Ref. No. CS/S/L-889/2025-26 **4th July, 2025**

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 LTD** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400 001 **Scrip Code: 534976** Fax: 022-22723121 Email: corp.relations@bseindia.com

Sub: Integrated Annual Report for the Financial Year 2024-25

Dear Sir/Madam,

Pursuant to Regulation 30 & 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015, please find enclosed herewith the Integrated Annual Report of the Company for the Financial Year 2024-25 which inter-alia includes the Notice of the 23rd Annual General Meeting scheduled to be held on Tuesday, 29th July, 2025 at 11:00 A.M. through Video Conferencing ("VC")/ Other Audio Visual Means ("OAVM").

The same will be made available on the Company's website at www.vmart.co.in.

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

Thanking you,

Your Truly
For V-Mart Retail Limited

MEGHA TANDON
Digitally signed by MEGHA TANDON
Date: 2025.07.04 13:42:36 +05'30'

Megha Tandon
Company Secretary & Compliance Officer

Encl: As above

V MART

INNOVATE. EXPAND. TRANSFORM.

Integrated Annual Report
2024-25



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About the Report

Who We Are

V-Mart is a one-stop comprehensive fashion destination for families across Bharat, offering exceptional value and meeting diverse consumer needs with every purchase.

Scope and Reporting Boundary

We are pleased to present our 23rd Annual and 6th Integrated Report, offering a comprehensive insight into our Company's financial reporting and business operations, non-financial performance, stakeholder value creation, strategic framework, business model, and long-term value generation.

Reporting Framework

The financial and statutory data, presented in the Integrated Report & Annual Accounts for FY 2024-25, are in line with:

- The requirements of the Companies Act, 2013 (including the rules made thereunder)
- Indian Accounting Standards
- The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
- The Secretarial Standards issued by the Institute of Company Secretaries of India
- The report on ESG parameters is prepared following the International Financial Reporting Standards (IFRS)

This report is aligned with the following standards and frameworks:

- Global Reporting Initiative (GRI) Standards 2021
- United Nations Sustainable Development Goals (UN SDGs)

Reporting Period

The financial information presented in this report covers the period from April 1, 2024, to March 31, 2025 (unless stated otherwise).

Assessment

To ensure the integrity of facts and information, the Board of Directors and management have reviewed the Integrated Report, and GBAB & Associates has carried out an independent review of sustainability disclosures presented as a part of this Report. The Statutory Auditors, S.R. Batliboi & Co. LLP, Chartered Accountants, have assured the financial statements and their 'Independent Auditor's Report' has been duly incorporated as a part of this Report.

Our Approach to Materiality

We focus on critical material issues that substantially impact our value creation, business viability, and stakeholder engagement, informed by the wider economic, governance, social, and environmental landscape in which we operate.

Read more on page 34

ESG Commitments:

We establish definitive ESG goals to support our sustainable business framework. We manage natural resources judiciously to reduce environmental impact, protect ecosystems, and ensure long-term resilience. Sustainability is integral to our core values, directing our initiatives as we exemplify leadership and contribute to a more sustainable future.

Implementing our ESG commitments

- The Board governs our ESG commitments.
- The Stakeholders Relationship Committee of the Board oversees the execution of the ESG strategy and guides the management on its implementation.

Read more on page 40

Forward-Looking Statements

This report contains forward-looking statements regarding our business operations, including financial position, strategic goals, management strategies, and future objectives, excluding historical facts. These statements represent our current expectations based on reasonable assumptions, however, they do not constitute guarantees of future performance.

Navigating this Report

The icons denoting stakeholders and capitals throughout this Report highlight how integrated thinking underpins every aspect of our operations.

Capitals

- Financial
- Human
- Manufactured
- Social and Relationship
- Intellectual
- Natural

Stakeholder Ecosystem

- Customers
- Communities
- Shareholders
- Suppliers
- Employees

Sustainable Development Goals



Read more on page 271

Stakeholder Feedback

For any concerns or feedback, reach out at cs@vmart.co.in

Click or Scan for shareholders satisfaction survey

INNOVATE. EXPAND. TRANSFORM.*

FY2024–25 marked a defining chapter in V-Mart's journey—where a clear sense of purpose met bold execution. Our commitment to democratising fashion for emerging India remained unwavering, even as we embraced innovation, pursued strategic expansion, and transformed our capabilities to navigate the evolving needs of our customers and the dynamic retail landscape.

