

General information about company

Scrip code	543463
NSE Symbol	MANYAVAR
MSEI Symbol	NOTLISTED
ISIN	INE825V01034
Name of the entity	VEDANT FASHIONS LIMITED
Date of start of financial year	01-04-2021
Date of end of financial year	31-03-2022
Reporting Quarter	Yearly
Date of Report	31-03-2022
Risk management committee	Applicable
Market Capitalisation as per immediate previous Financial Year	Top 500 listed entities

Annexure I

Annexure I to be submitted by listed entity on quarterly basis

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Yes

Whether Chairperson is related to MD or CEO

Yes

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
1	Mr	Ravi Modi	ADTPM5363Q	00361853	Executive Director	Chairperson related to Promoter	MD	13-03-1977	NA		24-05-2002	28-08-2021			1	0	2	0		
2	Mrs	Shilpi Modi	AEXPM7841J	00361954	Executive Director	Not Applicable		18-09-1978	NA		24-05-2002	28-08-2021			1	0	1	0		
3	Mr	Sunish Sharma	ATEPS8733M	00274432	Non-Executive - Nominee Director	Not Applicable		25-10-1974	NA		24-08-2017				2	0	0	0		
4	Mr	Manish Mahendra Choksi	AABPC4898B	00026496	Non-Executive - Independent Director	Not Applicable		12-09-1967	NA		06-09-2021			7	2	1	3	0		

I. Composition of Board of Directors

Disclosure of notes on composition of board of directors explanatory

Whether the listed entity has a Regular Chairperson

Sr	Title (Mr / Ms)	Name of the Director	PAN	DIN	Category 1 of directors	Category 2 of directors	Category 3 of directors	Date of Birth	Whether special resolution passed? [Refer Reg. 17(1A) of Listing Regulations]	Date of passing special resolution	Initial Date of appointment	Date of Re-appointment	Date of cessation	Tenure of director (in months)	No of Directorship in listed entities including this listed entity (Refer Regulation 17A of Listing Regulations)	No of Independent Directorship in listed entities including this listed entity (Refer Regulation 17A(1) of Listing Regulations)	Number of memberships in Audit/ Stakeholder Committee(s) including this listed entity (Refer Regulation 26(1) of Listing Regulations)	No of post of Chairperson in Audit/ Stakeholder Committee held in listed entities including this listed entity (Refer Regulation 26(1) of Listing Regulations)	Notes for not providing PAN	Notes for not providing DIN
5	Mr	Tarun Puri	AASPP2156Q	02117623	Non-Executive - Independent Director	Not Applicable		25-02-1966	NA		06-09-2021			7	1	1	0	0		
6	Ms	Abanti Mitra	AKEPM7995C	02305893	Non-Executive - Independent Director	Not Applicable		08-07-1978	NA		06-09-2021			7	2	2	5	5		

Audit Committee Details							
Whether the Audit Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02305893	Abanti Mitra	Non-Executive - Independent Director	Chairperson	06-09-2021		
2	00026496	Manish Mahendra Choksi	Non-Executive - Independent Director	Member	06-09-2021		
3	00361853	Ravi Modi	Executive Director	Member	06-09-2021		

Nomination and remuneration committee							
Whether the Nomination and remuneration committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02117623	Tarun Puri	Non-Executive - Independent Director	Chairperson	06-09-2021		
2	00026496	Manish Mahendra Choksi	Non-Executive - Independent Director	Member	06-09-2021		
3	00274432	Sunish Sharma	Non-Executive - Nominee Director	Member	06-09-2021		

Stakeholders Relationship Committee							
Whether the Stakeholders Relationship Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	02305893	Abanti Mitra	Non-Executive - Independent Director	Chairperson	06-09-2021		
2	00361853	Ravi Modi	Executive Director	Member	06-09-2021		
3	00361954	Shilpi Modi	Executive Director	Member	06-09-2021		

Risk Management Committee							
Whether the Risk Management Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00361853	Ravi Modi	Executive Director	Chairperson	06-09-2021		
2	00026496	Manish Mahendra Choksi	Non Executive - Independent Director	Member	06-09-2021		
3	02117623	Tarun Puri	Non Executive - Independent Director	Member	06-09-2021		

