



28th May, 2019

M/s.Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers, 25th 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,

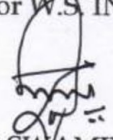
Sub: Annual Secretarial Compliance Report.

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, please find enclosed herewith Annual Secretarial Compliance Report of the Company and its material unlisted subsidiary for the financial year ended on 31st March 2019.

Kindly take on record the same.

Thanking you.

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


B.SWAMINATHAN
COMPANY SECRETARY



W.S. Industries (India) Ltd.

108, Mount Poonamallee Road, Porur, Chennai - 600 116. India

Tel : (91) - 44 - 66500811

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Dept E-mail : accounts@wsinsulators.com

Website : www.wsinsulators.com

**Secretarial Compliance Report of W.S. Industries (India) Limited
for the year ended 31st March, 2019**

We, Lakshmi Subramanian and Associates, have examined all the documents and records made available to us and explanation provided by 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,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

(1) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and

(2) 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;
- g. Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- h. Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;



- i. Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013;
- j. Securities and Exchange Board of India (Delisting of Equity Shares) (Amendment) Regulation, 2016
- 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
- m. Securities and Exchange Board of India (Settlement Proceedings) Regulations, 2018 and circulars/ guidelines issued thereunder;

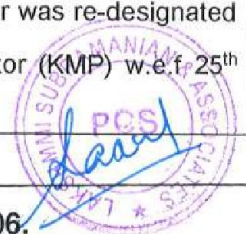
Further there are no events reported under (b) to (c), (e) to (m) for the year under review. With regard to (a), (d) deviations, wherever applicable, are reported as below.

Based on the above examination, we 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, except in respect of matters specified below:-

S. No.	Compliance Requirement(Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practising Company Secretary
1	Regulation 6(1) of SEBI(Listing Obligations and Disclosure Requirements), Regulations		Chief Financial Officer who has been nominated w.e.f. 11th February, 2017 as Compliance Officer is a Qualified Company Secretary. The Company has, however, appointed the Company Secretary w.e.f 14 th February, 2019.
2	17(1)(a) and 27(2) of SEBI(Listing Obligations and Disclosure Requirements), Regulations, 2015	No Woman Director was appointed till 29 th January, 2019.	The Company has appointed a Woman Director on the Board w.e.f. 30 th January, 2019.

3	Regulation 17(1) and 27(2) of SEBI(Listing Obligations and Disclosure Requirements), Regulations 2015		Arising from the payment of Debenture interest and redemption of its debentures even after the due date. However, the Company relies on an opinion from an expert in this regard and based on the same, the Company is in compliance with provisions of Section 164 of the Companies Act 2013
4	Regulation 55A of SEBI (Depositories and Participants), Regulations, 1996		BSE has sought clarification in Reconciliation of Share Capital Report for Quarter ended 30 th September, 2018 for non- mentioning of Membership Number of Compliance Officer. The Revised XBRL was re-submitted on 22 nd November, 2018 by the company and acknowledged by BSE.
5	Regulation 30 of SEBI(Listing Obligations and Disclosure Requirements), Regulations- Submission of Financial Results for Quarter and year ended 31 st March, 2018		On verification of the records, the Company has mentioned the conclusion time in the Minutes. However, the same is not appearing in the BSE Portal.
6	Clause 4 of Schedule B to SEBI(Prohibition of Insider Trading)Regulations, 2011		The Company has circulated the intimation of the closure of the trading window for all the Quarters during the year 2018-19 to the Designated persons. However, the same could not be verified from the BSE Portal.
7	Regulation 27(2) of SEBI(Listing Obligations and Disclosure Requirements), Regulations, 2015		Non-Executive Director was re-designated as Whole Time Director (KMP) w.e.f. 25 th March, 2019.



8	Regulation 24(1) of SEBI(Listing Obligations and Disclosure Requirements), Regulations 2015	Non-appointment of Director for the first three Quarters of the year under review in its subsidiary	Appointed a Director in its subsidiary w.e.f 4 th February 2019. .
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(b)The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(c)The following are the details of actions 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

