112th ANNUAL REPORT 2020 - 21



A Tradition of Engineering Excellence

WALCHANDNAGAR INDUSTRIES LIMITED



SETH WALCHAND HIRACHAND

Seth Walchand Hirachand's life was truly a triumph of persistence over adversity.

Sardar Vallabhbhai Patel



Chakor L. Doshi Chairman



Dilip J. Thakkar Director



Dr. Anil Kakodkar Director



Rupal Vora Director



G. K. Pillai Director



Chirag C. Doshi Managing Director & CEO

Corporate Information

Registered Office

Walchandnagar Industries Ltd. 3, Walchand Terraces, Tardeo Road, Mumbai - 400 034 Tel. No. (022) 23612195/96/97

Pune Office

Walchandnagar Industries Limited Siddharth Towers, Building No. 1, 9th Floor, S.No.12/3-B, G. A. Kulkarni Path, Kothrud, Pune - 411 038, Maharashtra, India.

Phone: (020) 3025 2400

E-mail: investors@walchand.com

Factories

Walchandnagar, Dist. Pune, Maharashtra Satara Road, Dist. Satara, Maharashtra Attikola, Dharwad, Karnataka.

Compliance Officer

G. S. Agrawal
Vice President (Legal & Taxation) and Company Secretary

Registrar & Share Transfer Agents

M/s. Link Intime India Pvt. Ltd. C 101, 247 Park, L B S Marg, Vikhroli (West), Mumbai 400 083. Ph. No.: (022) 49186270

Fax No.: (022) 49186060

Auditors

M/s. Jayesh Sanghrajka & Co. LLP. Chartered Accountants

Principal Bankers

State Bank of India Bank of India

Contents

- 3 Letter from the Chairman
- 4 Notice to the Shareholders
- 14 Directors' Report
- 21 Management Discussion and Analysis
- 23 Report on Corporate Governance
- 44 Auditors' Report
- 52 Financials

LETTER FROM THE CHAIRMAN



Dear Members,

It is my pleasure to welcome you all to the 112th Annual General Meeting and present the Annual Report of your company. The year under consideration covers the period April 2020 to March 2021.

My sincere wishes that each of you is safe and well in these times. This last year was full of uncertainties, however, we were extremely focused to ensure the safety and wellbeing of all our employees amidst challenges for the operations. We have set up vaccination centres at our campuses across several locations to ensure our operations are not hindered, and all our employees and their families get vaccinated in the near future.

Our leadership team came together and focused on ensuring we were delivering our products as per customer requirements. Our cross-functional teams have brought the best of all our capabilities together by working in unison, to support and drive the digital transformation journey within the Organization. Your company ended FY 2020-21 with total revenue of INR 351 Crore. It is through the efforts of our team that we could increase our revenue by 9% compared to the previous year, even though the first quarter was badly affected due to COVID. WIL is confident to continue this momentum & have much-improved performances in the next fiscal years. For me, it is a matter of pride to see the commitment and dedication that our employees displayed during this year to serve our customers.

The year FY 20-21 was extremely unpredictable. Nonetheless, your Company was successful in booking orders to the magnitude of approximately INR 200 Cr to end the FY 2020-21 with a healthy order book of INR 762 Cr. As I look ahead, I am more optimistic than ever of the enormous opportunity ahead of us. With the opening up of the economy, WIL is well poised to book orders in its diversified sectors with a profitable mix.

We continue to be active in diversified sectors including our strategic Government businesses & our product businesses to have the desired balance between long gestation projects & our engineering products. We have successfully made an entry into manufacturing of Process Equipment for Chemical, Fertilizer and Steel Industries.

Human Resource Management has been at the forefront of our initiatives this year. We have focussed on the development of talent at all levels of hierarchy to build a line of leadership that is ready to take up higher responsibilities in the years to come. Our initiatives in digitization have enabled us to provide a learning experience for all our employees, even during the lockdown.

I am extremely grateful to our customers, the entire WIL team, board members, shareholders and all well-wishers, who have supported us with their trust and support through this most challenging year.

Thank You,

Chakor L. Doshi

Chairman



NOTICE

Notice is hereby given that the 112th Annual General Meeting of the members of Walchandnagar Industries Limited will be held on Saturday, August 14, 2021 at 05.00 p.m. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business:

Ordinary Business:

- To receive, consider and adopt the Audited Financial Statements of the Company as at March 31, 2021 together with the Reports of Board of Directors and Auditors thereon.
- To appoint a Director in place of Mr. G. K. Pillai (DIN: 01537184) Director, who retires by rotation at 112th Annual General Meeting and, being eligible, offers himself for reappointment.

