

PROCEEDINGS OF THE 49th ANNUAL GENERAL MEETING OF W.S.INDUSTRIES (INDIA) LIMITED HELD ON MONDAY, THE 13TH AUGUST, 2012 AT 10.00 A.M. AT BHARATIYA VIDYA BHAVAN, NEW NO.18,20,22 (OLD NO.37-39), EAST MADA STREET, MYLAPORE, CHENNAI - 600 004.

Present :

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|--------------------------|---|
| 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.Julian C.Schroeder | |
| 7. Mr.G.Balasubramanyan | |
| 8. Mr. N. Srinivasan | |

Invitees Present :

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

No. of Members present :

By Attendance : 476
By Proxy : 33

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 introduced Mr.M. Raja Ganapathi, newly appointed Chief Financial Officer and Company Secretary to the Members and asked him 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.

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 year ended 31st March, 2012 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. 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.

2. Mr. K. Dwarakanath moved the following resolution :

As an Ordinary Resolution

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

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.

3. Mr.Murali Venkatraman moved the following resolution :

As an Ordinary Resolution

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

Mr. Narayan Sethuramon seconded the resolution.

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

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.S. Sridhar 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,


RAJA GANAPATHI
CHIEF FINANCIAL OFFICER AND
COMPANY SECRETARY