



PRICE "LESS" FASHION

29th May, 2019

Ref. No. CS/S/L-340/ 2019-20

To,

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

To:
The Corporate Relationship Department
THE BSE LIMITED
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai-400 001
Scrip code: 534976
Fax: 022-22723121
Email: corp.relations@bseindia.com

Sub: Annual Secretarial Compliance Report Pursuant to Securities and Exchange Board of India Circular CIR/CFD/CMD1/27/2019.

Sir,

In terms of Clause 3(b)(iii) of Securities and Exchange Board of India Circular CIR/CFD/CMD1/27/2019, dated 8th February, 2019 we are submitting herewith the Annual Secretarial Compliance Report of the Company for the year ended 31st March, 2019, issued by M/s VKC & Associates, Practising Company Secretaries and Secretarial Auditors of the Company. We are enclosing the copy of the same.

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

Thanking you

Yours truly,

For V-Mart Retail Limited

Megha Tandon
Company Secretary

Encl: as above

V-MART RETAIL LTD.

CIN- L51909DL2002PLC163727

Corporate Office : Plot No. 862, Udyog Vihar, Industrial Area Phase V, Gurgaon - 122015

SECRETARIAL COMPLIANCE REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2019

[Pursuant to SEBI Circular No: CIR/CFD/CMD1/27/2019 Dt. 8th February 2019]

To,
The Members,
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 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 31st March 2019 ("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**

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



- (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.

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 thereunder, except in respect of the matters specified below:-

Sr. No.	Compliance Requirements (Regulations/ Circulars /Guidelines including specific Clause)	Deviations	Observations /remarks of the Practicing Company Secretary
NIL	NIL	NIL	NIL

- (b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder insofar as it appears from our examination of those records.
- (c) The following are the details of action 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 Practicing Company Secretary, if any
NIL	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 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 action taken by listed entity
Not Applicable considering it is the first year of implementation of this report				



FOR VKC & ASSOCIATES
(Company Secretaries)

CS Mohit K Dixit
Partner

ACS No: 49021
CP No: 17827

Date: May 27, 2019
Place: New Delhi