



Date: May 28, 2025

To,
Department of Corporate Services,
BSE Limited,
P.J Towers, Dalal Street,
Mumbai- 400001

Scrip Code: 523888

Dear Sir/Ma'am,

Sub: Annual Secretarial Compliance Report for the Financial Year ended March 31, 2025

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, 2025.

You are requested to kindly take the same on record.

Thanking you,

Yours Sincerely,
For V.R. Woodart Limited

Anwar Shaikh
Whole-Time Director and Chief Financial Officer
DIN: 10939770

Encl: a/a



A. D. PAREKH & ASSOCIATES

Company Secretaries

Add: B-402, Krishna Classic, Ram Mandir Road, Babhai Naka, Borivali (W), Mumbai – 400092, MH.

Sole Proprietorship Unique Code No. S2021MH00787600

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Secretarial Compliance Report of V.R.Woodart Limited for the year ended March 31, 2025

(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:

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

for the financial year ended March 31, 2025 ("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:-

- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;
- Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *(Not applicable to the Listed Entity during the review period)*
- 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)*
- 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)*





A. D. PAREKH & ASSOCIATES

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(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 46 days 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	None	As per 'Deviations' column	NIL	As per 'Deviations' column	The delay was unintentional and resulted from the time required to properly screen, interview, and select a suitable candidate for the position. The vacancy has since been successfully filled by the company.	Same as stated in earlier columns.

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

Sr No.	Action taken by	Details of violation	Details of action taken E.g. fines, warning letter, debarment, etc.,	Observations/ remarks of the Practicing Company Secretary
1.	None	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	None	The said vacancy has been filled up by the Company.



A.D. Parekh



		<i>to resignation of the earlier Company Secretary and Compliance Officer.</i>	
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I hereby report that, during the Review Period the compliance status of the listed entity is as appended below:

Sr. No.	Particulars	Compliance status (Yes/No/NA)	Observations /Remarks by PCS
1.	<u>Secretarial Standards:</u> 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">All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entitiesAll the policies are in conformity with SEBI Regulations and has been reviewed & timely updated.	Yes	None
3.	<u>Maintenance and disclosures on Website:</u> <ul style="list-style-type: none">The Listed entity is maintaining a functional websiteTimely dissemination of the documents/ information under a separate section on the websiteWeb-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	Yes	None
4.	<u>Disqualification of Director:</u> 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> (a) Identification of material subsidiary companies (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> 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> 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.



A.D. Parekh



A. D. PAREKH & ASSOCIATES
Company Secretaries

8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all Related party transactions (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.	Yes N.A.	None Since all the related party transactions have prior approval of Audit Committee, clause (b) is not applicable
9.	<u>Disclosure of events or information:</u> 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	None
10.	<u>Prohibition of Insider Trading:</u> The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.	Yes	None
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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.	N.A.	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.
12.	<u>Resignation of statutory auditors from the listed entity or its material subsidiaries:</u> 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.	N.A.	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.
13.	<u>Additional Non-compliances, if any:</u> Any additional non-compliance observed for all SEBI regulation/circular/guidance note etc.	Yes	No other non-compliance was observed other than the one stated hereinbefore.

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.



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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

CS Ankit D Parekh

M. No. ACS 31990

CoP No. 24267

Peer Review Cert. No. 5685/2024



UDIN: A031990G000454544

Place: Mumbai

Date: 27th May 2025