

**WALCHANDNAGAR INDUSTRIES LIMITED**

Walchandnagar: 413 114, Dist Pune, Maharashtra, India

Tel: 02118- 307100 / 252 235 Fax: 02118- 252 358

Website: www.walchand.com Email: wil@walchand.com

Ref. No. : WIL:SEC:2022

Date : May 25, 2022

National Stock Exchange of India Ltd
Corporate Action Department
Exchange Plaza, 5th floor,
Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Scrip Code : WALCHANNAG

BSE Ltd.,
Corporate Relations Department
1st floor, New Trading Ring,
Rotunda Bldg P.J. Tower,
Mumbai 400 001
Scrip Code : 507410

Dear Sir's,

Subject : Annual Secretarial Compliance Report for the FY ended March 31, 2022.

Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015, and SEBI circular No.: CIR/CFD /CMD1/27/ 09 dated February 08, 2019; please find enclosed herewith the Annual Secretarial Compliance Report of the company issued by M/s. V. N. Deodhar & Co., Company Secretaries, for the financial year ended March 31, 2022.

Kindly take the same on record.

Thanking you,

Yours faithfully,

For Walchandnagar Industries Ltd.,

G. S. Agrawal
Vice President (Legal & taxation) & Company Secretary

Encl : As Above

V. N. DEODHAR & CO.

Company Secretaries

V.N.DEODHAR

B.Com (Hons), B.A.LL.B. (Gen.) F.C.S.

4/3, 'Radha', 1st Floor,
Shastri Hall, Grant Road (W),
Mumbai - 400 007.
Tel. : 2385 0364
Fax : 2386 1709
E-mail : vndeodhar@gmail.com

Secretarial compliance report of WALCHANDNAGAR INDUSTRIES LIMITED for the year ended 31st March, 2022

We have examined:

- (a) all the documents and records made available to us and explanations provided by Walchandnagar Industries Limited,
- (b) the filings/ submissions made by Walchandnagar Industries Limited to the stock exchanges,
- (c) website of Walchandnagar Industries Limited,
- (d) other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2022 in respect of compliances with the provisions of :

- (a) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 ("SCRA"), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India ("SEBI");

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include:-

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;



and based on the above examination, we hereby report that, during the Review Period:

- (a) Walchandnagar Industries Limited has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder,

As per Regulation 17(1)(c) of SEBI LODR the board of directors of the Company shall comprise of not less than six directors. However as on 31st March, 2022 the Board of the Company comprises of five directors (due to demise of Mr. G K Pillai, Director on 29th March, 2022) and steps will have to be taken to comply with this requirement.

- (b) Walchandnagar Industries Limited has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our examination of those records.

- (c) No actions were taken against Walchandnagar Industries Limited, the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges.

However, in the year 2015 the Adjudicating Officer of SEBI has passed an order imposing penalty of Rs.21.25 Lacs against all promoter entities of Bombay Cycle And Motor Agency Limited (BCMA) some of them are promoter entity of Walchandnagar Industries also, with reference to purchase of shares of BCMA by Walchand Kamdhenu Commercials Pvt. Ltd. This matter is currently pending in Supreme Court of India.

For **V. N. DEODHAR & CO.,**
COMPANY SECRETARIES



V. N. DEODHAR
PROP.
FCS NO. 1880
C.P. NO. 898

UDIN: F001880D000383294

Place: Mumbai

Date: 25th May, 2022