



May 21, 2024

To,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C-1,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051

NSE Symbol: MANYAVAR

To,
BSE Limited
Dept. of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400001
BSE Scrip Code: 543463

Dear Sir/Madam,

Sub: Annual Secretarial Compliance Report of Vedant Fashions Limited (the "Company") for the year ended March 31, 2024

Ref: Compliance under Regulation 24A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations")

With reference to the captioned and in accordance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019 read with Notices and Circulars issued by SEBI, BSE and NSE from time to time, please find enclosed the Annual Secretarial Compliance Report of the Company dated May 17, 2024, as issued by **M/s Vivek Mishra & Co.**, a Firm of Company Secretaries (PCS) and the Secretarial Auditor of the Company, for the financial year ended 31st March, 2024.

The aforesaid report will also be hosted on the website of the Company at www.vedantfashions.com.

We request you to kindly take the aforesaid information on record and disseminate the same on your respective websites.

Thanking you.

For, **Vedant Fashions Limited**

Navin Pareek
Company Secretary and Compliance Officer
ICSI Memb. No.: F10672

Encl – As above



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A Firm of Company Secretaries

**SECRETARIAL COMPLIANCE REPORT OF VEDANT FASHIONS LIMITED FOR THE
FINANCIAL YEAR ENDED MARCH 31, 2024**

I/We **Vivek Mishra & Co.** have examined:

- (a) all the documents and records made available to us and explanation provided by **VEDANT FASHIONS LIMITED** (“the listed entity” or “the Company”),
- (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 certification,

for the year ended **MARCH 31, 2024** (“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) the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018; **To the extent applicable to the Company**
- (c) the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011; **To the extent applicable to the Company**
- (d) the Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; **Not applicable to the Company during the Review Period**
- (e) the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
- (f) the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable to the Company during the Review Period**
- (g) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

and circulars/guidelines issued thereunder;



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(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/ guide- lines 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
NIL										

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

Sr. No	Observations/ Remarks 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)	Compliance Requirement (Regulations/ circulars/ guidelines including specific clause)	Details of violation / deviations and actions taken / penalty imposed, if any, on the listed entity	Remedial actions, if any, taken by the listed entity	Comments of the PCS on the actions taken by the listed entity
(a)	Clarification was sought on the voting done by Promoter and Promoter Group even though it was stated that they were interested in the respective resolution(s) in Annual General Meeting (AGM) of 2022 and the Company has duly replied to the Exchange	March 31, 2023	Voting by Promoter/ Promoter Group in AGM held on 8th Sept. 2022 pursuant to Relevant Regulation(s) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	Clarification was sought on the voting done by Promoter and Promoter Group even though it was stated that they were interested in the respective resolution(s) in Annual General Meeting (AGM) of 2022 No penalty was imposed on the listed entity	The Company has clarified that the interest of the promoter(s) in Resolution Nos. 3 and 5 were only up to the extent of appointment/ reappointment of person(s) belonging to Promoter group. Also, they were not material Related Party Transaction as per Regulation 23 of SEBI (LODR) Regulations, 2015, therefore, there was no restriction on the part of promoter/promoter group to vote in favour of the said	Since the submission, no remark(s) has been received from the Exchange



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					Resolutions.	
(b)	The Exchange had observed that quorum was not present in a meeting of Audit Committee held on Nov 07, 2022 as shown by the Company in the CG Report and the Company has duly replied to the Exchange.	March 31, 2023	Corporate Governance Report filed by Company for the quarter ended Dec. 31, 2022 (“CG Report”) pursuant to Regulation 27(2)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015	The Exchange had observed that quorum was not meeting in a meeting of Audit Committee held on Nov. 07, 2022 as shown by the Company in the CG Report. No penalty was imposed on the listed entity	The Company responded that due to unavailability of quorum, the said meeting was not considered and treated as cancelled. However, the date/details of the said Meeting was inadvertently disclosed in the CG Report. Resubmission of the CG Report was requested.	Upon being allowed by the Exchange, the Company resubmitted the CG Report after removing the details of the said meeting. Since then, no remark(s) has been received from the Exchange

(c) 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	The Company has complied the same.



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2.	Adoption and timely updation of the Policies: <ul style="list-style-type: none">● 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	The Company has complied the same.
3.	Maintenance and disclosures on Website: <ul style="list-style-type: none">● 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	The Company has complied the same.
4.	Disqualification of Director: <p>None of the Director(s) of the Company is/ are disqualified under Section 164 of Companies Act, 2013 as confirmed by the listed entity.</p>	YES	None of the Directors are disqualified.
5.	Details related to Subsidiaries of listed entities have been examined w.r.t.: <ul style="list-style-type: none">(a) Identification of material subsidiary companies(b) Disclosure requirement of material as well as other subsidiaries	YES	The listed entity does not have a material Subsidiary Company and thus disclosure requirements of material subsidiary are not required to be undertaken. However, the disclosure with respect to the subsidiary of the listed entity has been made.
6.	Preservation of Documents: <p>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.</p>	YES	The Company has complied the same.



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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	The Company has conducted the performance evaluation of the Board, Independent Directors and the Committees during the year.
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 listed entity has obtained prior approval of Audit Committee for all related party transactions.
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	The Company has complied the same
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 has complied the same.
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 herein (**).	YES	No action(s) has been taken against the listed entity/its promoters/ directors/ subsidiaries either by SEBI or by the Stock Exchanges.
12.	Resignation of statutory auditors from the listed entity or its material subsidiaries In case of resignation of statutory auditor from the listed entity or any of its material subsidiaries during the financial year, the listed entity and / or its material subsidiary(ies) has / have complied with paragraph 6.1 and 6.2 of section V-D of chapter V of the Master Circular on compliance with the provisions of the LODR	NA	The auditor of the listed entity has not resigned during the period under review.



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	Regulations by listed entities.		
13.	Additional Non-compliances, if any: No additional non-compliance observed for any SEBI regulation/circular/guidance note etc.	YES	NA

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

For Vivek Mishra & Co.
(a Firm of Company Secretaries)

VIVEK MISHRA Digitally signed
by VIVEK MISHRA
Date: 2024.05.17
18:15:40 +05'30'

CS Vivek Mishra
Partner

FCS No.: 8540 | COP: 17218
Peer Review No.: 1720/2022
UDIN: F008540F000392957

Date: 17.05.2024
Place: Kolkata