



SANDEEP KUMAR S.
B.A.L., L.L.B., F.C.S., M.B.A.

Practising Company Secretary

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ANNUAL SECRETARIAL COMPLIANCE REPORT OF
THE WESTERN INDIA PLYWOODS LIMITED
FOR THE FINANCIAL YEAR ENDED 31ST MARCH 2023

(Pursuant to Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

I, Sandeep Kumar S, have examined:

- (a) all the documents and records made available to us and explanation provided by **THE WESTERN INDIA PLYWOODS LIMITED** (hereinafter referred to as "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 2023 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 as there was no reportable event during the Review Period**);



Branches at : Palakkad, Calicut, Kannur, Trivandrum, Kottayam & Thrissur

- (c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **(Not Applicable as there was no reportable event during the Review Period);**
- (d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **(Not Applicable as there was no reportable event during the Review Period);**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 **(Not Applicable as there was no reportable event during the Review Period);**
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **(Not Applicable as there was no reportable event during the Review Period);**
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 **(Not Applicable as there was no reportable event during the Review Period);**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 and circulars/ guidelines issued thereunder;

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

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
1.	<p>Secretarial Standards:</p> <p>The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.</p>	YES	NIL



2.	<p>Adoption and timely update of the Policies:</p> <ul style="list-style-type: none"> • All applicable policies under SEBI Regulations are adopted with the approval of board of directors of the listed entities • All the policies are in conformity with SEBI Regulations and have been reviewed & updated on time, as per the regulations/circulars/guidelines issued by SEBI 	YES	NIL
3.	<p>Maintenance and disclosures on Website:</p> <ul style="list-style-type: none"> • The Listed entity is maintaining a functional website • Timely dissemination of the documents/ information under a separate section on the website • 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 	YES	NIL



4.	<p>Disqualification of Director:</p> <p>None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	YES	NIL
5.	<p>Details related to Subsidiaries of listed entities have been examined w.r.t.:</p> <p>(a) Identification of material subsidiary companies</p> <p>(b) Disclosure requirement of material as well as other subsidiaries</p>	YES	NIL
6.	<p>Preservation of Documents:</p> <p>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.</p>	YES	NIL



7.	<p>Performance Evaluation:</p> <p>The listed entity has conducted performance evaluation of the Board, Independent Directors and the Committees at the start of every financial year/during the financial year as prescribed in SEBI Regulations.</p>	YES	NIL
8.	<p>Related Party Transactions:</p> <p>(a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or</p> <p>(b) The listed entity has provided detailed reasons along with confirmation whether the transactions were subsequently approved/ ratified/ rejected by the Audit Committee, in case no prior approval has been obtained</p>	YES	NIL



9.	<p>Disclosure of events or information:</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>	YES	NIL
10.	<p>Prohibition of Insider Trading:</p> <p>The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015.</p>	YES	NIL
11.	<p>Actions taken by SEBI or Stock Exchange(s), if any:</p> <p>No action(s) has been 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>	YES	NIL



12.	Additional Non-compliances, if any: No additional compliances observed for all SEBI regulation/circular/guidance note etc.	YES	NIL
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(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:

S r. N o.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	A c t i o n	T a k e n b y	Type of Action	Detail s of Violati on	Fi ne A m o u n t	Observations/ Remarks of the Practicing Company Secretary	Manage ment Respon se	Re mar ks



1.	The listed entity shall ensure that hundred percent shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continues basis in the manner as specified by the Board.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation 2015- Regulation 31(2)	The entire shareholding of Promoters and Promoter Groups are not in dematerialized form		Advisory		nil	As required under regulation 31(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the hundred percent of shareholding of promoter(s) and promoter group are not in dematerialized form. However as per the information provided by the management of the Listed entity, efforts are being made to dematerialize the remaining physical shares.	The Board discussed the matter in the Board Meeting and considered the same and affirms that noncompliance of provision is not intentional and in future Company will take extra precaution	Acknowledged
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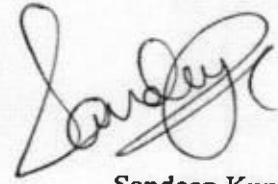
(b) The listed entity has taken the following actions to comply with the observations made in previous reports:



Sr. No.	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1	The listed entity shall ensure that hundred percent shareholding of promoter(s) and promoter group is in dematerialized form and the same is maintained on a continuous basis in the manner specified by the Board.	Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulation on 2015-Regulation 31(2)	The entire shareholding of Promoters and Promoter Groups are not dematerialized form	As per the information and explanations provided by the management, the listed entity has made all the efforts to demat the shares. Some of the promoters and promoter group have already dematted the shares and others are in the process of dematting. Some of the members of			nil			



				the promoter group have expired and their legal heirs are in the process of transmission.					
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Sd/-
Sandeep Kumar S
Practising Company Secretary
B.A.L, LLB, FCS, MBA
CP NO: 9450, FCS NO: 8348

SANDEEP KUMAR. S
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Practising Company Secretary
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Ph: 2351716 C.P. No. 9450.

Date: 29/05/2023

Place: Ernakulam

SANDEEP KUMAR S

Company Secretary in Practice

FCS No. : 8348

CP No : 9450

UDIN: F008348E000409751

