

V. N. DEODHAR & CO.

Company Secretaries

V.N.DEODHAR

B.Com (Hons), B.A.LL.B. (Gen.) F.C.S.

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Shastri Hall, Grant Road (W),
Mumbai - 400 007.

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The Members,
Walchandnagar Industries Limited,
3, Walchand Terraces,
Tardeo Road,
Mumbai-400 034.

Dear Sirs,

Sub: Application for “In-principle approval” prior to issue and allotment of 78,10,000 Equity Shares of Rs.2/- each on preferential basis under Regulation 28 (1) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

I, V. N. Deodhar, proprietor of M/s V. N. Deodhar & Co., Company Secretaries Membership No. F1880 and Certificate of Practice No-898, having office at 4/3 Radha, 1st Floor, Shastri Hall, Grant Road (West), Mumbai 400 007 have verified the relevant records and documents of Walchandnagar Industries Limited with respect to the proposed preferential issue by the company as per Chapter V of SEBI (ICDR) Regulations, 2018 and certify that:

- a) None of the proposed allottees has sold any equity shares of the company during the 90 trading days preceding the relevant date. Further, where the proposed allottees are Promoters/ Promoters group and Non Promoter, then none of entities in the Promoters/ Promoters group and Non Promoter has sold any equity shares of the company during the 90 trading days preceding the relevant date i.e. August 29, 2022.
- b) Out of 5 proposed allottees, 4 proposed allottees, namely Mr. Chakor L. Doshi, Mr. Chirag C. Doshi, Mrs. Champa C. Doshi and Assets Care & Reconstruction Enterprise Limited (acting in its capacity as trustee of ACRE-120-Trust) do not hold any shares and therefore locking of pre-preferential shareholding of each of these proposed allottees does not arise and the provisions of Regulation 167 (6) of SEBI (ICDR) Regulations, 2018 are not applicable.

The shareholding of M/s. Walchand Great Achievers Pvt. Ltd. had already been pledged and therefore locking of pre-preferential shareholding of the proposed allottee does not arise and the provisions of Regulation 167 (6) of SEBI (ICDR) Regulations, 2018 is not applicable.

- c) None of the proposed allottees belonging to Promoter(s) or the Promoters group and Non Promoter are ineligible for allotment in terms of Regulations 159 of SEBI (ICDR) Regulations, 2018.



- d) The proposed issue is being made in accordance with the requirements of Chapter V of SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018, Section 42 and 62 of the Companies Act 2013 and Rule 14 of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and other requirements of Companies Act, 2013. Further, the company has complied with all legal and statutory formalities and no statutory authority has restrained the company from issuing the proposed securities.
- e) The proposed preferential issue is being made in compliance with the provisions of Memorandum of Association (MoA) and Article of Association (AoA) of the company. It is further confirmed that Articles of Association of the issuer does not provide for a method of determination which results in a Floor price higher than that determined under ICDR Regulations, 2018.
- f) The total allotment to the allottee or allottees acting in concert in the present preferential issue or in the same financial year i.e. during 2022-23 is more than 5% of the post issue fully diluted share capital of the issuer.*

We state that the Compliance of provisions of Regulations is the responsibility of management. Our examination was limited to the verification of procedure on test basis.

**For V.N. DEODHAR & Co.,
COMPANY SECRETARIES**



**V. N. DEODHAR
PROP.
FCS NO.1880
C.P. No. 898**

UDIN: F001880D000862828

Place: Mumbai

Dated: 27th August, 2022

* **Note:** This undertaking is provided in connection with Regulation 166A (1) of the SEBI (ICDR) Regulations, 2018, under which an issuer is required to obtain a valuation report from an independent registered valuer in case of allotment of more than 5% of the post issue fully diluted share capital of the issuer. The Company has obtained such a valuation report.

Further, please note that while the allotment of shares to Walchand Great Achievers Private Limited (part of the Promoter Group) in the preferential issuance would be in excess of 5% of the post issue fully diluted share capital of the issuer, the total allotment to the allottees acting in concert (i.e., the Promoter and Promoter Group) in the present preferential issue or in the same financial year i.e., during 2022-23 is less than 5% of the post issue fully diluted share capital of the issuer.