This year, we sharpened our customer focus. With aspirations rising across Bharat's heartland—despite subdued income growth and inflationary pressures—we doubled down on relevance, affordability, and agility. Our in-house design capabilities expanded significantly, empowering us to capture fast-evolving trends while delivering uncompromised value. A renewed emphasis on product quality, fit, and freshness led to deeper customer engagement and a significantly enhanced in-store experience.

We continued to make tough but necessary decisions—exiting underperforming stores, consolidating operations, and redirecting investments toward high-potential regions such as Uttar Pradesh, Bihar, and North-East states. These markets played a pivotal role in driving our market share gains and reinforcing our commitment to scalable, profitable growth amid the shift from unorganised to organised retail.

Our expansion remained disciplined, anchored in defined store formats, standardised sizing, and data-led location planning. The strong performance of new stores, even in previously challenging territories, validated our focused approach and underscored our ability to build a resilient, return-driven retail network.

Simultaneously, we accelerated our digital transformation to strengthen omnichannel capabilities and operational efficiency. Key initiatives included a Product Lifecycle Management (PLM) system for product development, AI-driven personalisation, a unified Auto Replenishment System (ARS) for inventory, and digitised workflows through a central data lake. Innovations like self-checkout, quicker deliveries, and AI-led merchandising are shaping a responsive, tech-enabled retail ecosystem aligned with our strategic goals.

Transformation also extended to sustainability. Our responsible sourcing practices reduced environmental impact, while energy-efficient infrastructure and solar installations furthered our journey toward net zero.

In every action, our intent was clear: to evolve not just as a retailer, but as a purpose-led ecosystem that creates enduring value—for customers, communities, and shareholders alike. We believe this integrated approach positions us strongly for the future.



OUR YEAR IN REVIEW

Economic

₹3,25,386
Revenue from Operations (₹ in Lakhs)
17% Y-o-Y ▲

₹4,577
Profit after Tax (₹ in Lakhs)
147% Y-o-Y ▲

₹37,711
EBITDA (₹ in Lakhs)
77% Y-o-Y ▲

₹81,018
Net Worth (₹ in Lakhs)
8% Y-o-Y ▲

Environmental

73 Lakhs Litres
(Waste water reusage at stores)

13,950
Saplings planted

83%
Cartons reused

736%
Increase in renewable energy

Social

12,185
Total Employees

1,176
MSME Vendors

2,68,705
Training Hours Attended

82%
Net Promoter Score (NPS)
(Collected from 20 Lakhs customers)

Operational

11%
Same Store Sales Growth (SSSG)

733
Footfall (in Lakhs)
33% Y-o-Y ▲

43
Retail Space (in Lakhs)
12% Y-o-Y ▲

497
Number of Stores
12% Y-o-Y ▼

ESG Ratings

Crisil a company of S&P Global
B+

CSRHUB®
72%

ESG Risk Assessments & Insights
65.7%

FASHIONING ASPIRATIONS OF YOUNG BHARAT

In FY 2024–25, we advanced our mission to democratise fashion by focusing on Gen Z consumers in Tier II and III cities. Rising incomes, digital exposure, and a growing desire for self-expression are reshaping demand in these markets. By offering trend-driven, affordable fashion with a focus on personalisation, we strengthened our appeal among young shoppers.

We added 62 new stores during the year, taking our total count to 497. Store formats were refreshed with improved layouts, digital displays, and curated fashion sections to align with Gen Z preferences.

In FY25, we also aligned our merchandise with emerging fashion trends—introducing bolder colours, graphic tees, streetwear-inspired styles, and influencer-driven designs that resonated strongly with younger consumers. Our 'Planogram to Instagram' initiative helped customers discover trending looks online and easily find them in stores, improving engagement and conversion.

We enhanced customer outreach through data-driven CRM, enabling personalised communication. By analysing regional preferences, we launched hyperlocal marketing and tailored promotions. A revamped loyalty programme drove higher retention and repeat visits.

