



21st February 2014

M/s.National Stock Exchange of India Ltd.
Regd. Office: ' Exchange plaza"
Bandra – Kurla Complex
Bandra (East)
Mumbai – 400 051.

Symbol: WSI

Dear Sir,

We enclose herewith a certified copy of the Proceedings of the Annual General Meeting of our Company held on 11th February 2014.

Thanking you,

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


RAJA GANAPATHI
COMPANY SECRETARY



W.S. Industries (India) Ltd.

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Dept E-mail : sectl@wsinsulators.com

Mr. G. Ravi Kumar seconded the resolution.

The resolution was then put to vote by the Chairman by show of hands and declared to have been passed unanimously.

7. Mr. M. Ganesan moved the following resolution:

As a Special Resolution

"RESOLVED THAT in supersession of the resolution passed by the Shareholders of the Company at the Annual General Meeting of the Company held on 29th September, 2010, pursuant to Section 180 (1) (a) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 / Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company for mortgaging and/or charging in such form and manner and on such terms and at such time(s) as the Board of Directors may deem fit, the movable and / or immovable assets and properties of the Company, wherever situate, present and future, whether presently belonging to the Company or not, in favour of any person including, but not limited to, financial / investment institution(s), bank(s), insurance company(ies), mutual fund(s), corporate body(ies), trustee(s) to secure the loans, borrowings, debentures, hire purchase and / or working capital facilities and other credit facilities up to a sum not exceeding Rs.700,00,00,000/- (Rupees Seven Hundred Crores only).

RESOLVED FURTHER THAT the Board of Directors or such Committee or person/(s) as may be authorized by the Board be and is hereby authorized to finalise the form, extent and manner of, and the documents and deeds, as may be applicable, for creating the appropriate mortgages and/or charges on such of the immovable and / or movable properties of the Company on such terms and conditions and at such time(s) / tranche(s) as may be decided by the Board of Directors in consultation with the lenders and for reserving the aforesaid right and for performing all such acts and things as may be necessary for giving effect to this resolution."

Mr.T. Chandrasekharan seconded the resolution.

The resolution was then put to vote by the Chairman by show of hands and declared to have been passed unanimously.

There being no other business, the Chairman thanked the Members and declared the meeting as closed.

CERTIFIED TRUE COPY

For W.S. INDUSTRIES (INDIA) LIMITED

COMPANY SECRETARY

RESOLVED FURTHER THAT in the year in which adequate profits are available, the Board of Directors/Remuneration Committee constituted by the Board be and are hereby authorized to vary the terms of remuneration and perquisites with liberty to revise the remuneration payable to Mr. S.Suresh if it in its absolute discretion thinks fit in accordance with the provisions of Section 198 read with Section 309 and Schedule XIII i.e. within the overall ceiling of 5% or 10% of the net profits of the Company calculated in the manner specified in the Companies Act without further reference to or approval from the shareholders of the Company.

RESOLVED FURTHER THAT the Board of Directors /Remuneration Committee constituted by the Board be and are hereby authorized to revise the remuneration payable to Mr. S. Suresh, if it in its absolute discretion thinks fit, in accordance with the provisions of the new Companies Act 2013 as and when it is made applicable and comes into effect without further reference to or approval from the shareholders of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its power herein conferred to any Committee of Directors or Director(s).

RESOLVED FURTHER THAT the information provided above shall be treated as an Abstract under Section 302 of the Companies Act, 1956."

Mr. T. Chandrasekharan seconded the resolution.

The resolution was then put to vote by the Chairman by show of hands and declared to have been passed unanimously.

6. Mr.Murali Venkatraman moved the following resolution:

As a Special Resolution

"RESOLVED THAT in supersession of the resolution passed by the Shareholders of the Company at the Annual General Meeting of the Company held on 29th September 2010, pursuant to Section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 / Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, 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 not exceeding Rs.400,00,00,000/- (Rupees Four Hundred Crores only) over and above the paid up share capital and free reserves for the time being of the Company."



Thereafter, Mr.K. Raman handed over the Chair back to Chairman.

The Chairman conducted further proceedings of the meeting.

4. Mr. M. Ganesan moved the following resolution:

As an Ordinary Resolution

"RESOLVED THAT M/s. S.Viswanathan, Chartered Accountants, Chennai, the retiring Auditors of the Company be and are hereby re-appointed as Auditors of the Company to hold office from the conclusion of this Meeting till the conclusion of the next Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors."

Mr.Murali Venkatraman seconded the resolution.

