



## W.S. Industries (India) Limited

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13<sup>th</sup> May, 2023

M/s.BSE Ltd.  
Phiroze Jeejeebhoy Towers, 25<sup>th</sup> Floor  
Dalal Street, Mumbai – 400 001.  
**Scrip Code: 504220**

M/s.National Stock Exchange of India Ltd.  
Regd. Office : “Exchange Plaza”  
Bandra (East), Mumbai – 400 051.  
**Symbol : WSI**

Dear Sir/Madam,

**Sub: Annual Secretarial Compliance Report.**

This is with reference to SEBI Circular No.CIR/CFD/CMD1/27/2019 dated 08.02.2019 and pursuant to Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended, please find enclosed herewith Annual Secretarial Compliance Report of the Company for the financial year ended on 31<sup>st</sup> March 2023.

Kindly take on record the same.

Thanking you.

Yours faithfully  
for W.S. INDUSTRIES (INDIA) LIMITED

B.SWAMINATHAN  
COMPANY SECRETARY

Secretarial compliance report of M/S W.S. Industries (India) Limited for the year  
ended 31<sup>st</sup> March, 2023

We, Lakshmi Subramanian and Associates, have examined all the documents and records made available to us and explanation provided by M/s W.S. INDUSTRIES (INDIA) LIMITED ("the listed entity"),

- (i) the filings/ submissions made by the listed entity to the stock exchanges,
- (ii) website of the listed entity,
- (iii) annual returns filed with the Ministry of Corporate Affairs, which has been relied upon to make this certification,
- (iv) Any other documents, as may be relevant, which has been relied upon to make this certification

for the year ended 31<sup>st</sup> March, 2023 ("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, 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 (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (c) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (d) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- (e) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- (f) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (Not applicable during the review period)



(g) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; (Not applicable during the review period)

(h) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not applicable during the review period)

(i) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 (Not applicable during the review period)

(j) Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021 (Not applicable during the review period)

(k) Securities and Exchange Board of India (Investor Protection and Education Fund) Regulations, 2009

(l) Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices relating to Securities Market) Regulations, 2003

**Note: The Company has submitted the Compliance Certificate to Stock Exchange with regard to maintenance of Structured Digital Database pursuant to Regulations 3(5) and 3(6) of SEBI (Prohibition of Insider Trading) Regulations, 2015 for the quarters ended on 30<sup>th</sup> June 2022, 30<sup>th</sup> September 2022, 31<sup>st</sup> December 2022 and 31<sup>st</sup> March 2023.**

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

(a) The listed entity has maintained proper records under the provisions of the above Regulations and Circulars/guidelines issued thereunder insofar as it appears from our examination of those records.

(b) No actions have been taken against the listed entity, its directors either by SEBI or by Stock Exchange under the aforesaid acts/ Regulations/Circulars/Guidelines issued thereunder.

(c) The clauses 6(a) and 6(b) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019 with regard to the Resignation of Statutory Auditors is not applicable for the FY 2022-23.

**We hereby report that, during the Review Period the compliance status of the Listed Entity is appended as below:**

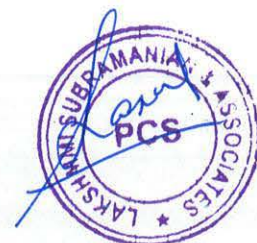
Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations/Remarks by PCS*
1.	<b><u>Secretarial Standard:</u></b> The compliances of listed entities are in accordance with the Auditing Standards	yes	Nil



	issued by ICSI, namely CSAS-1 to CSAS-3		
2.	<p><b><u>Adoption and timely updation of the Policies:</u></b></p> <ul style="list-style-type: none"> <li>• All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities</li> <li>• All the policies are in conformity with SEBI Regulations and has been reviewed &amp; timely updated as per the regulations/circulars/ guidelines issued by SEBI</li> </ul>	yes	Nil
3.	<p><b><u>Maintenance and disclosures on Website:</u></b></p> <ul style="list-style-type: none"> <li>• The Listed entity is maintaining a functional website</li> <li>• Timely dissemination of the documents/ information 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 redirects to the relevant document(s)/ section of the website</li> </ul>	yes	Nil
4.	<p><b><u>Disqualification of Director:</u></b></p> <p>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</p>	yes	Nil
5.	<p><b><u>To examine details related to Subsidiaries of listed entities:</u></b></p> <p>(a) Identification of material subsidiary companies (b) Requirements with respect to disclosure of material as well as other subsidiaries</p>	NA	Nil
6.	<p><b><u>Preservation of Documents:</u></b></p> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records</p>	yes	Nil



	as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015		
7.	<b><u>Performance Evaluation:</u></b>  The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year as prescribed in SEBI Regulations	yes	Nil
8.	<b><u>Related Party Transactions:</u></b>  (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (b) In case no prior approval obtained, the listed entity shall provide detailed reasons along with confirmation whether the transactions were subsequently approved/ratified/rejected by the Audit committee	yes	Nil
9.	<b><u>Disclosure of events or information:</u></b>  The listed entity has provided all the required disclosure(s) under Regulation 30 alongwith Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	yes	Nil
10.	<b><u>Prohibition of Insider Trading:</u></b>  The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	yes	Nil
11.	<b><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></b>  No Actions taken against the listed entity/ its promoters/ directors/ subsidiaries either by SEBI or by Stock Exchanges (including under the Standard Operating Procedures issued by SEBI through various circulars) under SEBI Regulations and circulars/ guidelines issued thereunder	NA	Nil
12.	<b><u>Additional Non-compliances, if any:</u></b>	NA	Nil



	No any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.		
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**The listed entity has complied with the provisions of the above Regulations and circulars / guidelines issued thereunder, except in respect of matters specified below:**

S N o	Compliance Requirement (Regulations / Circulars / guidelines including specific clause)	Regulation /Circular No	Deviations	Action taken by	Type of Action	Details of violation	Fine amount	Observations / Remarks of Practicing Company Secretaries	Management Response	Remarks
	NA	NA	NA	NA	NA	NA	NA	NA	NA	NA

**The listed entity has taken the following actions to comply with the observations made in previous reports:**

S N o	Compliance Requirement (Regulations/ Circulars/guidelines including specific clause)	Regulation/Circular No	Deviations	Action taken by	Type of Action	Details of violation	Fine amount	Observations / Remarks of Practicing Company Secretaries	Management Response	Remarks
1	SEBI LODR, 2015	Regulation 44(3), of SEBI LODR	Delay in submission of voting results as per	BS Ltd.	Fine levied for Rs. 11,800	Delay in submission of voting results as per	Total amount Rs. 11,800	The Company has paid the fine amount during	The Company has received a letter dated 06.11.2019 from BSE. The Company has replied vide letter dated 07.11.2019 requesting to	The matter has closed in FY 2022-2023.



			the provisions of Regulation 44(3) of SEBI (LODR), 2015 for the Postal Ballot dated 4th June 2019.			the provisions of Regulation 44(3) of SEBI (LODR), 2015 for the Postal Ballot dated 4th June 2019.		FY 2022-2023. (December 2022)	withdraw the fine. After that the Company has not received any further communication or invoice to pay the fine from BSE. Since the same was kept pending at BSE and later informed to the Company on 14.12.2022. The Company opted to pay the same so as to close the subject matter.
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FOR LAKSHMMI SUBRAMANIAN & ASSOCIATES

PRACTICING COMPANY SECRETARIES

Date: 05-05-2023

Place: Chennai



Lakshmi Subramanian

Senior Partner

FCS No: 3534

CP No: 1087

Peer Review No:1670/2022

UDIN: F003534E000254972