Corporate Social Responsibility Committee							
Whether the Corporate Social Responsibility Committee has a Regular Chairperson					Yes		
Sr	DIN Number	Name of Committee members	Category 1 of directors	Category 2 of directors	Date of Appointment	Date of Cessation	Remarks
1	00361853	Ravi Modi	Executive Director	Chairperson	30-10-2014		
2	00361954	Shilpi Modi	Executive Director	Member	30-10-2014		
3	02117623	Tarun Puri	Non-Executive - Independent Director	Member	06-09-2021		

Other Committee						
Sr	DIN Number	Name of Committee members	Name of other committee	Category 1 of directors	Category 2 of directors	Remarks
1	00361853	Ravi Modi	IPO Committee	Executive Director	Chairperson	
2	00361954	Shilpi Modi	IPO Committee	Executive Director	Member	
3	00274432	Sunish Sharma	IPO Committee	Non-Executive - Nominee Director	Member	

Annexure 1**Annexure 1****III. Meeting of Board of Directors**

Disclosure of notes on meeting of board of directors explanatory							
Sr	Date(s) of meeting (if any) in the previous quarter	Date(s) of meeting (if any) in the current quarter	Maximum gap between any two consecutive (in number of days)	Notes for not providing Date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	16-10-2021				Yes	6	3
2	08-11-2021		22		Yes	6	3
3		22-01-2022	74		Yes	6	3
4		09-02-2022	17		Yes	6	3
5		28-02-2022	18		Yes	6	3
6		24-03-2022	23		Yes	6	3

Annexure 1

IV. Meeting of Committees

Disclosure of notes on meeting of committees explanatory								
Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
1	Audit Committee	08-11-2021				Yes	3	2
2	Audit Committee	25-01-2022	77			Yes	3	2
3	Audit Committee	28-02-2022	33			Yes	3	2
4	Audit Committee	24-03-2022	23			Yes	3	2
5	Nomination and remuneration committee	16-10-2021				Yes	3	2
6	Nomination and remuneration committee	24-03-2022				Yes	3	2

Annexure 1

IV. Meeting of Committees

Sr	Name of Committee	Date(s) of meeting (Enter dates of Previous quarter and Current quarter in chronological order)	Maximum gap between any two consecutive (in number of days)	Name of other committee	Reason for not providing date	Whether requirement of Quorum met (Yes/No)	Number of Directors present* (All directors including Independent Director)	No. of Independent Directors attending the meeting*
7	Stakeholders Relationship Committee	24-03-2022				Yes	3	1
8	Risk Management Committee	24-03-2022				Yes	3	2
9	Corporate Social Responsibility Committee	24-03-2022				Yes	3	1
10	Other Committee	22-01-2022		IPO Committee		Yes	3	0
11	Other Committee	03-02-2022		IPO Committee		Yes	3	0
12	Other Committee	09-02-2022		IPO Committee		Yes	3	0
13	Other Committee	11-02-2022		IPO Committee		Yes	3	0

Annexure 1

V. Related Party Transactions

Sr	Subject	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Whether prior approval of audit committee obtained	Yes	
2	Whether shareholder approval obtained for material RPT	NA	
3	Whether details of RPT entered into pursuant to omnibus approval have been reviewed by Audit Committee	NA	
Disclosure of notes on related party transactions			Textual Information(1)

Text Block

Textual Information(1)

Vedant Fashions Limited got listed on the stock exchanges on 16th February, 2022; hence the regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 were not applicable mentioned date.

However, the Company has obtained necessary approvals for related party transactions under the provisions of Companies Act, 2013 in the meeting of Board of Directors held on 25th June, 2021, save and except revision in the existing limit for one related party transaction with M/s Shenayah Retail Stores Private Limited (related party of the Company), in the ongoing financial year, done post listing via prior approval of audit committee meeting held on 28th February, 2022.

