	Rs.25,000/- per meeting subject to the applicable TDS	Rs.25,000/- per meeting subject to the applicable TDS
Effective date for the above payments (both)	Wef 01.07.2024	Wef 01.07.2024	Wef 01.07.2024	Wef 01.07.2024	Wef 01.07.2024

The Board recommends the special 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, 2024, has evaluated the performance of the Executive Directors and in accordance with Company's performance and Industry norms, recommended to continue the existing gross remuneration payable to all the Executive Directors of 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	Rs.5,00,000/- per month subject to the applicable TDS	Rs.5,00,000/- per month subject to the applicable TDS	Rs.5,00,000/- per month subject to the applicable TDS	Rs.5,00,000/- per month subject to the applicable TDS	Rs.5,00,000/- per month subject to the applicable TDS
Sitting fee for attending the Board and Committee Meetings	Rs.25,000/- per meeting subject to the applicable TDS	Rs.25,000/- per meeting subject to the applicable TDS	Rs.25,000/- per meeting subject to the applicable TDS	Rs.25,000/- per meeting subject to the applicable TDS	Rs.25,000/- per meeting subject to the applicable TDS
Effective date for the above payments (both)	Wef 01.07.2024	Wef 01.07.2024	Wef 01.07.2024	Wef 01.07.2024	Wef 01.07.2024

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 set out in item No.4 for the approval of members.

Item No. 5

Ms. Suguna Raghavan (DIN: 06601230) was re-appointed on the Board of Directors of the Company as Non-Executive Independent Director for a period of 5 years with effect from 14.02.2022. The members are further informed that Ms. Suguna Raghavan would be attaining the age of 75 years on 4th June, 2025. Accordingly, in terms of Regulation



17 (1A) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval from the Members of the Company, by way of a Special Resolution is required for continuation of Ms. Suguna Raghavan as a Non-Executive Independent Director upon attaining the age of 75 years, at the ensuing Annual General Meeting. The member may further note that the prior approval for reappointment was also given by the shareholders in the 58th Annual General Meeting of the Company held on 30.09.2021. However, as Ms. Suguna Raghavan will be attaining age of 75 years in the following calendar year, it is proposed to specifically approve continuation of Ms. Suguna Raghavan as Independent Director upon attaining the age of 75 years.

Brief profile and other details, in compliance with the Regulation 36 (3) of SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015, as amended and secretarial standard issued by Institute of Company Secretaries of India, are as under:

Name of Director	Ms. Suguna Raghavan (DIN: 06601230)
Date of First Appointment	30.01.2019
Date of Re-appointment	w.e.f 14.02.2022-13.02.2027 for a second term of five consecutive years.
Experience (including expertise in specific functional area)/ Brief Resume	Mrs.Suguna Raghavan is a Bachelor of Science Graduate. She has worked in the central Government in the department of statistics with experience of 32 years. She is now advising and consulting in the corporate sector.
Justification for Continuation	The Board is of opinion that the continued Valuable contribution of Ms. Suguna Raghavan could be of great use for our company. She possesses required expertise as a Non-Executive Independent Director, her opinions and suggestions in the past have proven to be beneficial to the company.
Age	74
Terms and Conditions of appointment/re-appointment	As detailed in Item No. 5 to this Notice
Shareholding in the Company as on 31st March, 2024	She does not hold any shares in the Company
Names of listed entities in which they also holds the directorship and the membership of Committees of the board along with listed entities from which they has resigned in the past three years	As on 31st March, 2024, Ms. Suguna Raghavan holds Directorship in following Listed Companies: - TWENTYFIRST CENTURY MANAGEMENT SERVICES LIMITED - W.S. INDUSTRIES (INDIA) LIMITED - PACE AUTOMATION LIMITED Details of Committee is depicted below: Audit Committee - W.S. INDUSTRIES (INDIA) LIMITED - TWENTYFIRST CENTURY MANAGEMENT SERVICES LTD. Nomination & Remuneration Committee - W.S. INDUSTRIES (INDIA) LIMITED - TWENTYFIRST CENTURY MANAGEMENT SERVICES LTD. Stakeholders Relationship Committee - W.S. INDUSTRIES (INDIA) LIMITED - TWENTYFIRST CENTURY MANAGEMENT SERVICES LTD.
Directorships other than listed Company as on 31st March, 2024	MARUTI INDUSTRIAL CARBOHYDRADES LIMITED

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The Board recommends the Special Resolution as set out at Item No. 5 of the Notice for approval by the members.

Except Ms. Suguna Raghavan (DIN: 06601230), 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.

As members are aware that this related party transaction were already approved by the members in 60th AGM held on 25.09.2023. It is a requirement for a yearly approval by the member and further to that the Board at its meeting held on 30th August, 2024 in order to comply with SEBI (LODR) Regulations 2015 and also section 188 of the Companies Act 2013, has continued to approve 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 special resolution for your approval.