We recorded a 17% year-on-year revenue growth, reaching ₹3,25,386 Lakhs. EBITDA grew by 77% to ₹37,711 Lakhs, while same-store sales rose 11% and footfall increased 33%, driven by a sharper product mix and better customer engagement

Operational efficiency improved through automation, which reduced stock processing time. Revamped supply chain facilities enabled faster inventory turnaround for high-demand products. Strategic sourcing helped us maintain competitive pricing.

Our digital channels saw steady growth through enhancements in e-commerce and social commerce. We also strengthened our sustainability practices with eco-friendly packaging and responsible sourcing across categories.



Summer vibes

CORPORATE OVERVIEW

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V-Mart at a Glance

Fashion without Limits

We are a trusted destination for India's youth and young families, offering a diverse range of affordable, stylish products catering to evolving customer aspirations. Focused on delivering value and enhancing the shopping experience, we serve fashion-conscious consumers, especially in India's emerging towns. As proponents of 'value retailing,' we remain committed to offering accessible, quality products, ensuring customer satisfaction.



Cities
309

States (including UT)
27

Strategic Framework

Our Business Segments

Read more on page 12


Apparel


Non-Apparel


General Merchandise

Our Stakeholders

Suppliers | Customers | Communities | Shareholders | Employees

Strategic Pillars

Growth Maximising
Revenue Across the Operating Portfolio

Scalable
Building an Intelligent, Future-Ready Growth Engine

Sustained Competitive Advantage
Cementing Distinctiveness in a Crowded Market

Compliance & ESG
Driving Responsible Growth with Environmental and Governance Excellence

Key Strength

- Consistent Track Record of Growth
- Streamlined Operating Efficiency
- Extensive Presence in Thriving States and Tier II/III/IV Cities
- Strong Brand Recognition and Consumer Insights
- Robust Sourcing and Vendor Management
- Strong Governance structure

Our Values

Customer Centricity
We act with a 'Customer First' mindset

Commitment
We consistently own & strive to achieve V-Mart's Goals

Agility
We act with speed to learn, adapt & execute

Prudence
We deliver value to our stakeholders by being cost-conscious

Integrity
We exhibit organisational Code of Conduct & comply to process

Guiding Principles

Belief
We believe that looking good and living joyfully should not cost too much and should be afforded by every human being on earth

Purpose
We exist to fulfil people's aspirations and create value for the entire ecosystem

Vision
Be the #1 value fashion omni-retailer of Bharat

Mission
To serve the youth & young Indian families in Tier 2 / 3 cities by providing them with the best possible value, as well as the widest possible range in a convenient environment supported by a digital shopping experience

Product Portfolio

Where Diversity Meets Affordability

We take pride in offering a wide assortment of high-quality, affordable products tailored to the diverse needs of every family member. Aligned with the aspirations of India's evolving, vibrant market, we strive to fulfil customers' desires across segments, cultures, and geographies.

Our Business Segments



APPAREL

We offer quality apparel at affordable prices, delivering great value and reinforcing our position as a trusted fashion destination.

₹2,52,803 Lakhs
Revenue

₹354
Average Selling Price

79%
Revenue Share



NON-APPAREL

We offer a curated range of footwear, accessories, toys, and home essentials, thoughtfully selected to meet evolving customer needs and supplementing fashion requirements.

₹32,871 Lakhs
Revenue

10%
Revenue Share



GENERAL MERCHANDISE

We offer a wide range of packaged food, non-food, and staples, ensuring families have reliable access to everyday essentials at selected locations.

