



Ref. No. CS/S/L-419/ 2020-21

24<sup>th</sup> June, 2020

To,

<p>To: The Listing Department <b>NATIONAL STOCK EXCHANGE OF INDIA LIMITED</b> "Exchange Plaza" Bandra-Kurla Complex Bandra (E), Mumbai-400 051 <b>Scrip Code: VMART</b> Fax: 022-26598120 Email: cmlist@nse.co.in</p>	<p>To: The Corporate Relationship Department <b>THE BSE LIMITED</b> Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 <b>Scrip code: 534976</b> Fax: 022-22723121 Email: corp.relations@bseindia.com</p>
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**Sub: Annual Secretarial Compliance Report Pursuant to Securities and Exchange Board of India Circular CIR/CFD/CMD1/27/2019.**

Sir,

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, 2020.

We request you to kindly take the same on record.

Thanking you

Yours truly,

**For V-Mart Retail Ltd.**



**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 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.

**Annual Secretarial Compliance Report is enclosed.**



For VKC & Associates  
(Company Secretaries)

CS Mohit K Dixit  
Partner  
Membership. No 49021  
C.P. No - 17827

**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 31.03.2020**

[Pursuant to SEBI Circular No: CIR/CFD/CMD1/27/2019 dt. 8<sup>th</sup> February, 2019]

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

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

for the year ended 31<sup>st</sup> March, 2020 (“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; **Not Applicable**
- (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; **Not Applicable**
- (e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;
- (f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **Not Applicable**
- (g) Securities and Exchange Board of India (Issue and Listing of Non- Convertible and Redeemable Preference Shares) Regulations, 2013; **Not Applicable**
- (h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015; and circulars/ guidelines issued thereunder;

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

- (a) 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

- (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 31.03.2019	Actions taken by the listed entity, if any	Comments of the Practicing Company Secretary on the actions taken by the listed entity
<b>Not Applicable as there was no observations of the Practicing Company Secretary in the previous reports</b>				

Note : Pursuant to concurrent orders of National Disaster Management Authority (1-29/2020-PP) and Ministry of Home Affairs (No.40-3/2020-DM-I(A) dt. 24<sup>th</sup> March, 2020, the Government of India has announced nationwide Lockdown to fight against COVID-19 Epidemic. Due to which, the operations of the Company got disrupted and the disclosure was required under Regulation 30 (4) read with Para (b) of Part A of Schedule III of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

As informed by the management, pursuant to the Company's Policy for determine the materiality of events, the Company has evaluated that a nationwide lockdown was a publicly known fact which affected all types of Companies and it is not a Company's Specific Event. Therefore, the Company has made an intimation to Stock Exchanges after evaluating the impact of lockdown on operations and identification of stores providing essential commodities across India.



For VKC & Associates  
(Company Secretaries)

A handwritten signature in blue ink, appearing to be 'M. K. Dixit', written over a horizontal line.

CS Mohit K Dixit  
Partner

Membership. No 49021

C.P. No – 17827

UDIN: A049021B000287985

May 29, 2020  
New Delhi