Special Business:

 To avail the Professional Services of Mr. G. K. Pillai as Advisor / Consultant for a further period of One Year w.e.f. April 01, 2021 and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 188, 197 and all other applicable provisions if any, of the Companies Act, 2013 and pursuant to the Rules notified there under, consent of the Members of the Company be and is hereby accorded to appoint Mr. G. K. Pillai, as Advisor / Consultant to the Company, for a further period of one year w.e.f. April 01, 2021 on payment of Consultancy Fee of Rs. 1,50,000/- per month plus expenses on traveling, lodging and boarding & reimbursement of incidental and out of pocket expenses on actual basis and reimbursement of GST, if applicable.

RESOLVED FURTHER THAT Mr. Chakor L. Doshi, Chairman of the Board be and is hereby authorized to finalize the detailed terms & conditions of Mr. G. K. Pillai's appointment as Advisor / Consultant to the Company.

RESOLVED FURTHER THAT Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary be and is hereby authorized to file the necessary Form, if any, with Ministry of Corporate Affairs.

 To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 148 and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or reenactment thereof, for the time being in force) the Company hereby ratifies and confirms the remuneration of Rs. 3,00,000 (Rupees Three Lacs Only) per annum plus GST as applicable and reimbursement of actual travel and out-of-pocket

expenses to M/s. S. R. Bhargave & Co., Cost Accountant, Pune (Regn. No.000218) the Cost Auditors appointed by the Board of Directors of the Company, to conduct the audit of the cost records of the Company for the Financial Year ending March 2022.

RESOLVED FURTHER THAT Mr. G. S. Agrawal, Vice President (Legal & Taxation) & Company Secretary be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By order of the Board

G. S. Agrawal
Vice President (Legal & Taxation) &
Company Secretary

Registered Office:

3, Walchand Terraces Tardeo Road Mumbai 400 034

Date: June 29, 2021

CIN: L74999MH1908PLC000291 Tel: 022 - 23612195 Fax: 022- 23634527 E-mail: investors@walchand.com Website: www.walchand.com

Notes:

- a) In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed, the Ministry of Corporate Affairs ("MCA") has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020, April 13, 2020, June 15, 2020, September 28, 2020, December 31, 2020 and January 13, 2021 (collectively referred to as "MCA Circulars") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM. The deemed venue for the AGM shall be the Registered Office of the Company.
 - The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship

Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

- c) In line with the MCA Circulars, the Notice calling the AGM has been uploaded on the website of the Company at www. walchand.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
- d) A Statement pursuant to Section 102 (1) of the Companies Act, 2013 ("Act"), relating to the Special Business under Item No. 3 and 4 mentioned above is annexed hereto.
- A statement giving additional details of Director seeking reappointment as set out in Item no. 2 is annexed herewith as required under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
- f) Pursuant to the provisions of the Companies Act, 2013 ("Act") a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a Member of the Company. Since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.
- g) Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said Resolution/ Authorization shall be sent to the Scrutinizer by email through its registered email address to vndeodhar@gmail. com with a copy marked to evoting@nsdl.co.in.
- h) Members holding shares in Dematerialized Form are requested to intimate immediately any change in their name, postal address, email address, telephone/ mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held by them in electronic form and to M/s. Link Intime India Private Limited (LIIPL) in case the shares are held by them in physical form.
- As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 01, 2019, except in case of request received for transmission or transposition of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/ RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed

March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited ("LIIPL") for assistance in this regard.

- j) In case of joint holders, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
 - Members who have not encashed their dividend warrants for the financial year ended September 30, 2014 may immediately approach the Company for revalidation of unclaimed warrants as the amount of dividend remaining unpaid for a period of 7 years shall be transferred to Investors Education & Protection Fund as per the provisions of Section 124 of the Companies Act, 2013. The shares in respect of such unclaimed dividends are also liable to be transferred to the demat account of the IEPF Authority. In view of this, members are requested to claim their dividends from the company within the stipulated timeline. The members, whose unclaimed dividends/ shares have been transferred to the Investors Education and Protection Fund (IEPF), may claim the same by making an online application to the IEPF authority in Form No. IEPF 5 available on www.iepf.gov.in.
- Pursuant to the provisions of Investor Education and Protection Fund (Uploading of information regarding unpaid and unclaimed amounts lying with Companies) Rules, 2012, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on August 14, 2020 (date of last Annual General Meeting) on the website of the Company (www.walchand.com).
- m) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in dematerialized form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form can submit their PAN to the Company / RTA.
- The Annual Report containing, inter- alia, Notice of the AGM, Audited Financial Statement, Board's Report, Auditors' Report and other important information is circulated to members and others entitled thereto. The Companies Act, 2013 read with the Rules made thereunder and the Listing Regulations facilitate the service of documents to members through electronic means. In compliance with the aforesaid MCA Circulars and SEBI Circular due, to COVID-19 pandemic, the Company have e-mailed the soft copies of the Annual Report to all those members whose e-mail ID's were available with its Registrar

k)



and Transfer Agent or Depositories and urged other members to register their e-mail ID's to receive the said communication. Members may note that the Notice and Annual Report 2020-21 will also be available on the Company's website www.walchand. com, websites of the stock exchanges i.e. BSE Limited at www. bseindia.com and National Stock Exchange of India Limited at www.nseindia.com and on the website of NSDL at https://www.evoting.nsdl.com.