₹35,174 Lakhs
Revenue

11%
Revenue Share

Our Product Portfolio

Apparel

Men
- Casual Wear
- Formal Wear
- Ethnic Wear
- Sports And Active Wear
- Inner Wear

Women
- Western Wear
- Ethnic Wear
- Sports And Active Wear
- Inner Wear
- Night Wear

Kids
- Boys
- Girls
- Infants
- Inner Wear
- Accessories

Non-Apparel

- Beauty and Fashion Accessories
- Footwear
- Home Needs
- Bags/Luggage
- Tech wearables and audio accessories

General Merchandise

- Packaged Food
- Staples
- FMCG

Our Brands and Private Labels

64%
Private Label Revenue Share of Apparel Sale

Journey Through the Years

Aspirational Growth. Enduring Values

2022
Acquired 74 'Unlimited' retail stores, to expand in South India | Received Golden Peacock Award for Corporate Governance

2023
Acquired LimeRoad | Completed 20 years of excellence

2017
Crossed ₹1,000 Crores total revenue milestone

2018
Embarked on expanding in Tier-4 towns

2003
Opened our first store in the state of Gujarat



2024
Future-ready owned warehouse operationalised

2021
Raised ₹ 37,500 Lakhs through QIP

2016
Retail footprint exceeds 10 Lakhs sq. ft. across 123 stores in 106 cities

2002
Incorporated as Varin Commercial Private Limited

2008
Converted into a Public Limited Company, PE Investment by Naman Finance (Aditya Birla Capital)

2025
Received the 24th ICSI National Award for Excellence in Corporate Governance | Received the LACP Vision Award 2024 for Annual Report (Worldwide Platinum Winner, Global Rank 46, Technical Achievement Award)

2020
Launched our e-commerce channel – 'vmartretail.com'

2013
IPO – Enlisted as a public company

2019
Received the 'Transforming India Retail Award' by the Ministry of Textiles

Presence

Scaling with Discipline

Our journey from a single-store origin to a multi-regional leader has been remarkable, stimulated by a unique cluster strategy driving our nationwide expansion. In FY 2024-25, we opened 62 new stores, further strengthening our omnichannel capabilities, to deliver seamless customer engagement across all platforms.



