

**WAA SOLAR LIMITED**  
CIN : L40106GJ2009PLC076764  
R.O. : Madhav House, Plot No. 4  
Near Panchratna Building  
Subhanpura, Vadodara, - 23 (Guj)  
Telefax : 0265-2290722  
E-mail : Info@waasolar.org  
www.waasolar.org



**Date: 18<sup>th</sup> May, 2023**

To,  
**BSE Limited**  
Phiroze Jeejeebhoy Towers  
Dalal Street  
Mumbai – 400 001.

**Security Code: 541445 Security ID: WAA**

Dear Sir/Madam,

**Sub.: Annual Secretarial Compliance report for the year ended 31st March, 2023.**

Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report issued by M/s. KH & Associates, Practicing Company Secretaries, for the financial year 2022-23.

Kindly take the same on your record and oblige us.

Thanking you,

Yours faithfully  
For, Waa Solar Limited

Nikita Sadhwani  
Company Secretary





**KH & ASSOCIATES**

**Practicing Company Secretaries**

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To  
The Board of Directors  
WAA SOLAR LIMITED  
Vadodara -390023

**Sub.: Annual Secretarial Compliance Report for the Financial Year 2022-23**

Dear Sir,

We have been engaged by **M/s. WAA SOLAR LIMITED** (hereinafter referred to as the "Company") bearing **CIN: L40106GJ2009PLC076764** whose Equity Shares are listed on BSE Limited (BSE) to conduct an Audit in terms of Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended and read with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated 8th February 2019 including recent update by SEBI on said Circular, and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company records, devise proper systems to ensure Compliance with the provisions of all the applicable SEBI Regulations and Circulars/Guidelines issued thereunder from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify Compliance by the Company with the provisions of all applicable SEBI Regulations and Circulars/Guidelines issued from time to time and issue a Report thereon.

Our Audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner which involves such examinations and verifications considered and necessary and adequate for the said purpose. Annual Secretarial Compliance is attached herewith.

**Date: 13/05/2023**  
**Place: Vadodara**

**FOR KH & ASSOCIATES**  
**Practicing Company Secretaries**

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**Haresh kapuriya**  
**ACS 26109, CP NO. 16749**  
**PRC No. 798/2020**



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**ANNUAL SECRETARIAL COMPLIANCE REPORT OF WAA SOLAR LIMITED**  
FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2023

To  
The Board of Directors  
WAA SOLAR LIMITED  
Vadodara -390023

**We have examined:**

- a) All the documents and records made available to us and explanations provided by the WAA SOLAR LIMITED. ("the listed entity"),
- b) the filings/submissions made by the company to the Stock Exchanges;
- c) Website of the Company;
- d) Any other documents/filings, as may be relevant, which has been relied upon to prepare this Certificate.

For the financial year ended on March 31, 2023 in respect of Compliance with the provisions of:

1. The Securities and Exchange Board of India Act, 1992 ('SEBI Act') and the Regulations, Circular, Guidelines issued thereunder and;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under and the Regulations, Circular, Guidelines issued thereunder by the Securities & Exchange Board of India (SEBI);

The specific Regulations whose provisions and the Circulars/Guidelines issued thereunder have been examined, includes -

- a) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **Not Applicable for the period**
- e) The Securities and Exchange Board of India (Share Based Employees Benefits) Regulations, 2014; **Not Applicable for the period**



- f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable for the period**
- g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable for the period**
- h) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
- i) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; **Not Applicable for the period**
- j) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- k) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not Applicable for the period**

and circulars/ guidelines issued thereunder and 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:
  - **Refer Annexure “A” annexed to the Report.**
- b) The listed entity has taken the following actions to comply with the observations made in previous reports:
  - **Refer Annexure “B” annexed to the Report.**

I further report that –

- The Company has complied with the requirements of Structural Digital Data Base in terms of Securities & Exchange Board of India (Prohibition of Insider Trading) Regulation, 2015 including various Circulars issued by SEBI thereunder and Circular(s) issued by BSE Limited dated March 16, 2023.
- Company has appointed new Auditors named JCH & ASSOCIATES CHARTERED ACCOUNTANTS for a period of five years in 13th AGM of the Company held on 24th September, 2022, till the conclusion of 18th AGM of the Company. In this regard, I report that the Listed Entity has complied with Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.



