

**SECRETARIAL COMPLIANCE REPORT OF D P WIRES LIMITED****Secretarial Compliance Report of D P Wires Limited for the financial year ended March 31, 2023**

We have conducted the review of the compliance of the applicable statutory provisions and the adherence to good corporate practices by D P Wires Limited (hereinafter referred as 'the listed entity'), having its Registered Office at 16 – 18 A, Industrial Estate, Ratlam, Madhya Pradesh. Secretarial Review was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and to provide our observations thereon.

Based on our verification of the listed entity's books, papers, minutes books, forms and returns filed and other records maintained by the listed entity and also the information provided by the listed entity, its officers, agents and authorized representatives during the conduct of Secretarial Review, we hereby report that the listed entity has, during the review period covering the financial year ended on March 31, 2023 complied with the statutory provisions listed hereunder in the manner and subject to the reporting made hereinafter

I, CS Shweta Garg have examined:

- (a) all the documents and records made available to us and explanation provided by D P Wires 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 report, for the

financial year ended March 31, 2023 ("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; #
- (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 Non-Convertible Securities) Regulations, 2021. #
- (g) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015,

and circulars/ guidelines issued thereunder;

The Regulations or guidelines as the case may be were not applicable to the listed entity for the review period

and based on the above examination, I hereby report that, during the Review Period:





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- I. (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	Details of Violation	Fine Amount	Observations/ Remarks of the Practicing Company Secretary	Management Response	Remarks
1.	Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015	Regulation 3	Variation in data submitted in SHP and SDD	NSE	Clarification	Name of one of the group entities not mentioned in SDD	Nil	As per reply shared by the Company, the error occurred due to technical glitch	Immediate action taken by way of correction and updation of details in SDD	None
2.	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("LODR")	Regulation 31	Sub category in promoter group	NSE	Clarification	Sub category of 3 promoters wrongly selected as Central Government /State Government	Nil	As per reply shared by the Company, the error occurred due to technical glitch	Immediate action taken by way of correction and updation of details in SHP	None

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





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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.	SEBI (LODR) 2015	17 (1)	Delay of 91 days in quarter ended on 30.06.2020 in compliance with Regulation 17 (1) for composition of board of directors.	NSE	Fine	Delay of 91 days in quarter ended on 30.06.2020 in compliance with Regulation 17 (1) for composition of board of directors.	Fine @ Rs. 5000/- per day was imposed by NSE	The Company must expedite the matter of waiver request with NSE or pay the amount of fine imposed.	The Company followed up with NSE for waiver of the fine but no response received from NSE.	The Company must further follow up with NSE.
2.	SEBI (LODR) 2015	17 (1)	Delay of 63 days in quarter ended on 30.09.2020 in compliance with Regulation 17 (1) for composition of board of directors.	NSE	Fine	Delay of 63 days in quarter ended on 30.06.2020 in compliance with Regulation 17 (1) for composition of board of directors.	Fine @ Rs. 5000/- per day was imposed by NSE	The Company must expedite the matter of waiver request with NSE or pay the amount of fine imposed.	The Company followed up with NSE for waiver of the fine but no response received from NSE.	The Company must further follow up with NSE.





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3.	SEBI (LODR) 2015	27 (2)	Delay of 5 days in filing of Corporate Governance Report for the quarter ended on 31.03.2020	NSE	Fine	Delay of 5 days in filing of Corporate Governance Report for the quarter ended on 31.03.2020	Fine @ Rs. 2000/- per day was imposed by NSE	The Company must expedite the matter of waiver request with NSE or pay the amount of fine imposed	The Company followed up with NSE for the waiver of the fine but no response received from NSE	The Company must follow up with NSE
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II Compliances related to resignation of statutory auditors from listed entities and their material subsidiaries as per SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019:

