



W.S. INDUSTRIES (INDIA) LIMITED

54th
Annual Report
2016-2017

**BOARD OF DIRECTORS**

► Chairman	Mr. V.Srinivasan <i>(upto 25th July 2017)</i>
► Directors	Mr. R.Karthik Mr. J. Sridharan Mr. K.Rajasekar
► Company Secretary	Ms. Hema Pasupatheeswaran <i>(upto 31st August 2016)</i>
► Chief Financial Officer and Compliance Officer	Mr. B. Swaminathan
► Bankers	Punjab National Bank Indian Overseas Bank State Bank of India
► Auditors	M/s. S.Viswanathan LLP, <i>Chartered Accountants</i> 17, Bishop Wallers Avenue (West) CIT Colony, Mylapore, Chennai - 600 004.
► Registered Office	108, Mount Poonamallee Road, Porur, Chennai - 600 116. Phone : 91-44-6650 0811 Fax : 91-44-6650 0882

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W.S. INDUSTRIES (INDIA) LIMITED

W.S.INDUSTRIES (INDIA) LIMITED

CIN: L29142TN1961PLC004568

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

NOTICE

NOTICE is hereby given that the 54th Annual General Meeting (AGM) of the Company will be held on Tuesday, the 14th November 2017, at 4.35 P.M. at Asha Nivas Social Service Centre, 9, Rutland Gate, 5th Street, Chennai – 600 006, to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2017 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 the Statutory Auditors of the Company to hold office from the conclusion of this AGM until the conclusion of the 59th AGM and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 139,142 and other applicable provisions, if any, of the Companies Act 2013 and the rules made thereunder, as amended from time to time, pursuant to the proposal of the Audit Committee of the Board and recommendation of the Board M/s. S B S B and Associates, Chartered Accountants, Chennai, (Firm Registration No.012192S) be and is hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this 54th Annual General Meeting to the conclusion of the 59th Annual General Meeting (subject to ratification of the appointment by the members at every AGM held after this AGM) and on such remuneration plus applicable taxes, reimbursement of out-of-pocket expenses in connection with the audit as the Board of Directors may fix in this behalf.”

SPECIAL BUSINESS

3. Appointment of Mr.Jayaraman Sridharan as Director

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”), Mr. Jayaraman Sridharan (DIN 07720632), who was appointed as an Additional Director Non Executive Independent Director of the Company by the Board of Directors and whose term of office expires at this AGM and in respect of whom the Company has received a Notice from a Member along with the deposit of the requisite amount under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term of 5 (five) consecutive years commencing from 21st August 2017.”

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

Place: Chennai
Date: 3rd October 2017

R. KARTHIK
DIRECTOR



NOTES:

1. A Statement pursuant to Section 102(1) of the Companies Act 2013 in respect of the business under Item No.2 and 3 of above is annexed hereto.
2. A member entitled to attend and vote at the Meeting is entitled to appoint a proxy, or, where that is allowed, one or more proxies, to attend and vote instead of himself, and that a proxy need not be a member. Proxies, to be effective, must be received by the Company not less than 48 hours before the meeting.
3. Pursuant to provisions of Section 105 of the Companies Act, 2013, read with the applicable rules thereon, a person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights, may appoint a single person as proxy, who shall not act as a proxy for any other member.
4. Corporate members intending to send their authorized representatives to attend the meeting are requested to send to the Company a certified copy of the Board resolution authorizing their representative to attend and vote on their behalf at the meeting.
5. The Company reserves its right to take all steps as may be deemed necessary to restrict non-members from attending the meeting.
6. Members are requested to bring their copies of Annual Report to the Meeting. In order to enable us to register your attendance at the venue of the Annual General Meeting, members are requested to please bring their folio number/ demat account number/DP ID-Client ID to enable us to provide a duly filled attendance slip for your signature and participation at the meeting.
7. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
8. The Register of Members and Share Transfer Books of the Company will remain closed from 8th November 2017 to 14th November 2017 (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 email-address, are entitled to receive such communication in physical form upon request.
11. All documents referred to in the accompanying Notice and the Explanatory Statement 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.
12. Pursuant to Section 108 of the Companies Act, 2013 read with related Rules and Regulation 44, SEBI Listing Obligation and Disclosure requirements, 2015, the Company is pleased to provide the facility of remote e-voting to all members as per the applicable Regulations

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relating to e-voting. A separate e-voting instructions slip has been sent explaining the process of e-voting with necessary user id and password along with procedure for such e-voting. Such remote e-voting facility is in addition to voting that may take place at the meeting venue on November 14, 2017. The Company has appointed Ms.Lakshmmi Subramanian, Partner 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.

