



14th September 2019

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

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

Sub: Proceedings of 56th Annual General Meeting held on 14th September, 2019 –reg.

Dear Sir,

We are submitting herewith the proceedings of 56th Annual General Meeting of the Company held on Saturday, 14th September, 2019 at 11.00 am at Mini Hall, Bharatiya Vidya Bhavan, 18,20& 22, East Mada Street, Mylapore, Chennai – 600004.

This is for your information and take the same on record

Thanking you,

Yours faithfully,

for W.S.INDUSTRIES (INDIA) LIMITED,

B.SWAMINATHAN
COMPANY SECRETARY



W.S. Industries (India) Ltd.

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W.S. INDUSTRIES (INDIA) LIMITED
CHENNAI
CIN:L29142TN1961PLC004568

PROCEEDINGS OF THE 56th ANNUAL GENERAL MEETING OF W.S. INDUSTRIES (INDIA) LIMITED HELD ON SATURDAY, 14th SEPTEMBER, 2019 AT 11.00 A.M. AT MINI HALL, BHARATIYA VIDYA BHAVAN, 18, 20 AND 22, EAST MADA STREET, MYLAPORE, CHENNAI – 600 004.

DIRECTORS PRESENT ON DIAS

1. Mr.J.Sridharan – Independent Director- Chairperson
2. Mr.R.Karthik – Independent Director

Others present:

B.Swaminathan - Chief Financial officer and Company Secretary

Mr. S.Balakrishnan, Partner M/s.S B S B and Associates, Chartered Accountants

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

MEMBERS PRESENT IN PERSON

Promoter Group	-	9
Public	-	136
Total	-	145

MEMBERS PRESENT THROUGH PROXIES- Nil

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

The Chairman, welcomed the members at the 56th Annual General Meeting of the Company and introduced all the directors present on the dias and also informed that the Chairman of the Audit Committee Mr.R.Karthik was present at the meeting.

The Chairperson informed that Mrs. Suguna Raghavan Independent Director could not attend the meeting due to her personal reason.

The Chairperson then announced that as the required quorum being present, the meeting was in order. He also announced that the registers as per the statutory requirements were kept open for inspection by the members.

The Chairperson then announced that the notice convening the meeting having already been circulated is taken as read with the consent of the shareholders present.



The chairperson then informed that Board's Report and Auditor's report were taken as read with the consent of the shareholders present.

The Chairperson then said that the businesses transacted as set out in the Notice of the AGM for the consideration are as follows:

ORDINARY BUSINESS

1. Adoption of Audited Balance sheet as at 31st March 2019 and Statement of Profit and Loss for the year ended on that date together with the Board's Report and Auditor's Report.

"RESOLVED THAT the audited Balance Sheet as at 31st March 2019, the Statement of Profit and Loss for the year ended 31st March, 2019 together with the Board's Report and Auditor's Report be and are hereby adopted."

SPECIAL BUSINESS

2. Approval for Incorporation of one or more Subsidiary(ies) (as wholly owned subsidiaries) of the Company and Investments by the company.

"RESOLVED THAT pursuant to the provisions of Section 186 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification or reenactment thereof) read with the Companies (Management and Administration) Rules, 2014 and other applicable rules thereunder (collectively, the "Act"), and in accordance with the relevant provisions of the Memorandum and Articles of Association of the Company, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 including the Listing Agreement entered into by the Company with BSE Limited and the National Stock Exchange of India Limited and subject to requisite statutory/regulatory approvals, if any, as may be required, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any Committee which the Board may have constituted or may hereinafter constitute to exercise its powers including the powers conferred by this Resolution to (i) acquire by way of subscription, purchase or otherwise the securities of any body corporate (whether existing or to be formed) (including any subsidiary company(ies)), joint venture(s) etc. in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of Rs. 25,00,000/- (Rupees Twenty Five Lakhs Only) notwithstanding that the aggregate of loans and investments so far made, the amounts for which guarantee or security so far provided, along with the investments proposed to be made by the Board may exceed 60% of its paid-up share capital, free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is more;

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

RESOLVED FURTHER THAT any director of the company and Mr. B. Swaminathan, Chief Financial Officer and Company Secretary of the company, be and are hereby severally



authorised to take all such acts, sign all such documents and comply with all formalities and procedures required to be complied with in this regard, including filing of the necessary e-forms with the Registrar of Companies.”

The Chairman then invited queries from Members on the Annual Report and Notice of the AGM. These were then clarified.

The Chairman, then informed the member that as required under section 108 of the Companies Act, 2013 , read with Rle 20 of the Companies (Management and Administration) Rules, 2014 as amended from time to time, with effect from 1st July 2015, the Company extended e-voting facility through National Securities Depository Limited to members of the Company (who were holding shares as on cut of date 7th Septeamber, 2019) in respect of the business to be transacted at the Annual General meeting. The e-voting period commenced at 9.00 a.m. on 11th September, 2019 and ended at 5.00 pm on 13th September, 2019.

Ms.Lakshmmi Subramanian, Practicing Company Secretaries, Chennai was appointed as scrutinizer to e-voting process.

Further the Chairman requested the members who have not voted electronically to cast their votes physically on the ballot paper circulated and deposit the same in the ballot box available at the venue.

The Chairman announced that the e-voting results along with the consolidated Scrutinizer’s Report shall be informed to the Stock Exchanges and also be placed on the website of the Company.

The Scrutinizer took the custody of the remote e-voting and ballot-voting at the venue of the meeting. The Scrutinizer submitted their Report post verification of the votes. As per the report submitted by the Scrutinizer considering the results of the remote-e-voting and ballot-voting at the venue, all the resolutions embodied in the Notice of the Annual General Meeting dated 5th August, 2019 were passed with requisite majority.

The meeting concluded at 12.15 pm after the Members present at the meeting cast their votes by thanking the members for their participation.

Place: Chennai

Date: 14th September 2019

sd/-
Chairman



A handwritten signature in black ink, appearing to be "S. Lakshmmi", written over a faint grid background.