Sr. No.	Particulars	Compliance Status (Yes/No/ NA)	Observations/ Remarks by PCS*
1.	Compliances with the following conditions while appointing/re-appointing an auditor		
	i. If the auditor has resigned within 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter; or ii. If the auditor has resigned after 45 days from the end of a quarter of a financial year, the auditor before such resignation, has issued the limited review/ audit report for such quarter as well as the next quarter; or iii. If the auditor has signed the limited review/ audit report for the first three quarters of a financial year, the auditor before such resignation, has issued the limited review/ audit report for the last quarter of such financial year as well as the audit report for such financial year.	NA	There was no such instance
2.	Other conditions relating to resignation of statutory auditor		



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	i. Reporting of concerns by Auditor with respect to the listed entity/its material subsidiary to the Audit Committee:	NA	There was no such instance
	a. In case of any concern with the management of the listed entity/material subsidiary such as non-availability of information / non-cooperation by the management which has hampered the audit process, the auditor has approached the Chairman of the Audit Committee of the listed entity and the Audit Committee shall receive such concern directly and immediately without specifically waiting for the quarterly Audit Committee meetings. b. In case the auditor proposes to resign, all concerns with respect to the proposed resignation, along with relevant documents has been brought to the notice of the Audit Committee. In cases where the proposed resignation is due to non-receipt of information / explanation from the company, the auditor has informed the Audit Committee the details of information/ explanation sought and not provided by the management, as applicable. c. The Audit Committee / Board of Directors, as the case may be, deliberated on the matter on receipt of such information from the auditor relating to the proposal to resign as mentioned above and communicate its views to the management and the auditor. ii. Disclaimer in case of non-receipt of information: The auditor has provided an appropriate disclaimer in its audit report, which is in accordance with the Standards of Auditing as specified by ICAI / NFRA, in case where the listed entity/ its material subsidiary has not provided information as required by the auditor.	NA	There was no such instance
3.	The listed entity / its material subsidiary has obtained information from the Auditor upon resignation, in the format as specified in Annexure- A in SEBI Circular CIR/CFD/CMD1/114/2019 dated 18th October, 2019.	NA	There was no such instance



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**Observations/Remarks by PCS are mandatory if the Compliance status is provided as 'No' or 'NA'*

II. I/we 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.	Secretarial Standards: The compliances of the listed entity are in accordance with the applicable Secretarial Standards (SS) issued by the Institute of Company Secretaries of India (ICSI), as notified by the Central Government under section 118(10) of the Companies Act, 2013 and mandatorily applicable.	Yes	None
2.	Adoption and timely updation of the Policies: 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	None
3.	Maintenance and disclosures on Website: - 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	None
4.	Disqualification of Director: 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	None





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Sr. No.	Particulars	Compliance Status (Yes/No/NA)	Observations/ Remarks by PCS*
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: (a) Identification of material subsidiary companies (b) Disclosure requirement of material as well as other subsidiaries	NA	The Company does not have any subsidiaries
6.	Preservation of Documents: 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.	Performance Evaluation: 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	None
8.	Related Party Transactions: (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	The Company took omnibus approval from the Audit Committee for all the related party transactions but for some of the material transactions, shareholder's approval is required
9.	Disclosure of events or information: 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





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10.	Prohibition of Insider Trading: The listed entity is in compliance with Regulation 3(5) & 3(6) SEBI (Prohibition of Insider Trading) Regulations, 2015	Yes	The Company was maintaining SDD in excel sheet till quarter ended on December 31, 2022. From January, 2023, the Company is maintaining SDD in software inhouse. Some lacks were noticed in identification of Designated persons and dates. Some suggestions are given for updation of information and entry in the software which are accepted by the concerned officer.
11.	Actions taken by SEBI or Stock Exchange(s), if any: 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 except as provided under separate paragraph mentioned above.	Yes	As per Point I (a) above
12.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	None	None

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 report 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.





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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.

Place: Indore

Date: May 30, 2023



Signature:

Name of PCS: CS Shweta Garg

FCS No.:5501

C P No.: 4984

PRC No. 2131/2022

UDIN : F005501E000431641