13. Shareholders are requested to note that no claim shall lie against the Company in respect of any amounts which were unclaimed and unpaid for a period of 7 years and transferred to Investor Education and Protection Fund of the Central Government. However, Shareholders may claim from IEPF Authority unclaimed dividend amount transferred to IEPF Suspense Account as per the applicable provisions of Companies Act, 2013 and rules made thereunder.
14. A sum of ₹ 3,39,133/- has been transferred to the Investor Education and Protection Fund in the year 2016-2017 towards unclaimed/unpaid dividend declared during 2009.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 2

Section 139 of the Companies Act 2013 lays down the criteria for appointment and mandatory rotation of statutory auditors. Pursuant to section 139 of the Act and rules made thereunder, it is mandatory to rotate the statutory auditors on completion of two terms of five consecutive years. Accordingly, the term of the existing Statutory Auditors, M/s.S.Viswanathan LLP, Chartered Accountants is coming to end.

The Audit Committee of the Company has proposed and the Board has recommended the appointment of M/s. S B S B and Associates, Chartered Accountants as statutory auditors of the Company. M/s. S B S B and Associates, Chartered Accountants will hold office for a period of five consecutive years from the conclusion of the 54th Annual General Meeting of the company till the conclusion of the 59th Annual General Meeting. The first year of audit will be of the financial statements for the year ending 31st March 2018, which will include the audit of the quarterly financial statements for the year.

None of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested in the proposed item no. 2.

Item No.3

Based on the recommendation of the Nomination and Remuneration Committee, Mr. Jayaraman Sridharan was appointed as an Additional Director Non-Executive Independent w.e.f. 21st August 2017 in accordance with the provisions of Section 161, 149 of the Companies Act, 2013 to hold office for a period of five consecutive years, not liable to retire by rotation, subject to consent by the Members of the Company at the ensuing Annual General Meeting.

Pursuant to Section 161 of the Companies Act, 2013 the above director holds office up to the date of the Annual General Meeting. In this regard the Company has received a notice pursuant to Section 160 of the Companies Act, 2013 together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mr.Jayaraman Sridharan as a Director of the Company. The Company has also received a declaration from Mr.Jayaraman Sridharan confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The disclosure required under Regulation 26(4) of Listing Regulations is given below:

Name of the Director	Mr. Jayaraman Sridharan
Date of birth	01/10/1954
Date of appointment	21/08/2017
Qualification & expertise	Mr. Jayaraman Sridharan is a graduate in commerce by qualification. He has had nearly thirty years of experience in the field of Banking, Financial Restructuring, Forex. His expertise and background will assist the Company in its restructuring process and implementation of the restructuring scheme so finalized.
Shareholding	Nil
Other Directorships	Nil
Membership of the Committees of the Board of other companies	Nil
Relationship with other Directors	Nil

Mr. Jayaraman Sridharan is not related to any other Director and Key Managerial Personnel of the Company.

None of the Directors, Key Managerial Personnel or their relatives are in any way concerned or interested in the said resolution.

The Board recommends above resolution to be passed as an ordinary resolution.

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

Place: Chennai
Date: 3rd October 2017

R. KARTHIK
DIRECTOR

Route map of the AGM Venue

Venue: Asha Nivas Social Service Centre, 9, Rutland Gate, 5th Street, Chennai – 600 006,



E-Voting procedures

E-Voting Instructions

- I. In compliance with provisions of Section 108 of the Companies Act, 2013 read with related Rules and Regulation 44, SEBI Listing Obligation and Disclosure requirements, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the 54th Annual General Meeting (AGM) by electronic means and the business may be transacted through eVoting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through polling paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 10th November 2017 (9:00 am) and ends on 13th November 2017 (5:00 pm). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 7th November 2017, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :
 - (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
 - (iii) Click on Shareholder – Login
 - (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
 - (vii) Select "EVEN" of "W.S.Industries (India) Limited".
 - (viii) Now you are ready for remote e-voting as Cast Vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.



- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
 - (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
 - (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to lakshmmi6@gmail.com with a copy marked to evoting@nsdl.co.in
- B. In case a Member receives physical copy of the Notice of 54th AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :
- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM:
EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN
 - (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote
- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote evoting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 7th November 2017.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 7th November 2017, may obtain the login ID and password by sending a request at evoting@nsdl.co.in or corpserv@integratedindia.in.
- However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com or contact NSDL at the following toll free no.: 1800-222-990.
- XI. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the 54th AGM
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote evoting as well as voting at the AGM through ballot paper.
- XIII. Ms.Lakshmmi Subramanian, Partner M/s.Lakshmmi Subramanian & Associates, Practising Company Secretaries has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.

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- XIV. The Chairman shall, at the 54th AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Poling Paper" for all those members who are present at the 54th AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the 54th AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Director or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XVI. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company on 16th November 2017 and on the website of NSDL immediately after the declaration of result by the Director or a person authorized by him in writing. The results shall also be immediately forwarded to the Stock Exchanges where the shares of the Company are listed.