Total Active Customer Base
163 Lakhs

Total Stores
497

Cities Presence
309

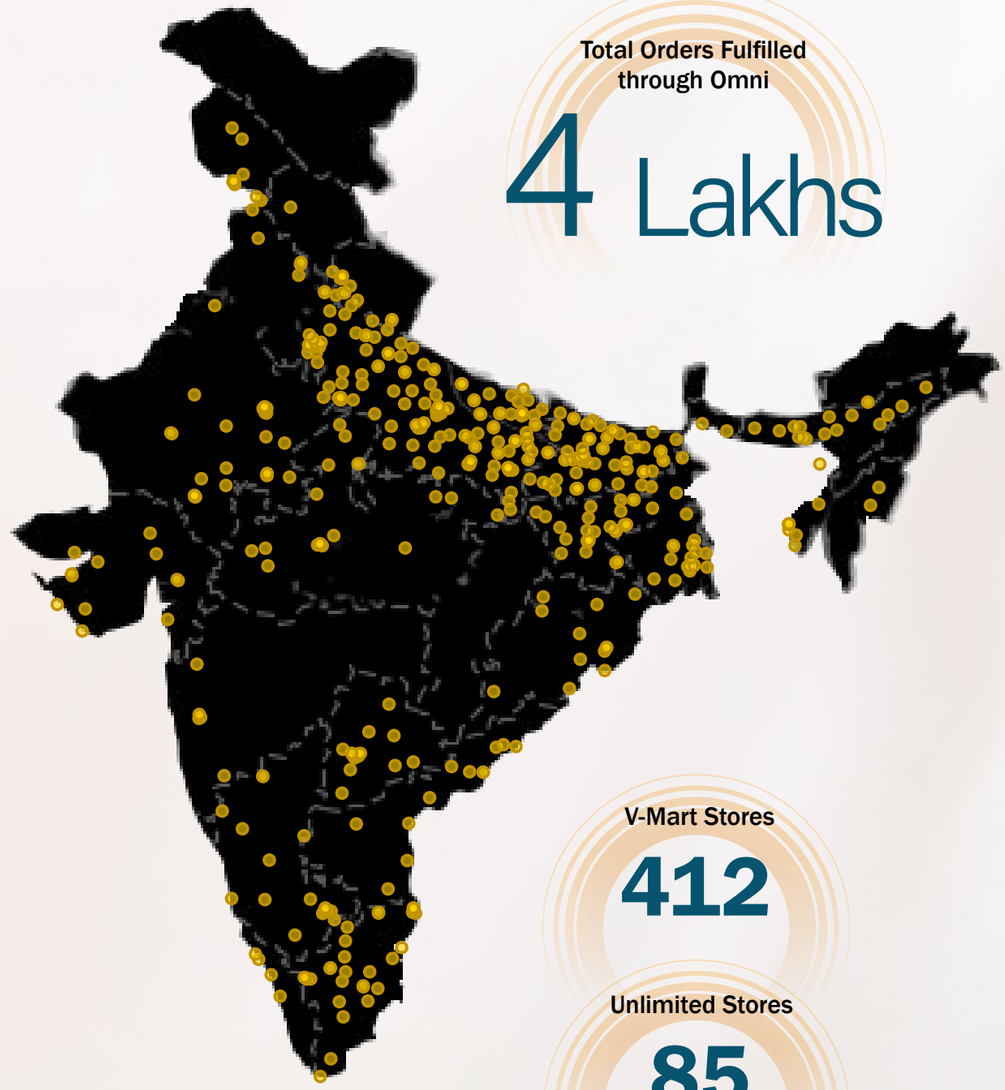
Pin codes Served
26,000

Stores with Omni Presence
480+

Stores in Tier I and Tier II Cities
166

Stores in Tier III and Tier IV Cities
331

Share of Digital Orders in Store Sales
3%



Total Orders Fulfilled through Omni
4 Lakhs

V-Mart Stores
412

Unlimited Stores
85

Map not to scale. For illustrative purpose only.

Value Creation Model

Aligning Aspirations with Actions

Our value creation strategy focuses on delivering high-quality fashion at accessible prices while improving the customer shopping experience. Anchored by our core values, we maintain consistency and intent in all our decisions, which informs our long-term strategies and enhances business performance.

ESG STRATEGY

Environment
- Energy conservation
- Nature positive
- Waste traceability enhanced

Read more on page 42

Social
- CSR weaving benefits for our future
- Energising, equitable & inclusive workplace
- Building customer relationships

Read more on page 44

Governance
- World-class governance
- Ethics, transparency, quality & accountability
- Risk management and internal controls

Read more on page 46

INPUTS

Financial capital
- Total equity: ₹81,018 Lakhs
- Debt: ₹14,896 Lakhs
- Total assets: ₹2,43,624 Lakhs
- Capex: ₹12,236 Lakhs
- Working capital: ₹5,770 Lakhs

Manufacturing Capital
- Total stores: 497
- New stores added: 62
- Total retail space: 43 Lakhs sq. ft.
- No. of warehouses: 2

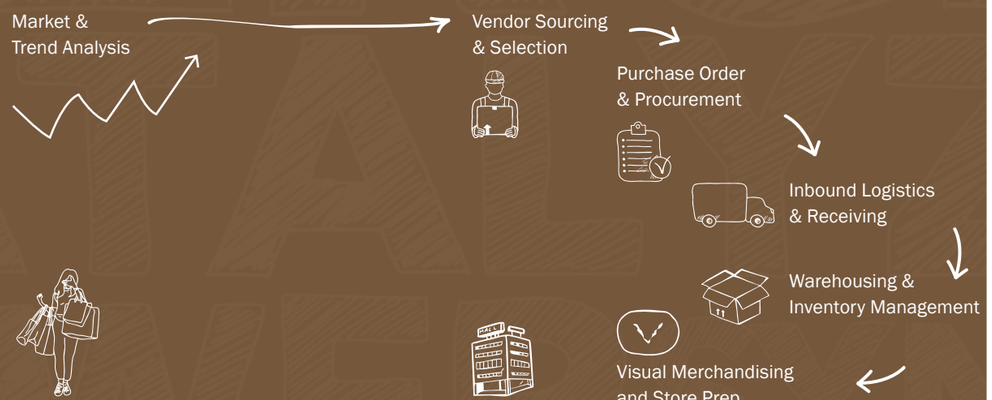
Intellectual Capital
- Private label brands: 9
- Resilient and flexible inventory management
- Increased efficiency with workflow-based systems implemented
- Marketplace's brand - 1

