

30<sup>th</sup> May 2022

National Stock Exchange of India Limited  
Exchange Plaza, Plot No. C/1, G Block,  
Bandra Kurla Complex,  
Bandra (E),  
Mumbai – 400 051  
NSE Symbol: **WABAG**

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

BSE Scrip Code: **533269**

Dear Sir / Madam,

**SUB: ANNUAL SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2022.**

Pursuant to Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and SEBI Circular no. CIR/CFD/CMD1/27/2019 dated 8<sup>th</sup> February, 2019, please find enclosed the Annual Secretarial Compliance Report furnished by Mr. M Damodaran, M. Damodaran & Associates LLP, Practicing Company Secretaries for the financial year ended 31<sup>st</sup> March 2022.

Kindly take on record the same.

Thanking you,

For **VA TECH WABAG LIMITED**

R Swaminathan  
Company Secretary & Compliance Officer  
Membership No: A17696



Encl: as above

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

**SECRETARIAL COMPLIANCE REPORT OF VA TECH WABAG LIMITED  
FOR THE YEAR ENDED 31.03.2022**

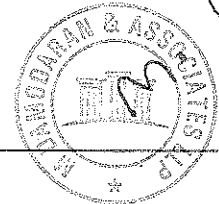
*(Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019)*

I, M. Damodaran, Managing Partner of 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 listed entity"),
- b) the filings/ submissions made by the listed entity to the stock exchanges,
- c) website of the listed entity,
- d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the Financial Year ended **31.03.2022** ("Review Period") in respect of compliance 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 as amended from time to time, 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 ('SEBI LODR');
- 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 - *Not Applicable to the Company during the Review Period.*
- e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014, Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 - *Not Applicable to the Company during the Review Period.*
- f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - *Not Applicable to the Company during the Review Period.*
- g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013, Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 - *Not Applicable to the Company during the Review Period.*
- h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;





- i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- j) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018.
- k) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 - *Not Applicable to the Company during the Review Period.*

and circulars/ guidelines issued thereunder;

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

- a) The listed entity has complied with the provisions of the above Regulations and Circulars/ guidelines issued thereunder from time to time to the extent applicable.
- b) The listed entity has suitably included the conditions as mentioned in Para 6(A) and Para 6 (B) of the SEBI Circular CIR/CFD/CMD1/114/2019, dated October 18, 2019 in terms of appointment of statutory auditor of the listed entity.
- c) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from my examination of those records.
- d) There was no action taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges - (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder.





e) The listed entity was not required to take any actions as there was no observations made by the Secretarial Auditor in previous reports.

Place: Chennai  
Date: 27.05.2022

M. DAMODARAN  
Managing Partner  
M Damodaran & Associates LLP  
Membership No.: 5837  
COP. No.: 5081  
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PR 1374/2021  
ICSI UDIN: F005837D000413521

