

June 25, 2020

Corporate Relationship Department  
BSE Limited,  
Rotunda Building,  
P.J. Towers, Dalal Street,  
Fort, Mumbai – 400 001.

Dear Sirs,

**Sub: Annual Secretarial Compliance Report for the financial year ended March 31, 2020**

**Ref: V.R.Woodart Limited (STOCK CODE: 523888)**

Dear Sir / Madam,

Pursuant to the SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08,2019, please find enclosed herewith Annual Secretarial Compliance Report of the Company issued by Ms. Navneet Bathla, Practicing Company Secretary for the financial year ended March 31, 2020.

You are requested to take note of the above and acknowledge the receipt.

Thanking you,

Yours sincerely,  
For V.R.Woodart Limited

  
Juhi Nagpal

Company Secretary & Compliance Officer  
M. No.:A60603



**Encl:A/a**



**NAVNEET KAUR BATHLA  
PRACTICING COMPANY SECRETARY  
MUMBAI**

**Secretarial compliance report of V.R. Woodart Limited for the year ended  
31<sup>st</sup> March, 2020**

**To,  
V. R. Woodart Limited  
Shop No. 1, Rajul Apartments, 9,  
Harkness road, Walkeshwar  
Mumbai - 400006**

I, Navneet Bathla, have examined:

- (a) all the documents and records made available to me 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) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31<sup>st</sup> March, 2020 ("Review Period") compliance with respect to 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 Company during the period under review)
- (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 Company during the period under review)
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; (Not Applicable to the Company during the period under review)
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; (Not Applicable to the Company during the period under review)



**NAVNEET KAUR BATHLA  
PRACTICING COMPANY SECRETARY  
MUMBAI**

- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; (Not Applicable to the Company during the period under review)
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
- (i) 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;

and based on the above examination, and considering the relaxations granted by the Ministry of Corporate Affairs and Securities and Exchange Board of India warranted due to the spread of the COVID-19 pandemic, 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:-

<b>Sr. No.</b>	<b>Compliance Requirement (Regulations/ circulars / guidelines including specific clause)</b>	<b>Deviations</b>	<b>Observations/ Remarks of the Practicing Company Secretary</b>
NIL			

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar 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:

<b>Sr. No.</b>	<b>Action taken by</b>	<b>Details of violation</b>	<b>Details of action taken E.g. fines, warning letter, debarment, etc.</b>	<b>Observations/ remarks of the Practicing Company Secretary, if any.</b>
1.	BSE	Notice was received by the Company from the Bombay Stock Exchange (BSE) for non-compliance of	In view of the same Company has submitted a reply on February 07, 2020 stating that there is no non-compliance on	The composition of the Audit Committee of the Company fell short of one Independent Director for a period of 47 days due to the resignation of



**NAVNEET KAUR BATHLA  
PRACTICING COMPANY SECRETARY  
MUMBAI**

		Regulation 18(1) of SEBI (LODR) Regulations, 2015 with respect to Composition of Audit Committee, dated February 03, 2020, imposing a penalty of Rs. 35,400 (Rupees thirty five thousand four hundred)	the part of the Company with respect to Regulation 18(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and has requested the exchange to withdraw the penalty imposed.	Independent Director on 30 <sup>th</sup> August, 2019. The Board of Directors of the Company appointed an Independent Director on 16 <sup>th</sup> October 2019 and the Audit Committee was duly re-constituted in accordance with Regulation 18(1) of the SEBI (LODR) Regulations, 2015 by inducting the said Independent Director as a member on 16 <sup>th</sup> October 2019.  The above fact is brought to BSE's notice in the Company's reply letter. The Company has not received any further communication from BSE in this matter till the date of this report.
--	--	--	---	--

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

<b>Sr. No.</b>	<b>Observations of the Practicing Company Secretary in the previous reports</b>	<b>Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned)</b>	<b>Actions taken by the listed entity, if any</b>	<b>Comments of the Practicing Company Secretary on the actions taken by the listed entity</b>
1.	<b>For FY 2018-2019</b> As per Regulation 18(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Audit committee fell short of One Independent Director until 9th December 2018.	<b>For FY 2018-2019</b> Audit committee fell short of One Independent Director until 9th December 2018.	<b>For FY 2018-2019</b> The Company has reconstituted the Audit Committee on 10th December 2018 in compliance with the requirement of Section 177 and Regulation 18(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015	Company has complied with the same.



**NAVNEET KAUR BATHLA  
PRACTICING COMPANY SECRETARY  
MUMBAI**

2.	<b>For FY 2018-2019</b> As per Regulation 19(1)(b) and 19(1)(c) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Nomination and Remuneration committee fell short of One Non-executive and One Independent Director until 9th December, 2018	<b>For FY 2018-2019</b> The Nomination and Remuneration committee fell short of One Non-executive and One Independent Director until 9th December, 2018	<b>For FY 2018-2019</b> The Company has reconstituted the Nomination and Remuneration Committee on 10th December, 2018 in compliance with the requirement of Section 178 and Regulation 19(1)(b) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	Company has complied with the same.
----	---	--	--	-------------------------------------

(e) The Listed entity has complied with points 6(A) and 6(B) as mentioned in SEBI Circular No. CIR/CFD/CMD1/114/2019 dated 18<sup>th</sup> October, 2019 and that they have incorporated all the terms and conditions in the respective appointment letter/supplemental letter issued to Statutory Auditors.

**Date: 25<sup>th</sup> June, 2020**  
**Place: Mumbai**

**CS Navneet Bathla**  
**ACS No. 43605**  
**COP No. 20939**  
**UDIN: A043605B000381646**