Further to the matter and as advised in the BSE Notice No. 20230329-21 dated 29th March 2023 as well as BSE Notice No. 20230410-41 dated 10th April 2023, following are the additional information which is the parts of ongoing Annual Secretarial Audit Report –

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
1.	<b>Secretarial Standards:</b> The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI)	Yes	Not Any
2.	<b>Adoption and timely updating of the Policies:</b> <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  Yes	Not Any  Not Any
3.	<b>Maintenance and disclosures on Website:</b> <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 re-directs to the relevant document(s)/ section of the website</li></ul>	Yes  Yes  Yes	Not Any  Not Any  Not Any



4.	<b>Disqualification of Director:</b> <ul style="list-style-type: none"><li>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013</li></ul>	Yes	Not Any
5.	<b>To examine details related to Subsidiaries of listed entities:</b> <ul style="list-style-type: none"><li>a) Identification of material subsidiary companies</li><li>b) Requirements with respect to disclosure of material as well as other subsidiaries</li></ul>	Yes Yes	Not Any Not Any
6.	<b>Preservation of Documents:</b> <p>The listed entity is preserving and maintaining records as prescribed under SEBI Regulations and disposal of records as per Policy of Preservation of Documents and Archival policy prescribed under SEBI LODR Regulations, 2015.</p>	Yes	Not Any
7.	<b>Performance Evaluation:</b> <p>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</p>	Yes	Not Any
8.	<b>Related Party Transactions:</b> <ul style="list-style-type: none"><li>a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions.</li><li>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.</li></ul>	Yes  No such Case	Not Any  Not Any



# KH & ASSOCIATES

Practicing Company Secretaries

9.	<b>Disclosure of events or information:</b> The listed entity has provided all the required disclosure(s) under Regulation 30 along with Schedule III of SEBI LODR Regulations, 2015 within the time limits prescribed thereunder.	Yes	Not Any
10.	<b>Prohibition of Insider Trading:</b> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	Not Any
11	<b>Actions taken by SEBI or Stock Exchange(s), if any:</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	Yes	Not Any
12	<b>Additional Non-compliances, if any:</b> No additional non-compliance observed for all SEBI regulation/circular/ guidance note etc.	N.A.	Not Any

Date: 13/05/2023

Place: Vadodara

UDIN: A026109E000301111

FOR KH & ASSOCIATES

Practicing Company Secretaries

Haresh kapuriya

ACS 26109, CP NO. 16749

PRC No. 798/2020





# **KH & ASSOCIATES**

**Practicing Company Secretaries**

## **Annexure "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: –

<b>Compliance Requirement (Regulations/Circulars/ guidelines including specific clause)</b>	<b>Regulation/ Circular No.</b>	<b>Deviations</b>	<b>Action taken by</b>	<b>Type of Action (Advisory/Clarification/Fin e/Show Cause Notice/ Warning, etc.)</b>	<b>Details of Violation</b>	<b>Fine Amount</b>	<b>Observations / Remarks of the Practicing Company)</b>	<b>Management Response</b>
N.A.	Not Any	Not Any	Not Any	Not Any	Nil	Not Any	N.A.	Not Any

## **Annexure "B"**

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

<b>Compliance Requirement (Regulations/Circulars/ guidelines including specific clause)</b>	<b>Regulation/ Circular No.</b>	<b>Deviations</b>	<b>Action taken by</b>	<b>Type of Action (Advisory/Clarification/Fin e/Show Cause Notice/ Warning, etc.)</b>	<b>Details of Violation</b>	<b>Fine Amount</b>	<b>Observations / Remarks of the Practicing Company)</b>
Not Any	N.A.	Not Any	Not Any	Not Any	Not Any	Nil	Not Any

**Date: 13/05/2023**

**Place: Vadodara**

**UDIN A026109E000301111**

**FOR KH & ASSOCIATES  
Practicing Company Secretaries**

**Haresh kapuriya  
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