



May 24, 2022

To,

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| National Stock Exchange of India Limited 5 th Floor, Exchange Plaza, Plot No. C/1, G Block, Bandra Kurla Complex, Bandra (East) Mumbai-400051, NSE Code- V2RETAIL | BSE Limited 25th Floor, "Phiroze Jeejeebhoy Tower", Dalal Street, Fort, Mumbai-400001 BSE Code-532867 |
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Sub: Annual Secretarial Compliance Report for the year ended March 31, 2022

Dear Sir/Madam,

Pursuant to Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular Ref. No. CIR/CFD/CMD1/27/2019 dated 8th February, 2019, please find enclosed Annual Secretarial Compliance Report of the Company for the financial year ended on 31st March, 2022.

We request you to kindly take the above on record.

Thanking you,

Yours truly,
For V2 Retail Limited


Sudhir Kumar
Company Secretary & Compliance officer



Encl. : As above

SUNPREET & CO.

Formerly known as Sunpreet Singh & Associates

COMPANY SECRETARIES

OFFICE: WZ-283/241 VISHNU GARDEN, NEW DELHI-110018

M. NO: 9971443104, Email: sunpreet.manny@gmail.com

SECRETARIAL COMPLIANCE REPORT OF V2 RETAIL LIMITED FOR THE YEAR ENDED MARCH 31, 2022

(Pursuant to SEBI Circular CIR/CFD/CMD1/27/2019 February 08, 2019)

I, Sunpreet Singh, Practicing Company Secretary, Proprietor of M/s Sunpreet & Co., Company Secretaries have examined:

- all the documents and records made available to us and explanation provided by M/s **V2 Retail Limited** ("the listed entity"),
- the filings/ submissions made by the listed entity to the stock exchanges,
- website of the listed entity,
- any other document/ filing, as may be relevant, which has been relied upon to make this certification,

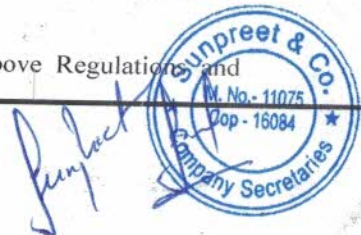
For the year ended **March 31, 2022** ("Review Period") in respect of compliance with the provisions of:

- the Securities and Exchange Board of India Act, 1992 ("SEBI Act") and the Regulations, circulars, guidelines issued thereunder; and
- 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)**
 - Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not Applicable)**
 - Securities and Exchange Board of India (Issue and Listing of Non- Convertible Securities) Regulations, 2021; **(Not Applicable)**
 - Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - and other regulations as applicable) and circulars/guidelines issued thereunder;
- And based on the above examination, I/We hereby report that, during the Review Period:

- The listed entity has complied with the provisions of the above Regulations and



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circulars/ guidelines issued thereunder, except in respect of matters specified below:-

| S No. | Compliance Requirement (Regulations/ circulars / guidelines including specific clause) | Deviations | Observations/ Remarks |
|-------|--|------------|-----------------------|
| N.A. | | | |

- a) 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/our examination of those records.
- b) 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:

| 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, if any. |
|---------|-----------------|----------------------|---|--|
| N.A. | | | | |

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

| Sr. No. | Observations of the Practicing Company Secretary in the previous reports | Observations made in the secretarial compliance report for the year ended... (The years are to be mentioned) | Actions taken by the listed entity, if any | Comments of the Practicing Company Secretary on the actions taken by the listed entity |
|---------|--|---|--|--|
| N.A. | | | | |

Place: New Delhi

Date: 21.05.2022

For Sunpreet & Co.
Formerly known as Sunpreet Singh & Associates
Company Secretaries



(Sunpreet Singh)

M. No. F11075

C.P. No. 16084

UDIN: F011075D000361205

Firm Unique Code S2016DE418400