



VIVEK MISHRA & Co.
A Firm of Company Secretaries

To,
The Members,
VEDANT FASHIONS LIMITED
CIN: L51311WB2002PLC094677
Paridhan Garment Park 19 Canal South Road,
SDF-1,4th Floor, A501, -A502,
Kolkata- 700015

SUB: SECRETARIAL AUDITOR'S CERTIFICATE ON IMPLEMENTATION OF SHARE BASED EMPLOYEE BENEFIT SCHEME IN ACCORDANCE WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (SHARE BASED EMPLOYEE BENEFITS AND SWEAT EQUITY) REGULATIONS, 2021 AND TERMS OF RESOLUTION OF THE COMPANY PASSED IN THE GENERAL MEETING.

I, Vivek Mishra, Company Secretary in Practice have been appointed as the Secretarial Auditor of VEDANT FASHIONS LIMITED formerly known as Vedant Fashions Private Limited) bearing CIN: L51311WB2002PLC094677 (hereinafter called "the Company") and having its registered office at Paridhan Garment Park 19 Canal South Road, SDF-1,4th Floor, A501, -A502, Kolkata, West Bengal, India, 700015, vide a resolution passed at its meeting of the Board of Directors of the Company held on 11th November, 2022 for the financial year 2022-23. This certificate is issued under Regulation 13 of the Securities Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended from time to time (herein referred as "SEBI Regulations") for the year ended 31 March 2023.

Management's Responsibility:

1. The Company's management is responsible for compliance of conditions for Implementation of ESOP schemes in accordance with the SEBI Regulations and the resolutions passed by the members of the Company. This responsibility includes the design, implementation, and maintenance of ESOP Schemes relevant to the compliance of the conditions. The Management's responsibility includes collecting, collating and validating data and designing, implementing and monitoring of the process suitable for ensuring compliance of the ESOP Schemes with the above-mentioned SEBI Regulations.
2. Management is also responsible for maintaining the information and documents, which are required to be kept and maintained under the relevant laws and regulations and for providing all relevant information to the SEBI.

Secretarial Auditor's Responsibility:

3. Pursuant to the SEBI Regulations, it is my responsibility to provide reasonable assurance that the ESOP Schemes have been implemented in accordance with these SEBI Regulations and in

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accordance with the resolutions passed by the shareholders of the Company in the general meeting.

4. I have not performed an audit, the objective of which is the expression of an opinion on the financial statements, specified elements, accounts or items thereof, for the purpose of this certificate. Accordingly, I do not express such an opinion.

5. I have, for the purpose of issuing this certificate, examined:

a) VFL Employee Stock Option Scheme, 2018 – Scheme Pratham and the certified copy of the resolution passed by the shareholders of the Company at the Annual General Meeting held on 03rd September 2018.

Opinions

6. Based on the examination carried out by me and the information and explanations provided to me, I certify, to the best of my knowledge and belief, that the following Schemes) have been implemented, from the date of approval before the shareholders in accordance with the requirements of the SIBI Regulations and terms of the resolutions passed is the Company's general meeting and that the issue is being made in strict compliance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021

a) VFL Employee Stock Option Scheme, 2018 – Scheme Pratham and the certified copy of the resolution passed by the shareholders of the Company at the Annual General Meeting held on 03rd September 2018.

I confirm that the Information in this certificate is true and fair/correct and there is no untrue statement or omission which would render the contents of this certificate misleading in its form or context.

Assumption & Limitation of Scope and Review

1. Ensuring the authenticity of documents and information furnished is the responsibility of the Board of Directors of the Company
2. Our responsibility is to give certificate based upon our examination of relevant documents and information. It is neither an audit nor an investigation
3. This certificate is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company
4. This certificate is solely for your information, and it is not to be used, circulated, quoted, or otherwise referred to for any purpose other than for the Regulations.

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

Vivek Mishra



CS Vivek Mishra
Partner

Membership No.: FCS 8540

COP: 17218

Peer Review No.: 2000/2022

UDIN: F008540G001499238

Date: 28.04.2023