S. No.	Action taken by	Details of Violation	Details of Action taken, eg., fines, warning letter, debarment, etc.	Observations/Remarks of the Practising Company Secretary, if any
1	BSE Limited	Contravention of Regulation 17(1) of SEBI(LODR), 2015- Non appointment of Woman Director on the Board.	Fine of Rs. 4,96,800 based on 30 th January for Quarter ended 30 th September, 2018.	The Company has paid fine under protest and the appeal before Securities Appellate Tribunal is pending.
2	National Stock Exchange of India Limited	Contravention of Regulation 17(1) of SEBI(LODR), 2015- Non appointment of Woman Director on the Board.	Fine of Rs. 4,96,800 based on 30 th January for Quarter ended 30 th September, 2018.	The Company has paid fine under protest and the appeal before Securities Appellate Tribunal is pending.
3	BSE Limited	Contravention of Regulation 17(1) of SEBI(LODR), 2015- Non appointment of Woman Director on the Board.	Fine of Rs. 4,96,800 based on 25 th March for Quarter ended 31 st December,2018	The Company has paid fine under protest and the appeal before Securities Appellate Tribunal is pending.



Lakshmmi Subramanian & Associates

LAKSHMMI SUBRAMANIAN, B.Com., FCS
 P.S. SRINIVASAN, B.A., LL.B., A.C.S
 S. SWETHA, B.Com., ACS
 Practising Company Secretaries

4	National Stock Exchange of India Limited	Contravention of Regulation 17(1) of SEBI(LODR), 2015- Non appointment of Woman Director on the Board.	Fine of Rs. 4,96,800 based on 25 th March for Quarter ended 31 st December,2018	The Company has paid fine under protest and the appeal before Securities Appellate Tribunal is pending.
5	BSE Limited	Contravention of Regulation 17(1) of SEBI(LODR), 2015- Non appointment of Woman Director on the Board.	Fine of Rs. 1,71,100 based on 2 nd May, 2019 for Quarter ended 31 st March,2019	The Company has paid fine under protest and the appeal before Securities Appellate Tribunal is pending.
6	National Stock Exchange of India Limited	Contravention of Regulation 17(1) of SEBI(LODR), 2015- Non appointment of Woman Director on the Board.	Fine of Rs. 1,71,100 based on 2 nd May, 2019 for Quarter ended 31 st March,2019	The Company has paid fine under protest and the appeal before Securities Appellate Tribunal is pending.

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

S. No.	Observations of the Practising Company Secretary in previous reports	Observations made in the secretarial compliance report for the previous year	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
NOT APPLICABLE				

Place: Chennai

Date:24th May, 2019

Name of the Practising Company Secretary Lakshmmi Subramanian

Signature:

FCS No. 3534

C.P.No.1087



Secretarial Compliance Report of W.S.T&D. Limited for the year ended 31st March, 2019

We, Lakshmi Subramanian and Associates, have examined all the documents and records made available to us and explanation provided by W.S.T&D. Limited, being unlisted material subsidiary of the listed entity, M/s. W.S. Industries (India) Limited.

- (i) the filings/ submissions made by the listed entity to the stock exchanges- N.A.
- (ii) website of the unlisted entity,- N.A.
- (iii) annual returns filed with the Ministry of Corporate Affairs, which has been relied upon to make this certification,

for the year ended 31st March, 2019 ("Review Period") in respect of compliance with the provisions of:

- (1) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (2) 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 (Depositories and Participants) Regulations, 2018

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

- (a) The unlisted material subsidiary has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below:-

S. No.	Compliance Requirement(Regulations/circulars/guidelines including specific clause)	Deviations	Observations/Remarks of the Practising Company Secretary
1	Regulation 24(1) of SEBI(Listing Obligations and Disclosure Requirements), Regulations 2015	Non-appointment of Director from the Board of its Holding Company for the first three Quarters of the year under review.	Appointed a Director from its Holding Company w.e.f 4 th February 2019.



(b)The unlisted entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from my examination of those records.

(c)The following are the details of actions taken against the unlisted 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

S. No.	Action taken by	Details of Violation	of	Details of Action taken, eg., fines, warning letter, debarment, etc.	Observations/Remarks of the Practising Company Secretary, if any
NIL					

(d)The unlisted entity has taken the following actions to comply with the observations made in previous reports:

S. No.	Observations of the Practising Company Secretary in previous reports	Observations made in the Secretarial Compliance Report for the previous year	Actions taken by the unlisted entity, if any	Comments of the Practising Company Secretary on the actions taken by the unlisted entity
NOT APPLICABLE				

Place: Chennai
Date: 28th May, 2019

Name of the Practising Company Secretary Lakshmmi Subramanian
Signature:
FCS No. 3534
C.P.No.1087