Annexure 1

VI. Affirmations

Sr	Subject	Compliance status (Yes/No)
1	The composition of Board of Directors is in terms of SEBI (Listing obligations and disclosure requirements) Regulations, 2015	Yes
2	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015 a. Audit Committee	Yes
3	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. b. Nomination & remuneration committee	Yes
4	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. c. Stakeholders relationship committee	Yes
5	The composition of the following committees is in terms of SEBI(Listing obligations and disclosure requirements) Regulations, 2015. d. Risk management committee (applicable to the top 500 listed entities)	Yes
6	The committee members have been made aware of their powers, role and responsibilities as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
7	The meetings of the board of directors and the above committees have been conducted in the manner as specified in SEBI (Listing obligations and disclosure requirements) Regulations, 2015.	Yes
8	This report and/or the report submitted in the previous quarter has been placed before Board of Directors.	No
9	Any comments/observations/advice of Board of Directors may be mentioned here:	Textual Information(1)

Annexure 1

Sr	Subject	Compliance status
1	Name of signatory	Navin Pareek
2	Designation	Company Secretary and Compliance Officer

Text Block

Textual Information(1)

Vedant Fashions Limited got listed on 16th February, 2022, and this is the first quarter after listing. Corporate Governance Report for the quarter and year ended 31st March 2022 will be placed before the Board of Directors in the Board Meeting(s) to be held later.

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
1	Details of business	Yes		www.vedantfashions.com
2	Terms and conditions of appointment of independent directors	Yes		www.vedantfashions.com
3	Composition of various committees of board of directors	Yes		www.vedantfashions.com
4	Code of conduct of board of directors and senior management personnel	Yes		www.vedantfashions.com
5	Details of establishment of vigil mechanism/ Whistle Blower policy	Yes		www.vedantfashions.com
6	Criteria of making payments to non-executive directors	Yes		www.vedantfashions.com
7	Policy on dealing with related party transactions	Yes		www.vedantfashions.com
8	Policy for determining 'material' subsidiaries	Yes		www.vedantfashions.com
9	Details of familiarization programmes imparted to independent directors	Yes		www.vedantfashions.com

Annexure II**Annexure II to be submitted by listed entity at the end of the financial year (for the whole of financial year)****I. Disclosure on website in terms of Listing Regulations**

Sr	Item	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.	Web address
10	Contact information of the designated officials of the listed entity who are responsible for assisting and handling investor grievances	Yes		www.vedantfashions.com
11	email address for grievance redressal and other relevant details	Yes		www.vedantfashions.com
12	Financial results	Yes		www.vedantfashions.com
13	Shareholding pattern	Yes		www.vedantfashions.com
14	Details of agreements entered into with the media companies and/or their associates	NA		
15	Schedule of analyst or institutional investor meet and presentations made by the listed entity to analysts or institutional investors simultaneously with submission to stock exchange	Yes		www.vedantfashions.com
16	New name and the old name of the listed entity	Yes		www.vedantfashions.com
17	Advertisements as per regulation 47 (1)	Yes		www.vedantfashions.com
18	Credit rating or revision in credit rating obtained	Yes		www.vedantfashions.com
19	Separate audited financial statements of each subsidiary of the listed entity in respect of a relevant financial year	Yes		www.vedantfashions.com
20	Whether company has provided information under separate section on its website as per Regulation 46(2)	Yes		www.vedantfashions.com
21	Materiality Policy as per Regulation 30	Yes		www.vedantfashions.com
22	Dividend Distribution policy as per Regulation 43A (as applicable)	Yes		www.vedantfashions.com
23	It is certified that these contents on the website of the listed entity are correct	Yes		www.vedantfashions.com