Social and Relationship Capital
- CSR spend: ₹13 Lakhs
- 5 CSR Initiatives focused on education, animal welfare, and children's upliftment

Human Capital
- Total employee strength: 12,185
- New hires: 8,175
- Total training attended by employees: 2,68,705 hours

Natural Capital
- Paper cups eliminated: 96,000
- Solar panels installed: 700 KWp
- Waste water utilisation/day at Warehouse: 40 KL
- Waste water reusage at Stores: 73 Lakhs litres
- Carton reuse: 83%

OUR BUSINESS APPROACH



Our Core Values

Customer Centricity · Prudence · Agility · Integrity · Commitment

Strategic Pillars

S1 Growth Maximising
Revenue Across the Operating Portfolio

S2 Scalable
Building an Intelligent, Future-Ready Growth Engine

S3 Sustained Competitive Advantage
Cementing Distinctiveness in a Crowded Market

S4 Compliance & ESG
Driving Responsible Growth with Environmental and Governance Excellence

Key Strengths
- Tier II/III Cities focused
- Understanding of Core Consumer
- Disciplined Growth
- Low Cost Operations
- Honest Pricing
- Unparalleled value preposition
- Strong Sourcing Capabilities
- Governance as Competitive Advantage

OUTCOME

Finance Capital
- CAGR growth in revenue from operations (6 years): 15%
- EBITDA CAGR growth (6 years): 19%
- Revenue: ₹3,25,386 Lakhs
- Market capitalisation: ₹576,780 Lakhs
- RoCE: 11.6%
- EBITDA: ₹37,711 Lakhs
- EBITDA Margin: 11.6%
- Inventory turnover ratio (Basis COGS): 2.36 times
- Days of Inventory: 102
- PAT: ₹4,577 Lakhs

Manufacturing Capital
- Customer complaints resolved within a 24-hour turnaround time (TAT)
- Customer feedback captured insight-driven actions
- Improved CRM through various initiatives
- Operational efficiency optimised through digital adoption
- NPS Score: 82%

Intellectual Capital
- Operational excellence driving customer satisfaction and impact
- Streamlined operations and faster execution through workflow-based systems, resulting faster execution
- Provision on aged inventory including shrinkage reduced to 1.10 % of revenue through improved controls
- Faster time-to-market for new product launches and promotions

Social and Relationship Capital
- Total CSR beneficiaries: > 850
- Animal Welfare: 205 rescued street dogs supported
- Community Free School: Average 237 children through 3 centres
- Girls Ashram: 25 girls benefited

Human Capital
- Focus on Skill-Based Hiring, Diversity and Inclusion Initiatives, Employer Branding
- Improved Well-Being Programmes, Recognition and Rewards
- Strengthening Company Culture, Cross-Department Collaboration
- Total employees trained: 99%

Natural Capital
- Waste reused: 1701 MT
- Reduced empty return trips by 60% through fleet optimisation for return shipments and IST
- Introduced E-Registers at 100% Stores

Chairperson's Message

Fashioning Futures

Empowering Bharat with Pride, Purpose, and Progress



"हर धागा कहानी है , हर बुनाई पहचान,
वी-मार्ट है भारत की उम्मीदों का अभियान।
रंग-बिरंगे सपनों को सीते हैं हम,
संभव की सिलाई में विश्वास बुनते हैं हम।"

It fills me with immense pride to reflect on the year gone by—a year that challenged us, inspired us, and most importantly, brought us closer to the future we've always envisioned. At V-Mart, our journey is not just one of numbers, but of meaning. We are not merely running a business—we are stitching together dreams, dignity, and a deeper purpose.

> **Our deepest evolution, however, lies in our ethos of responsible growth. FY25 marks a turning point in our sustainability journey—from removing 100% shrink wrap to converting apparel waste into reusable yarn"**

The broader Indian retail landscape mirrored this momentum, growing robustly in FY25, fuelled by rising incomes, urbanisation, and accelerating digital adoption. Organised retail expanded rapidly, while supply chain modernisation enhanced efficiency. Despite inflation and competitive pressures, strong consumer demand sustained steady growth, with a clear shift toward sustainability and social consciousness.

