



20th May, 2021

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,

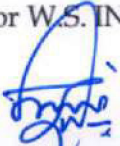
Sub: Annual Secretarial Compliance Report.

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 as amended, please find enclosed herewith Annual Secretarial Compliance Report of the Company for the financial year ended on 31st March 2021.

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 - 24354754

CIN : L29142TN1961PLC004568
Dept E-mail : accounts@wsinsulators.com
Website : wsindustries.in

Secretarial Compliance Report of W.S. Industries (India) Limited for the year ended 31st March, 2021

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, 2021 ("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 (d) to (i) and (k) to (m) except (b), (c) and (j) for the year under review. With regard to (a) deviations, wherever applicable, is 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. N o.	Compliance Requirement (Regulations/circulars/guidelines including specific clause)	Deviations	Observations/ Remarks of the Practising Company Secretary
1	Regulation 17(1) (c)of SEBI (Listing Obligation and Disclosure Requirements) Regulation,2015	The Board of Directors not comprised with minimum six Directors in first & second quarter till 14 th September 2020.	The Company were in proper compliance of Regulation 17(1)(c) of SEBI(LODR) 2015 from 15 th September 2020.

(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	NSE Limited	Non Compliance under Regulation 17(1) (c) of SEBI (LODR) Regulation, 2015 for the period from 01/04/2020 to 30/06/2020 and from 01/07/2020 to 14/09/2020	NSE issued a letter no. NSE/LISTSOP/CG/FINES/101 661 dated August 20, 2020 imposing fine amount of Rs.5,36,900/- for the period from 01/04/2020 to 30/06/2020 and letter No.: NSE/ LISTSOP/ COMB/ FINES/ 0810 dated November 17, 2020 imposing fine amount of Rs.4,48,400/- for the period from 01.07.2020 to 14.09.2020	The Company has submitted the waiver request on 25 th August 2020 for the quarter ended June 2020 and 20 th November 2020 for the quarter ended September 2020 and further as advised by NSE once again submitted the waiver request on 13 th January 2021 for both the quarters ended June 2020 and September 2020 and there is no further communication from NSE as on the date of the report.
2	Securities Exchange Board of India	Violation of Provisions under Regulation 46, 52(4), 55, 56, 57(1), 57(2), 60(1) & 60(2) of SEBI (LODR) 2015	SEBI issued a show caused notice vide SCN No: EAD5/MC/ HP/ 5989/ 1/ 2021 on 12 th March 2021 Under Rule 4(1) of SEBI (Procedure for holding inquiry and Imposing penalties) Rules, 1995 and initiated Adjudication proceedings under Section 15A (b) & 15HB of SEBI Act, 1992.	The Company has received the Adjudication order vide Order/ MC/ HP/ 2021-22/11534 dated 28 th April, 2021 and awarded as: <i>"In view of the findings noted in the preceding paragraphs, the</i>



				adjudication proceedings initiated against the Noticee i.e. W S Industries (India) Limited vide SCN dated March 12, 2021 are disposed of'.
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ADDITIONAL INFORMATION

- 1.(a) The Company has intimated to BSE and NSE about their voluntary delisting of equity shares from BSE Limited on 14th August 2020.
- (b) Further to that, the Company has made an application on 16th October 2020 for the same after repeated reminders to BSE Limited.
- (c) A Letter has been received from BSE vide LODL/PP/166/2020-21 dated 19th January 2021 seeking to reconsider the decision of voluntary delisting of equity shares of the Company from BSE Limited.
- (d) The Company has sent reply to BSE, letter dated 12th February 2021 briefing that interest of the investors being protected and requesting to process the Voluntary delisting application filed on 16th October 2020 on priority. Still the matter is pending with BSE as on the date of the report.

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

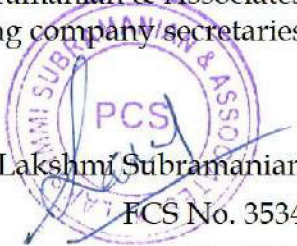
S. No.	Observations of the Practising Company Secretary in previous reports	Observations made in the secretarial compliance report for the Year ended 31 st March, 2020	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
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Since, five years period have been completed observation made out in the point no. (d) in the previous report shall not continue.

Date: 19-05-2021

Place: Chennai

For Lakshmmi Subramanian & Associates
Practicing company secretaries


Lakshmi Subramanian
FCS No. 3534
CP No. 1087

UDIN - F003534C000343931