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
1	Independent director(s) have been appointed in terms of specified criteria of 'independence' and/or 'eligibility'	16(1)(b) & 25(6)	Yes	
2	Board composition	17(1), 17(1A) & 17(1B)	Yes	
3	Meeting of Board of directors	17(2)	Yes	
4	Quorum of Board meeting	17(2A)	Yes	
5	Review of Compliance Reports	17(3)	NA	
6	Plans for orderly succession for appointments	17(4)	Yes	
7	Code of Conduct	17(5)	Yes	
8	Fees/compensation	17(6)	Yes	
9	Minimum Information	17(7)	Yes	
10	Compliance Certificate	17(8)	NA	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
11	Risk Assessment & Management	17(9)	Yes	
12	Performance Evaluation of Independent Directors	17(10)	NA	
13	Recommendation of Board	17(11)	Yes	
14	Maximum number of Directorships	17A	Yes	
15	Composition of Audit Committee	18(1)	Yes	
16	Meeting of Audit Committee	18(2)	Yes	
17	Composition of nomination & remuneration committee	19(1) & (2)	Yes	
18	Quorum of Nomination and Remuneration Committee meeting	19(2A)	Yes	
19	Meeting of Nomination and Remuneration Committee	19(3A)	Yes	
20	Composition of Stakeholder Relationship Committee	20(1), 20(2) & 20(2A)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
21	Meeting of Stakeholders Relationship Committee	20(3A)	Yes	
22	Composition and role of risk management committee	21(1),(2),(3),(4)	Yes	
23	Meeting of Risk Management Committee	21(3A)	Yes	
24	Vigil Mechanism	22	Yes	
25	Policy for related party Transaction	23(1),(1A),(5), (6),(7) & (8)	Yes	
26	Prior or Omnibus approval of Audit Committee for all related party transactions	23(2), (3)	Yes	
27	Approval for material related party transactions	23(4)	NA	
28	Disclosure of related party transactions on consolidated basis	23(9)	NA	
29	Composition of Board of Directors of unlisted material Subsidiary	24(1)	NA	
30	Other Corporate Governance requirements with respect to subsidiary of listed entity	24(2),(3),(4),(5) & (6)	Yes	

Annexure II

II. Annual Affirmations

Sr	Particulars	Regulation Number	Compliance status (Yes/No/NA)	If status is "No" details of non-compliance may be given here.
31	Annual Secretarial Compliance Report	24(A)	NA	
32	Alternate Director to Independent Director	25(1)	NA	
33	Maximum Tenure	25(2)	Yes	
34	Meeting of independent directors	25(3) & (4)	Yes	
35	Familiarization of independent directors	25(7)	Yes	
36	Declaration from Independent Director	25(8) & (9)	Yes	
37	D & O Insurance for Independent Directors	25(10)	Yes	
38	Memberships in Committees	26(1)	Yes	
39	Affirmation with compliance to code of conduct from members of Board of Directors and Senior management personnel	26(3)	NA	
40	Disclosure of Shareholding by Non-Executive Directors	26(4)	NA	
41	Policy with respect to Obligations of directors and senior management	26(2) & 26(5)	Yes	
	Any other information to be provided		Textual Information(1)	

Text Block

Textual Information(1)

In regard to point 26 please find the explanation below :

Vedant Fashions Limited got listed on the stock exchanges on 16th February, 2022; hence the regulations of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 were not applicable mentioned date.

However, the Company has obtained necessary approvals for related party transactions under the provisions of Companies Act, 2013 in the meeting of Board of Directors held on 25th June, 2021, save and except revision in the existing limit for one related party transaction with M/s Shenayah Retail Stores Private Limited (related party of the Company), in the ongoing financial year, done post listing via prior approval of audit committee meeting held on 28th February, 2022.

Annexure II

1	Name of signatory	Mr. Navin Pareek
2	Designation	Company Secretary and Compliance Officer

Annexure II

III. Affirmations

Sr	Particulars	Compliance status (Yes/No/NA)
1	The Listed Entity has approved Material Subsidiary Policy and the Corporate Governance requirements with respect to subsidiary of Listed Entity have been complied	Yes
	Any other information to be provided	

Annexure II

1	Name of signatory	Navin Pareek
2	Designation	Company Secretary and Compliance Officer

Additional Half yearly Disclosure

Applicability of disclosure	Not Applicable	
Reason for Non Applicability	Textual Information(1)	

Signatory Details

Name of signatory	Navin Pareek
Designation of person	Company Secretary and Compliance Officer
Place	Kolkata
Date	20-04-2022