In this evolving landscape, we stayed true to our mission—making fashion not only accessible but responsible. From Tier 2 and Tier 3 towns to digital storefronts, we serve the aspirations of Bharat with authenticity and intent. Our commitment to excellence came alive through sharper assortments, tech-led agility, and a deeper sustainability footprint. With challenges mounting and competition intensifying, our team responded not with hesitation, but with heart. We closed the year with 17% revenue growth and a 147% surge in profits.

Our strategy is centred around disciplined, inclusive growth—unlocking the full potential of every store and category, while investing in scalable, intelligent infrastructure to power future-ready operations. We are building not just efficiency but equity, not just profit but purpose. Our competitive edge will continue to come from product excellence, immersive customer experiences, and a resonant brand identity rooted in community trust.

What distinguishes V-Mart is that we're not only building a modern retail engine—we are humanising it. We embed technology across the product lifecycle, from design and costing to inventory and customer delight, ensuring smarter, faster, and more thoughtful decisions. Omni-enablement is helping us deliver seamless, personalised experiences that serve not just needs, but dreams.

Our deepest evolution, however, lies in our ethos of responsible growth. FY25 marks a turning point in our sustainability journey—from removing 100% shrink wrap to converting apparel waste into reusable yarn. We are reimagining circular fashion not as a trend but as a responsibility. Equally, we're investing in our people: building inclusive workplaces, increasing women's participation across roles, and aligning vendors to ethical sourcing.

We were humbled to be named one of India's Top 50 Future-Ready Employers. But what fills me with greater pride is the spark our teams bring to work each day—a spark of intent, ownership, and belief.

V-Mart today stands as a more diverse, empowered, and accountable organisation, anchored in transparency and robust governance. With the induction of two new Independent Directors, we further strengthened Board independence. The prestigious ICSI National Award for Excellence in Corporate Governance is a recognition of that intent.

As we look ahead, we carry both cautious optimism and bold conviction. The journey may have its turns, but our direction is clear.

We will deepen our digital ecosystem, cultivate collections that reflect local narratives, and amplify our social impact. Most of all, we will remain obsessed—with the customer, with integrity, and with building a legacy that lasts.

At V-Mart, we don't just sell fashion—we offer self-worth, pride, and shared prosperity.

Every stitch in our garment carries a message.

Every product on our shelf is a promise.

This is our calling. This is our promise.

With your continued trust, we will keep moving forward—boldly, responsibly, and always with heart.

In gratitude,

Aakash Moondhra
Chairperson

Managing Director's Message

Shaping Aspirations. Scaling Impact.



We ended FY25 with strong momentum. Revenue grew 17% year-on-year, EBITDA margin expanded to 11.6%, and PAT surged 147% — the outcome of disciplined execution, leaner cost structures, and sharper planning. Same-store sales grew 11%, and our footprint expanded to 497 stores across 27 states (including UT)"

Dear Shareholders,

It is with immense gratitude and pride that I present the sixth edition of V-Mart Retail's Integrated Annual Report for FY 2024–25.

This was not just another year—it was a test of resilience, a celebration of grit, and above all, a reaffirmation of who we are and why we exist. In a world clouded by inflation, cautious consumption, and constant flux, we found clarity—in our purpose, in our people, and in our promise to Bharat.

FY25 reminded us that V-Mart doesn't just sell fashion—we serve emotion, aspiration, and dignity. We speak the language of everyday dreams, stitched with care and delivered with conviction. Across Tier II, III, and IV towns, our teams showed up with more than targets they brought heart. We didn't just keep pace with change—we embraced it, shaped it, and at times, even led it. Because fashion, for us, is not just about fabric and fit—it is about identity, confidence, and a quiet celebration of self-worth. And in every corner we serve, we continue to discover just how powerful that belief can be.

Strong Growth, Sharper Connection

We operate in a value retail market that's growing rapidly—and evolving even faster. Consumers today are more discerning. Competition is louder, and price-led propositions alone no longer win hearts. What sets us apart is our on-ground intelligence, fast-turning fashion, and an execution engine that marries agility with consistency.

