



Ref. No. CS/S/L-569/2022-23

PRICE "LESS" FASHION

26th May, 2022

<p>To: The Listing Department NATIONAL STOCK EXCHANGE OF INDIA LIMITED "Exchange Plaza" Bandra-Kurla Complex Bandra (E), Mumbai - 400 051 Scrip Code: VMART Fax: 022-26598120 Email: cmlist@nse.co.in</p>	<p>To: The Corporate Relationship Department THE BSE LTD Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai - 400 001 Scrip Code: 534976 Fax: 022-22723121 Email: corp.relations@bseindia.com</p>
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Sub: Annual Secretarial Compliance Report Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015

Dear Sir/Madam,

Pursuant to Regulation 24A of the SEBI (LODR) Regulations, 2015, read with SEBI Circular No. CIR/CFD/CMD1//27/2019 dated February 8, 2019, please find enclosed herewith the Annual Secretarial Compliance Report of the Company for the financial year ended March 31, 2022.

We request you to kindly take the above information on record.

Thanking you,

Your Truly
For V-Mart Retail Limited


Megha Tandon
Company Secretary & Compliance Officer

Encl.:- As Above

V-MART RETAIL LTD.

CIN- L51909DL2002PLC163727

Corporate Office : Plot No. 862, Udyog Vihar, Industrial Area Phase V, Gurgaon - 122 016 (Haryana)
Tel. : 0124-4640030, Fax No. : 0124-4640046 • Email : info@vmart.co.in • Website : www.vmart.co.in
Registered Office : 610-611, Guru Ram Dass Nagar, Main Market, Opp. SBI Bank, Laxmi Nagar, New Delhi - 110092

To,
The Board of Directors,
V-MART RETAIL LIMITED
CIN: L51909DL2002PLC163727
610-611, Guru Ram Dass Nagar, Main Market,
Opp. SBI Bank, Laxmi Nagar,
New Delhi (East Delhi) -110092, India

We have been engaged by V-Mart Retail Limited (hereinafter referred to as 'the Company') bearing CIN: L51909DL2002PLC163727 whose equity shares are listed on National Stock Exchange of India Limited and BSE Limited to conduct a verification in terms of SEBI's Circular No. CIR/CFD/CMD1/27/2019 dated 08th February, 2019 read with Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and to issue the Annual Secretarial Compliance Report thereon.

It is the responsibility of the management of the Company to maintain records, devise proper systems to ensure compliance with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and to ensure that the systems are adequate and are operating effectively.

Our responsibility is to verify compliances by the Company with provisions of all applicable SEBI Regulations and circulars/guidelines issued there under from time to time and issue a report thereon.

Our audit was conducted in accordance with Guidance Note on Annual Secretarial Compliance Report issued by the Institute of Company Secretaries of India and in a manner, which involved such examinations and verifications as considered necessary and adequate for the said purpose.


We conducted the audit by examining the secretarial records including minutes, documents, registers, intimation sent to the stock exchanges other records and returns related to the applicable laws on the Company etc. received via electronic means. The management has confirmed that the records submitted to us are true and correct. We have also relied upon representation given by the management of the company for certain areas which otherwise requires physical verification.

Annual Secretarial Compliance Report is enclosed.

FOR VKC & ASSOCIATES

(Company Secretaries)

Unique Code: P2018DE077000


CS Ishan Khanna

Partner

ACS No. 53517

C P No. 24258



Regd. Office

D-38, LGF (L/S), South Extension Part - II
New Delhi - 110049, India
+91 11 49121644,45, +91 9999233556
pcs@vkcindia.com, www.vkcindia.com

SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2022

[Pursuant to SEBI Circular No: CIR/CFD/CMD1/27/2019 dt. 8th February, 2019 & Regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]

We M/s VKC & Associates, Company Secretaries have examined:

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

for the year ended 31st March, 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; **Not Applicable**
- 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 Non-Convertible Securities) Regulations, 2021; **Not Applicable**
- Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/guidelines issued thereunder;

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

- The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued there under, except in respect of matters specified below:

Sr. No	Compliance Requirement (Regulations/ circulars /guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
	Nil*	Nil	Nil

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- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars including Circular/guidelines issued thereunder in so far as it appears from our examination of those records. Further, the Company has complied with the Circular No. CIR/CFD/CMD1/114/2019 dated October 18, 2019.
- (c) As per explanation and information given to us, 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.
	NIL	NIL	NIL	NIL

- (d) 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 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
Not Applicable as there was no observations of the Practicing Company Secretary in the previous reports				

Note: *During the Period under review the Company has levied a penalty of Rs. 10,000 and issued Warning Letter to the Employee of the Company for Violation of Code of Conduct to Regulate, Monitor & Report Trading by Insiders.



FOR VKC & ASSOCIATES

(Company Secretaries)

Unique Code: P2018DE077000

Ishan Khanna

CS Ishan Khanna

Partner

ACS No. 53517

C P No. 24258

UDIN: A053517D000338912

Date: 25/05/2022

Place: New Delhi