

May 28, 2024

National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (E), Mumbai - 400 051

BSE Limited,  
Floor 25, P J Towers,  
Dalal Street,  
Mumbai - 400 001

NSE Symbol: **WABAG**BSE Scrip Code: **533269**

Dear Sir / Madam,

**Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2024**

Please find enclosed the Annual Secretarial Compliance Report issued by M/s. M. Damodaran & Associates LLP, Practicing Company Secretaries, Chennai for the financial year ended March 31, 2024 pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time read with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023.

Kindly take on record the same.

Thanking you,

For **VA TECH WABAG LIMITED**

**Anup Kumar Samal**  
Company Secretary & Compliance Officer  
Membership No: F4832



Encl.: As above

Sustainable solutions, for a better life



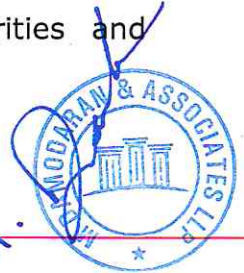
**M DAMODARAN & ASSOCIATES LLP**  
www.mdassociates.co.in

**SECRETARIAL COMPLIANCE REPORT OF VA TECH WABAG LIMITED  
FOR THE FINANCIAL YEAR ENDED 31.03.2024**

*(Pursuant to Regulation 24A of the Securities and Exchange Board of India  
(Listing Obligations and Disclosure Requirements) Regulations, 2015 read with  
SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11,  
2023)*

I M. Damodaran, Managing Partner of M/s. M Damodaran & Associates  
LLP, Practicing Company Secretaries, Chennai have examined:

- a) all the documents and records made available to me and explanation provided by **VA TECH WABAG LIMITED** ("the Company"),
- b) the filings/ submissions made by the Company to the stock exchanges,
- c) website of the Company,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification, for the Financial Year ended **March 31, 2024** ("Review Period") in respect of compliance with the provisions of:
  - i. The Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the regulations, circulars, guidelines issued there under; and
  - ii. The Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the regulations, circulars, guidelines issued there under by the Securities and Exchange Board of India ("SEBI");





The specific regulations prescribed under the SEBI Act whose provisions and the circulars/guidelines issued thereunder, (wherever applicable), have been examined, include:-

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI LODR');
- b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- e) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

and based on the above examination, I hereby report that, during the review period:

- a. The Company has complied with the provisions of the above regulations and circulars/ guidelines issued thereunder.





b. The Company has taken the following actions to comply with the observations made in previous reports:

Sr. No.	Observations/ Remarks of the Practicing Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2023 (the years are to be mentioned)	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
1.	Nil	The Company has complied regulation 6(1) of SEBI LODR with minor deviation.	As per regulation 6 (1) of SEBI LODR, a listed entity shall appoint a qualified company secretary as the compliance officer.	The Company has not appointed a qualified company secretary as the compliance officer during the period from 08.10.2022 to 06.12.2022.	The Company has appointed a qualified company secretary as the compliance officer w.e.f. 07.12.2022.	The Company has subsequently complied the requirement of regulation 6(1) of SEBI LODR.

c. The Company has suitably included the conditions as mentioned in paragraph 6.1 and 6.2 of Section V-D of Chapter V of SEBI Master Circular SEBI/HO/CFD/PoD2/CIR/P/2023/120 dated July 11, 2023 in terms of appointment of Statutory Auditor of the Company.