The resolution was then put to vote by the Chairman by show of hands and declared to have been passed unanimously.

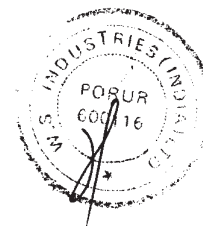
The Chairman informed the Members that the next item is the appointment of Mr.S. Suresh as a Whole time Director of the Company and introduced Mr.S. Suresh to the members.

Chairman also informed that Mr.S. Suresh was co-opted to the board as an Additional Director and Whole time Director with effect from 10th May 2013. In terms of Section 257 of the Companies Act, 1956, a notice proposing his candidature to the office of the Director was received from a Member.

5. Mr. Narayan Sethuramon moved the following resolution:

As a Special Resolution

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and 311 and all other applicable provisions, if any, of the Companies Act, 1956 or any re-enactment thereof and subject to the approval of the Financial Institutions and other Statutory authorities if any as may be required, consent of the Company be and is hereby accorded to the Board for the appointment of Mr. S. Suresh as a Whole time Director of the Company, designated as Director (Operations), for a period of three years with effect from 10th May 2013 on rotational basis and other terms and conditions as set out in the Explanatory Statement annexed hereto as approved by the Remuneration Committee and the Board Meeting held on 10th May 2013.



1. Chairman moved the following resolution:

As an Ordinary Resolution

"RESOLVED THAT the Directors' Report to the Members and the audited Balance Sheet and the Profit and Loss Account of the Company for the 18 months period ended 30th September, 2013 be and are hereby approved and adopted."

Chairman asked the Members whether they have any questions to ask or clarifications to seek on the Accounts and there was none.

Mr. T. Chandrasekharan seconded the resolution.

The resolution was then put to vote by the Chairman by show of hands and declared to have been passed unanimously.

2. Mr. Murali Venkatraman moved the following resolution:

As an Ordinary Resolution

"RESOLVED THAT Mr. K. Raman be and is hereby reappointed as a Director of the Company liable to retirement by rotation."

Mr. M. Ganesan seconded the resolution.

The resolution was then put to vote by the Chairman by show of hands and declared to have been passed unanimously.

The Chairman handed over the Chair to Mr. K. Raman as he was interested in the next subject of the Notice.

Mr. K. Raman took the Chair and conducted further proceedings of the meeting.

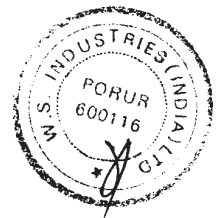
3. Mr. T. Chandrasekharan moved the following resolution :

As an Ordinary Resolution

"RESOLVED THAT Mr. V. Srinivasan be and is hereby reappointed as a Director of the Company liable to retirement by rotation."

Mr. G. Ravi Kumar seconded the resolution.

The resolution was then put to vote by the Chairman by show of hands and declared to have been passed unanimously.



PROCEEDINGS OF THE 50th ANNUAL GENERAL MEETING OF W.S.INDUSTRIES (INDIA) LIMITED HELD ON TUESDAY, THE 11TH FEBRUARY, 2014 AT 11.00 A.M. AT BHARATIYA VIDYA BHAVAN, NEW NO.18,20,22 (OLD NO.37-39), EAST MADA STREET, MYLAPORE, CHENNAI - 600 004.

Present :

1. Mr.V. Srinivasan - Chairman
2. Mr.Murali Venkatraman - Vice Chairman
3. Mr.Narayan Sethuramon - Managing Director and Chief Executive Officer
4. Mr.K.Raman - Chairman - Audit Committee
5. Mr.G.V.Viswanath
6. Mr.G.Balasubramanyan
7. Mr. N. Srinivasan
8. Mr. S. Suresh - Director (Operations)

Invitees Present :

Mr. Chella K. Srinivasan
Partner
M/s. S. Viswanathan
Chartered Accountants (Statutory Auditors)

No. of Members present :

By Attendance : 482
By Proxy : 22

Chairman welcomed the Members and since the quorum was present, called the meeting to order.

The Notice convening the Annual General Meeting having been circulated earlier, the Chairman obtained the Members' consent for treating the same as read.

Chairman then introduced Board Members present on the dais to the Members.

Chairman asked Mr.M. Raja Ganapathi, Chief Financial Officer and Company Secretary to read the Auditors' Report.

Chief Financial Officer and Company Secretary read the Auditors' Report.

Chairman then delivered his speech and proceeded to transact the business listed on the Agenda.