- The Company has engaged the services of National Securities
 Depository Limited (NSDL) as the authorized agency for
 conducting of the e-AGM and providing e-voting facility.
- p) The attendance of the Members attending the AGM through VC/OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
- q) SEBI vide its circular no. SEBI/HO/MIRSD/DOP1/CIR/P/2018/73 dated April 20, 2018, with a view to protect the interest of the shareholders, has mandated to all the members who holds securities of the company in physical form, to furnish to the company/ its registrar and transfer agent, the details of their valid PAN and bank account. To support the SEBI's initiative, the Members are requested to furnish the details of PAN and bank account to the Registrar Link Intime India Private Ltd. / the Company, duly quoting their Folio number at the earliest.
- r) The letter and E-communication Registration Form is available on the website of the Company viz. www.walchand.com.
- s) Members are requested to get the Shares transferred in joint names, if shares are held in a single name to avoid the inconvenience and also to send nomination form (available on website of the Company www.walchand.com under the section 'Investor Information), if not sent earlier.
- t) Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the Registrar and Share Transfer Agent of the Company for consolidation of the folios.
- u) Relevant documents referred to in the accompanying Notice calling the AGM are available for inspection through electronic mode up to the date of the AGM. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Act, and the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, upon request will be available electronically for inspection by the members during the AGM. The certificate from the Statutory Auditors of the Company confirming the compliance of the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 with respect to the Company's Employees Stock Option Scheme Plans will be available for inspection through electronic mode. Members seeking to inspect such documents can send an email to investors@walchand.com.

- w) Members desiring any information with regard to the annual accounts of the Company or any other matter to be placed at the AGM are requested to write to the Management at least 10 (Ten) days before the meeting i.e. on or before August 04, 2021 through email on investors@walchand.com. The same will be replied by the Company suitably.
- w) Mr. G. K. Pillai (DIN: 01537184) Director of the Company retire by rotation at the 112th Annual General Meeting and being eligible offer himself for re-appointment.

The brief resume, nature of his expertise in specific functional areas, disclosure of relationships between Directors interse, Directorships and Memberships of Committees of the Board of Listed entities and shareholding of Non-Executive Directors, as required under Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is set out in this Notice as **Annexure A**.

- x) Since the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice.
- y) Instructions for attending the e-AGM and e-voting are as follows:

A. Voting through electronic means:

- (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended from time to time), Secretarial Standards on General Meetings ("SS-2") issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs and the SEBI Circulars, the Company is providing facility of remote e-voting to its Members in respect of the Business to be transacted at the AGM. The facility of casting votes by a member using remote e-Voting system as well as voting on the day of the AGM will be provided by NSDL. The instructions for e-voting are given herein below.
- (ii) The remote e-voting period commences on Wednesday, August 11, 2021 at 9.00 A.M. and ends on Friday, August 13, 2021 at 5.00 P.M. During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, August 06, 2021 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the AGM through VC / OAVM facility and have not cast their vote on the Resolutions through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the AGM. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- (iii) The Board of Directors has appointed Mr. V. N.

Deodhar of M/s. V. N. Deodhar & Co., Practicing Company Secretaries (Membership no. FCS 1880) as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.

- (iv) The Members who have cast their vote by remote e-voting prior to the AGM may also attend/ participate in the AGM through VC / OAVM but shall not be entitled to cast their vote again.
- (v) The voting rights of Members shall be in proportion to their shares in the paid-up equity share capital of the Company as on the cut-off date.
- Any person, holding shares in physical form and nonindividual shareholders who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing User ID and password for casting the vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on www.evoting.nsdl. com or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company

- after sending of the Notice and holding shares as of the cut-off date i.e. Friday, August 6, 2021may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
- (vii) The details of the process and manner for remote e-voting are explained herein below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method	
Individual Shareholders holding securities in demat mode with NSDL.	1. If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under "IDeAS" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.	
	2. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com . Select "Register Online for IDeAS" Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp	
	3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or e-Voting service provider - NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.	



Type of shareholders	Login Method	
Individual Shareholders holding securities in demat mode with CDSL	1. Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com/myeasi/home/login or www.cdslindia.com/myeasi/home/login or https://www.cdslindia.com/myeasi/home/home/home/home/home/home/home/home	
	2. After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of e-Voting service provider i.e. NSDL. Click on NSDL to cast your vote.	
	3. If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration	
	4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress.	
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or e-Voting service provider-NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.	

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022-23058738 or 022-23058542-43

B) Login Method for evoting and joining the virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

How to Log-in to NSDL e-Voting website?

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.
- 2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.
- 3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at https://eservices.nsdl.com/ with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.