SI #	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 month 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. 3. GST as applicable. 4. Advance Nil.



SI #	Particulars to be provided	Details provided																																																												
		<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" data-bbox="608 459 1461 972"> <thead> <tr> <th data-bbox="608 459 687 541">Year</th> <th data-bbox="687 459 847 541">From</th> <th data-bbox="847 459 1007 541">To</th> <th data-bbox="1007 459 1166 541">Base Rent per sq ft</th> <th data-bbox="1166 459 1286 541">Area sq ft</th> <th data-bbox="1286 459 1461 541">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																																																									
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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 2023-2024 is INR 32638.05 lacs. % value of the proposed transaction in yearly basis is 0.17% on consolidated turnover.																																																												
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	<p>Regulatory requirement on yearly basis for the approval of members and the justification already submitted in both AGM held on 25.09.2023 is reproduced below:</p> <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. 																																																												

W.S. INDUSTRIES (INDIA) LIMITED

SI #	Particulars to be provided	Details provided
		<p>3. There is no requirement to pay any rental advance and hence it is advantageous to the Company.</p> <p>4. 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.</p>
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 set out in item No.6 for the approval of members.

Except Mr.S. Anandavadivel, Joint Managing Director, his relative Mr.S. Aravindan, Promoter & M/s. Trineva Infra Projects Private Limited, 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, 2024, 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.

SI #	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 25.09.2024 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 2023-2024 is INR 32638.05 lacs. % value of the proposed transaction is 612.78%% on consolidated Turnover.
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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SI #	Particulars to be provided	Details provided
g	Justification as to why the RPT is in the interest of the listed entity	The company has not been taking up any new projects in the past 8 years before 10 th June 2022. With the change of management with effect from 10 th June 2022, the company has the required financial strength 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 the said related parties. The present pending order book of the company is Rs.252.61 Cr (as on 31.07.2024) and is now working on to get new orders and building up the order book with the utilities, government and the private sector.
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 information 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 set out in item No. 7 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, his relative Mr.C.K. Balasubramaniam, Promoter and other relatives and M/s. Trineva Infra Projects Pvt Ltd, 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, 2024, 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 special resolution for your approval.

SI #	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 25.09.2024 to up to the date of next AGM

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SI #	Particulars to be provided	Details provided
d	Value of the proposed transaction	<ol style="list-style-type: none"> 1. Purchase of Goods and Services - INR 500 Crores (Rupees Five Hundred Crores) 2. Reimbursement of Expenses – INR 150 Crores (Rupees One Hundred Fifty Crores) 3. All other arrangements related to Infrastructure/Construction Projects and Other Projects of the Company now and in future – INR 50 Crores (Rupees Fifty Crores) <p>Total = INR 700 Crores (Rupees Seven Hundred Crores)</p>
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 2023-2024 is INR 32638.05 lacs. % value of the proposed transaction is 214.47% on consolidated turnover
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 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, reimbursements 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 said related parties.
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



SI #	Particulars to be provided	Details provided
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

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		-	-
Renaatus Procon Private Limited	Relative of Mr.C.K.Venkatachalam and Mr.C.K Balasubramaniam is Director of the company.		-	-
Savidhaanu Centering Works.	-	-	Relative of Mr.S.Anandavadivel and Mr.S.Aravindan are partners of the Partnership firm.	
Aura Power Private Limited	-	-	Director	Director

*Mr. S Aravindan, Promoter is a relative of Mr.S Anandavadivel, Joint Managing Director.

W.S. INDUSTRIES (INDIA) LIMITED

The Board recommends the Special Resolution set out in item No. 8 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, his relative Mr.C.K.Balasubramaniam, Promoter and other relatives and M/s. Trineva Infra Projects Pvt Ltd ,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. 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, 2024, 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 Special resolution for your approval.

SI #	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 25.09.2024 to up to the date of next AGM
d	Value of the proposed transaction	INR 3.00 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 2023-2024 is INR 32638.05 lacs. % value of the proposed transaction is 0.92% on consolidated turnover.
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



SI #	Particulars to be provided	Details provided
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 continuously 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.
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 set out in Item No.9 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. 10

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.

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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, 2024, 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 Special resolution for your approval.

SI #	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 25.09.2024 to upto 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 2023-2024 is INR 32638.05 lacs. % value of the proposed transaction is 1.53% on consolidated turnover.
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 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, reimbursements 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 said related parties.
h	Valuation or other external party report, if any such report has been relied upon	Not applicable



SI #	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 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 set out in item No. 10 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. 11

As per section 186 and 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, 2024, in order to comply with SEBI (LODR) Regulations 2015 and also section 186 and 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 186 and 188 of the Companies Act, 2013 requires special resolution and therefore your board recommends the resolution for your approval.

