

29-05-2023

To
Listing Department
BSE LIMITED.
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai 400 001

Company Code-531402

SUB: ANNUAL SECRETARIAL COMPLIANCE REPORT- REGULATION 24 A OF SEBI (LODR) REGULATIONS, 2015

Dear Sir,
Please find enclosed herewith 'Annual Secretarial Compliance Report for the year ended **31st March, 2023**'.

Please take the same on record.

Thanking You,
Yours Faithfully,
For **LWS KNITWEAR LIMITED**



GIRISH KAPOOR
MANAGING DIRECTOR
DIN-01870917

Registered Office-G T Road (West), Ludhiana, Punjab, 141008

CIN-L17115PB1989PLC009315,

Email- info@lwsknitwear.com, website- www.lwsknitwear.com, Tele- 0161-2744500

Office- 612 Dalima Vihar, Rajpura, Punjab, 140401
Email: ravindermukhi@gmail.com
Mobile: 09872819908

**Secretarial compliance report of *M/s. L W S Knitwear Limited* for the year ended
31st March, 2023**

I, **RAVINDER KUMAR**, a Practising Company Secretary have examined:

- (a) all the documents and records made available to us and the explanation(s) provided by ***M/s. L W S Knitwear 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 **31st March, 2023** ("Review Period") in respect of compliance with the provisions of: -

- (i) the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- (ii) 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");

(iii) The following 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;
- (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;
- (e) Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- (g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021;
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

Based on the above examination, and verification of the documents and records produced to me and according to the information and explanations given to me by the Company, I report that:

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), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	
2.	<u>Adoption and timely updation of the Policies:</u> •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	
3.	<u>Maintenance and disclosures on Website:</u> •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	
4.	<u>Disqualification of Director:</u> None of the Director(s) of the Company is/are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.	Yes	
5.	<u>Details related to Subsidiaries of listed entities have been examined w.r.t.:</u> (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The Company does not have any subsidiary

Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations /Remarks by PCS*
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	
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 / during the financial year as prescribed in SEBI Regulations.	Yes	
8.	<u>Related Party Transactions:</u> (a) The listed entity has obtained prior approval of Audit Committee for all related party transactions; or (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.	Yes	
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	
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	
11.	<u>Actions taken by SEBI or Stock Exchange(s), if any:</u> 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 there under except as provided under separate paragraph herein.	Yes	

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations /Remarks by PCS*
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation /circular/ guidance note etc.	Yes	It may be noted that the Stock Exchange has imposed a fine of Rs. 4000/- under regulation 34 of SEBI(LODR) Regulations for late submission of Annual Report by two days.

(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/ guide-lines 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	Submission of the Annual Report within the period prescribed	Regulation 34 of SEBI (LODR), Regulations, 2015	Late submission of the Annual Report by 2 days for the year 2021-22	BSE Limited has imposed fine of Rs. 4,000/-	The Company has paid the fine levied by BSE Limited	Delay of 2 days in submitting annual report for the year 2021-22	Rs. 4,000/- only	There was a delay of 2 days in submitting annual report for FY 2021-22 and the Company was fine Rs. 4,000/- by BSE Limited		

b) The Company was not required to take any action with regard to compliance with the observations made in previous reports as the same was not applicable.

Sr. No.	Compliance Requirement (Regulations/ circulars/)	Regulation/ Circular No.	Deviations	Action Taken by	Type of Action	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company	Management Response	Remarks
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	guide- lines includi ng specific clause)							Secreta ry		
===== NIL =====										

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.

RAVINDER KUMAR
FCS-4569, CP No. 8444
UDIN- F004569E000407125

DATE-29-05-2023
PLACE-RAJPURA