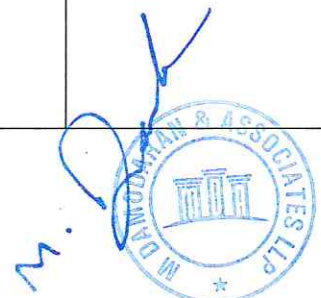


I hereby further report that, during the review period the compliance status of the Company with the following requirements:

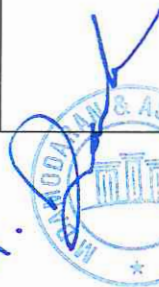
<b>Sr. No.</b>	<b>Particulars</b>	<b>Compliance Status (Yes/No/NA)</b>	<b>Observations /Remarks by PCS</b>
1.	<p><u>Secretarial Standards:</u></p> <p>The compliances of the Company are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI).</p>	Yes	Nil
2.	<p><u>Adoption and timely updation of the Policies:</u></p> <ul style="list-style-type: none"> <li>• All applicable policies under the SEBI Regulations are adopted with the approval of board of directors of the Company;</li> <li>• All the policies are in conformity with the SEBI Regulations and have been reviewed &amp; timely updated, as per the regulations/ circulars/ guidelines issued by the SEBI.</li> </ul>	Yes	Nil




3.	<p><u>Maintenance and disclosures on Website:</u></p> <ul style="list-style-type: none"> <li>• The Company is maintaining a functional website;</li> <li>• Timely dissemination of the documents/ information are made under a separate section on the website;</li> <li>• Web-links provided in annual corporate governance reports under Regulation 27(2) are accurate and specific which re-directs to the relevant document(s)/ section of the website;</li> </ul>	Yes	Nil
4.	<p><u>Disqualification of Director:</u></p> <p>None of the Director(s) of the Company are disqualified under Section 164 of Companies Act, 2013.</p>	Yes	Nil
5.	<p><u>Details related to Subsidiaries of the Company have been examined w.r.t.:</u></p> <p>(a) Identification of material subsidiary companies.</p> <p>(b) Disclosure requirement of material as well as other subsidiaries.</p>	Yes	Nil
6.	<p><u>Preservation of Documents:</u></p> <p>The Company is preserving and maintaining records as prescribed under the SEBI Regulations and disposal of records as per Policy of</p>	Yes	Nil



	Preservation of Documents and Archival policy prescribed under the SEBI LODR Regulations, 2015.		
7.	<p><u>Performance Evaluation:</u></p> <p>The Company has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed under the SEBI Regulations.</p>	Yes	Nil
8.	<p><u>Related Party Transactions:</u></p> <p>(a) The Company has obtained prior approval of the Audit Committee for all related party transactions;</p> <p>(b) In case no prior approval has been obtained, the Company has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit Committee.</p>	Yes  NA	Nil  Nil
9.	<p><u>Disclosure of events or information:</u></p> <p>The Company has provided all the required disclosure(s) under the Regulation 30 along with the Schedule III of the SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.</p>	Yes	Nil

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10.	<p><u>Prohibition of Insider Trading:</u></p> <p>The Company is in compliance with Regulation 3(5) &amp; 3(6) of the SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	Yes	Nil
11.	<p><u>Actions taken by the SEBI or the Stock Exchange(s), if any:</u></p> <p>No action(s) has been taken against the Company / its promoters / directors/ subsidiaries either by the SEBI or by the Stock Exchanges (including under the Standard Operating Procedures issued by the SEBI through various circulars) under the SEBI Regulations and circulars/ guidelines issued thereunder.</p>	NA	No action(s) has been taken against the Company / its promoters/ directors/ subsidiaries either by the SEBI or by the Stock Exchanges
12.	<p><u>No additional non-compliances observed:</u></p> <p>No additional non-compliance observed under any of the SEBI regulations / circulars / guidance notes etc.</p>	Yes	Nil

**Assumptions & Limitation of scope and Review:**

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the Company.







2. My responsibility is to report based upon my examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. I have not verified the correctness and appropriateness of financial Records and Books of Accounts of the Company.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI LODR and is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place: Chennai

Date: May 21, 2024

For **M DAMODARAN & ASSOCIATES LLP**



M. DAMODARAN

Managing Partner

Membership No.: 5837

COP. No.: 5081

FRN: L2019TN006000

PR 3847/2023

ICSI UDIN:F005837F000408261