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Sl. No	Particulars to be provided	Details Provided
1	Details to Audit Committee	
a.	Type, material terms and particulars of the proposed transaction	The Company proposes to execute sub-contracting/ back-to-back orders from the said related parties which may require the following transactions: (i) to give any loan for interest (at the prevailing bank rates/effective yield on government securities). (ii) to give any guarantee or provide any security in connection with the said related parties, (iii) acquire by way of subscription, purchase or otherwise, the securities. as mutually agreed, upon with the said related parties as per the terms and conditions to be entered into with them through definitive documents/ agreements.
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 25.09.2024 to upto the date of next AGM
d.	Value of the proposed transaction	An amount not exceeding a sum of Rs.300 crore (Rupees Three Hundred crores only).
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 2023-2024 is INR 32638.05 lacs. % value of the proposed transaction is 91.92% on consolidated turnover.
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	Yes
g.	Justification as to why the RPT is in the interest of the listed entity	The Company has not been taking up any new projects in the past 8 years before 10th June 2022. With the change of management with effect from 10 th June 2022, the Company has the required financial strength 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 the said related parties. The present pending order book of the Company is Rs.252.61 Cr (as on 31.07.2024) and is now working on to get new orders and building up the order book with the utilities, Government and the private sector.



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	-
	Any other information that may be relevant	Not applicable
2.	Details to Shareholders	
a.	Information as above to the Audit Committee	
b.	Justification for why the proposed transaction is in the interest of the listed entity	Refer SI no.1 (a) to (j)
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;	Refer (g) as above
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	Not applicable
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.CK 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		-	-

Except Mr.C.K.Venkatachalam, Managing Director Mr.S.Anandavadivel, Joint Managing Director, Mr.S.Aravindan, Mr.C.K.Balasubramaniam and Trineva Infra Projects Pvt. Ltd, Promoters, 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. 12

As per section 180(1)(c) and 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 4th April, 2024, in order to comply with SEBI (LODR) Regulations 2015 and also section 180(1)(c) and 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 180(1)(c) and 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	To borrow money in one or more tranches for interest (at the prevailing bank rates/effective yield on government securities) for the purpose of the Company's business.
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 25.09.2024 to upto the date of next AGM
d.	Value of the proposed transaction	An amount not exceeding a sum of Rs.300 crore (Rupees Three Hundred crores only).
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 2023-2024 is INR 32638.05 lacs. % value of the proposed transaction is 91.92% on consolidated turnover.
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	The Company has not been taking up any new projects in the past 8 years before 10th June 2022. With the change of management with effect from 10 th June 2022, the Company has the required financial strength 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 the said related parties. The present pending order book of the Company is Rs.252.61 Cr (as on 31.07.2024) and is now working on to get new orders and building up the order book with the utilities, Government and the private sector.



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

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.CK 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		-	-

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Name of the related party	Relationship with the company
5. Mr.S.Nagarajan	Promoter and Chairman of the Company
6. Mr.C.K.Venkatachalam	Promoter and Managing Director of the Company
7. Mr.C.K.Balasubramaniam	Promoter of the Company
8. Mr.S.Anandavadivel	Promoter and Joint Managing Director of the Company
9. Mr.Aravindan	Promoter of the Company
10. Mr.K.V. Prakash	Promoter and Whole Time Director of the Company

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.

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

S.NAGARAJAN
CHAIRMAN
DIN:07036078

Place: Chennai
Date: 30th August 2024



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 Sunday, 22nd September, 2024 at 9:00 A.M. and ends on Tuesday, 24th September, 2024 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 2024, 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 2024.

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:

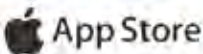
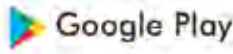


Step 1: Access to NSDL e-Voting system

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.	<ol style="list-style-type: none"> 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. 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 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.

Type of shareholders	Login Method
	<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; gap: 20px;">   </div> <div style="display: flex; justify-content: center; gap: 40px; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 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 user your existing my easi username & password. 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. 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. 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>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.com or call at 022 - 4886 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. 1800-21-09911

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'.

- (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.com 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.com. 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 or send a request to Ms. Prajakta Pawle – Assistant Manager at evoting@nsdl.com



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@wsgroup.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@wsgroup.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.com 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 EGM/AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/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 EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/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 EGM/AGM shall be the same person mentioned for Remote e-voting.

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

1. Member will be provided with a facility to attend the EGM/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 least 7 (seven) days prior to the meeting i.e. on or before 18th September 2024 mentioning their name demat account number/folio number, email id, mobile number at sectl@wsgroup.in. The same will be replied by the company suitably at the AGM.