



**May 30, 2024**

To,  
**Department of Corporate Services,**  
**BSE Limited,**  
P. J. Towers, Dalal Street,  
Mumbai – 400 001.

**Scrip Code: 523888**

Dear Sir/Ma'am,

**Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2024**

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith the Annual Secretarial Compliance Report of the Company issued by M/s. A. D. Parekh & Associates, Practicing Company Secretary for the financial year ended March 31, 2024.

You are requested to kindly take the same on record.

Thanking you,

Yours Sincerely,  
For **V.R. Woodart Limited**

**Shagufta Sadikot**  
**Company Secretary & Compliance Officer**  
**Membership no: A72982**

**Encl: a/a**

**Secretarial Compliance Report of V.R.Woodart Limited  
for the year ended March 31, 2024**

(Pursuant to Regulation 24A of SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015)

I, Ankit Dilip Parekh, Proprietor of A. D. Parekh & Associates, Practicing Company Secretaries, have examined:

- (a) all the documents and records made available to us and explanation provided by **V.R.Woodart Limited (“the listed entity”)**
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) other relevant documents/ filings relied upon to make this certification.

for the financial year ended March 31, 2024 (“Review Period”) in respect of compliance with the provisions of:

(a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and

(b) 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 (Issue of Capital and Disclosure Requirements) Regulations, 2018; *(Not applicable to the Listed Entity during the review period)*
- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not applicable to the Listed Entity during the review period)*
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021; *(Not applicable to the Listed Entity during the review period)*
- (f) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; *(Not applicable to the Listed Entity during the review period)*

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# A. D. PAREKH & ASSOCIATES

Company Secretaries

(g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018

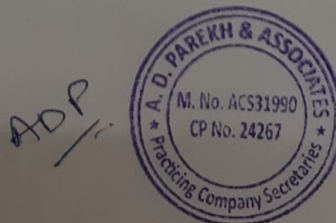
and circulars/ guidelines issued thereunder;

Based on the examination, I 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: -

| Sr. No. | Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)  | Regulation/ Circular No.                  | Deviations  | Action Taken by | Type of Action (Advisory/ Clarification/ Fine/ Show Cause Notice/ Warning, etc.) | Details of Violation       | Fine Amount | Observations / Remarks of the Practicing Company Secretary | Management Response   | Remarks                            |
|---------|--|---|---|-----------------|--|----------------------------|-------------|--|---|------------------------------------|
| 1.      | Any vacancy caused in the office of the Compliance Officer shall be filled by the listed entity at the earliest and in any case not later than three months from the date of such vacancy. | Reg. 6(1A) of SEBI LODR Regulations, 2015 | There was a delay of about 1 (One) month in filling up the vacancy for the post of Company Secretary and Compliance Officer (Pursuant to Reg. 6(1A) of the SEBI (LODR) Regulations, 2015) by the Company caused due to resignation of the earlier Company Secretary and Compliance Officer. | None            | N.A.   | As per 'Deviations' column | N.A.        | As per 'Deviations' column                                 | The delay was because the Company had finalised on candidates for the purpose of filling up the vacancy for which the said candidates had even accepted the offer letter of the Company, however, on the date of joining the candidates stepped back for another opportunity. Consequently, the Company had to re-start the process of selection hiring and hence, the unavoidable delay. | Same as stated in earlier columns. |

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



**The listed entity was not required to take any action as there was no observation made with respect to any non-compliance in the previous reports.**

I hereby report that, during the Review Period the compliance status of the listed entity is as appended below:

| Sr. No. | Particulars   | Compliance status<br>(Yes/No/NA) | Observations<br>/Remarks by PCS  |
|---------|---|----------------------------------|--|
| 1.      | <u>Secretarial Standards:</u><br>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                              | None   |
| 2.      | <u>Adoption and timely updation of the Policies:</u> <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.</li> </ul>  | Yes                              | None   |
| 3.      | <u>Maintenance and disclosures on Website:</u> <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                              | None   |
| 4.      | <u>Disqualification of Director:</u><br>None of the Director of the Company are disqualified under Section 164 of Companies Act, 2013.  | Yes                              | None   |
| 5.      | <u>To examine details related to Subsidiaries of listed entities:</u><br>(a) Identification of material subsidiary companies<br>(b) Requirements with respect to disclosure of material as well as other subsidiaries   | N.A.                             | The Company does not have any material / other subsidiary.   |
| 6.      | <u>Preservation of Documents:</u><br>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.  | Yes                              | None   |
| 7.      | <u>Performance Evaluation:</u><br>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.   | Yes                              | Since the business operations of the Company are closed, the Performance Evaluation of the Board is limited in scope and mainly covers the mandatory performances. |



|     |  |                        |   |
|-----|--|------------------------|---|
| 8.  | <p><u>Related Party Transactions:</u></p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions</p> <p>(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.</p>   | <p>Yes</p> <p>N.A.</p> | <p>None</p> <p>Since all the related party transactions have prior approval of Audit Committee, clause (b) is not applicable</p>  |
| 9.  | <p><u>Disclosure of events or information:</u></p> <p>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.</p>   | <p>Yes</p>             | <p>None</p>   |
| 10. | <p><u>Prohibition of Insider Trading:</u></p> <p>The listed entity is in compliance with Regulation 3(5) &amp; 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>   | <p>Yes</p>             | <p>None</p>   |
| 11. | <p><u>Actions taken by SEBI or Stock Exchange(s), if any:</u></p> <p>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.</p>   | <p>N.A.</p>            | <p>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.</p>           |
| 12. | <p><u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u></p> <p>Incase of resignation of statutory auditors from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has/ have complied with paragraph 6.1 and 6.2 of section V-D of Chapter V of Master Circular on compliance with provisions of the LODR Regulations by listed entities.</p> | <p>N.A.</p>            | <p>There was no resignation of statutory auditors from the listed entity. Further, the listed entity does not have any subsidiary so the question of resignation of statutory auditor from any of its material subsidiary(ies) does not arise.</p>  |
| 13. | <p><u>Additional Non-compliances, if any:</u></p> <p>Any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.</p>  | <p>Yes</p>             | <p><i>There was a delay of about 1 (One) month in filling up the vacancy for the post of Company Secretary and Compliance Officer (Pursuant to Reg. 6(1A) of the SEBI (LODR) Regulations, 2015) by the Company caused due to resignation of the earlier Company Secretary and Compliance Officer.</i></p> |

ADP





# A. D. PAREKH & ASSOCIATES

Company Secretaries

## Assumptions & Limitation of scope and Review:

1. Compliance of the applicable laws and ensuring the authenticity of documents and information furnished, are the responsibilities of the management of the listed entity.
2. Our responsibility is to certify based upon our examination of relevant documents and information. This is neither an audit nor an expression of opinion.
3. We have not verified the correctness and appropriateness of financial Records and Books of Accounts of the listed entity.
4. This Report is solely for the intended purpose of compliance in terms of Regulation 24A (2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is neither an assurance as to the future viability of the listed entity nor of the efficacy or effectiveness with which the management has conducted the affairs of the listed entity.

Yours sincerely

**For A. D. PAREKH & ASSOCIATES**

Company Secretaries

*A. D. Parekh*  
**CS Ankit D Parekh**

M. No. ACS 31990

CoP No. 24267

Peer Review Cert. No. 5685/2024



UDIN: A031990F000499446

Place: Mumbai

Date: 30<sup>th</sup> May, 2024