



May 30, 2022

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

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

NSE Symbol: MANYAVAR

BSE Scrip Code: 543463

Sir / Madam,

Sub: Annual Secretarial Compliance Report under regulation 24A of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), as amended, for the year ended March 31, 2022

With reference to the captioned and in accordance with SEBI Circular No. CIR/CFD/CMD1/27/2019 dated February 08, 2019, please find enclosed the Annual Secretarial Compliance Report of Vedant Fashions Limited ("the Company") for the year ended March 31, 2022, issued by M/s Vivek Mishra & Co., Practicing Company Secretaries and Secretarial Auditor of the Company.

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.

Yours faithfully,

For, **Vedant Fashions Limited**



Navin Pareek

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

Encl: as above



VIVEK MISHRA & CO.
A Firm of Company Secretaries

SECRETARIAL COMPLIANCE REPORT

of

VEDANT FASHIONS LIMITED

for the year ended 31st March 2022

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

We, Vivek Mishra & Co., a Firm of Company Secretaries, have examined:

- (a) all the documents and records made available to us, and explanation provided by **VEDANT FASHIONS LIMITED** having its registered office at 19, Canal South Road, Paridhan Garment Park, SDF-1, 4th Floor, A501-502, Kolkata – 700015, West Bengal (“the listed entity” or “the Company”),
- (b) the filings/submissions made by the Company to the stock exchanges,
- (c) website of the Company,
- (d) any other document / 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:

- (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, whichever were applicable to the Company, 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



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- (c) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
- (d) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015
- (e) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 / 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 Debt Securities) Regulations, 2008 – **Not applicable to the Company during the Review Period**
- (g) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013 – **Not applicable to the Company during the Review Period**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018 – **Not applicable to the Company during the Review Period**
- (i) The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 – **To the extent applicable to the Company** and circulars/guidelines issued thereunder;

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

- (a) the Company has complied with the provisions of the above Regulations and circulars/guidelines issued thereunder, except in respect of matters specified below: -

<i>Sr. No.</i>	<i>Compliance Requirement (regulations/ circulars /guidelines including specific clause)</i>	<i>Deviations</i>	<i>Observations/Remarks of the Practicing Company Secretary</i>
1.	Whether the Company has obtained in-principle approvals from the Stock Exchanges in the matter of issuance and allotment of the Equity Shares as per its approved ESOP Plan and resultant Scheme, in terms with Regulation 10(b) and Regulation 12(3)	ESOP “in Principle” approval required for allotment of equity shares of the Company	The Company had filed an application with the respective Stock Exchanges for their in-principle approval.



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Sr. No.	Compliance Requirement (regulations/ circulars /guidelines including specific clause)	Deviations	Observations/Remarks of the Practicing Company Secretary
	of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, read with Regulation 28 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.		

(b) the Company 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 actions taken against the Company/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 Company has taken the following actions to comply with the observations made in previous reports:



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<i>Sr. No.</i>	<i>Observations of the Practicing Company Secretary in the previous reports</i>	<i>Observations made in the secretarial compliance report for the Year ended....</i>	<i>Actions taken by the listed entity, if any</i>	<i>Comments of the Practicing Company Secretary on the actions taken by the listed entity</i>
	NA	NA	NA	NA

For, **Vivek Mishra & Co.**

(a Firm of Company Secretaries)

VIVEK Digitally
signed by
MISHRA VIVEK
MISHRA

CS Vivek Mishra, Partner

FCS No.: **8540** | COP: **17218**

Peer Review No.: **1720/2022**

UDIN: **F008540D000377436** dt. **25th May 2022**

Place: **Kolkata**