A powerful driver of this shift is the voice of young India. In town after town, it's the Gen Z shopper — the college-goer, the first-time earner, the digital native — who is not just setting trends, but often shaping the family wardrobe. Their choices are bold, rooted in identity, and hungry for both expression and value. They're asking sharper questions — about quality, fit, and relevance. And they won't settle for less. Neither will we.

Quality, for us, is a quiet promise. Over the past year, we've invested in fabric strength, stitch durability, and finish upgrades across categories — with tighter alignment between design, sourcing, and Quality Assurance.

Over the last two years, we've consciously evolved our design and assortment to resonate with this generation. We've doubled down on our private labels, introduced curated collections inspired by regional styles, and built stronger in-house design capability giving us both style betterment and margin headroom. Nearly a third of our customer base is now under 25 and they're not just buying fashion, they're shaping it.

To meet them where they are, we reimagined our stores brighter lighting, better zoning, and Platinum Standard trial rooms.

Confidence isn't just about what you wear — it's how you feel trying it on

These changes have been powered by digital tools and a more responsive supply chain. We reduced logistics cost per piece by 18%, cut delivery timelines by two days, and expanded warehouse capacity by 30%, making our backend smarter and more future-ready.

Our evolution continues—firmly rooted in our values, and in sync with the aspirations of a new generation.

Accelerating to a Digital-First Scalable Future

We embraced technology with renewed intent. AI-driven clustering helped in sharper buying and visual merchandising. Our stores offers real-time inventory visibility, powering better availability and faster checkouts. In FY25, we advanced our digital transformation to enhance agility, efficiency, and customer experience. The rollout of our PLM system streamlined product development and set the stage for deeper vendor integration. AI-powered tools like the Recommendation Engine and Automated Replenishment System

EBITDA Growth Y-o-Y

77%

Google rating (18 Lakhs reviews)

4.8/5

improved personalisation and inventory accuracy. We digitised design-to-display processes, automated store reconciliations via a data lake, and introduced a performance-tracking incentive tool for store teams. These initiatives have strengthened our core operations and laid a scalable foundation for future growth.

Strategy Execution Driving Sustainable Growth

Sustainability is no longer a sidebar, it is core to our execution. At our warehouse, a ~700 KWP solar plant generating 576 Lakhs KWH renewable energy. Motion sensors, green HVAC systems, and 1,701 MT of reused materials kept us on track toward our environmental goals.

At the heart of V-Mart's progress is our dedicated 12,000+ strong team, whose ownership and resilience power our journey. Being recognised among India's Top 50 Future-Ready Employers reaffirms our commitment to fostering a high-performance, inclusive culture that empowers every individual to grow and lead.

We take pride in being more than a retailer—we are a community partner. Through our skilling and livelihood initiatives, we trained over 6,000+ individuals and mobilised 7,000+ people across 103 districts and 3,400+ gram panchayats. These efforts open doors for many who might otherwise be left behind.

Sound governance underpins everything we do. This year, we welcomed two new Independent Directors and strengthened board-level oversight. Our commitment was recognised with the prestigious ICSI National Award for Excellence in Corporate Governance, 2024 a milestone that reaffirms our values of integrity and transparency.

What Lies Ahead: Scaling with Soul

As we step into FY26, we do so with steady minds and strong hearts. Our focus is clear to grow with purpose, to know our customers better than ever, to connect every channel into one seamless journey, and to build a culture that balances sharp thinking with genuine care.

We're not just opening new stores — we're opening new possibilities. We're not just tracking footfalls — we're earning trust. We're not just talking about the future — we're building it, together.

Thank you to our Board, our partners, our customers, and above all, our people — for believing in our journey and shaping V-Mart into a brand that's as aspirational as it is accessible.

In deep appreciation of your trust and partnership,

Lalit Agarwal
Managing Director

DIGITALLY DRIVEN, OPERATIONALLY OPTIMISED



One of our key operational achievements was the strategic relocation of our Warehouse and Handling System (WHS) from Bilaspur to our own custom built automated facility at Palwal. This move improved inventory flow, reduced turnaround time, and enhanced supply chain efficiency to better support our expanding footprint

This year, we advanced our transformation journey by integrating technology, data, and customer insights across our operations. These initiatives were designed to strengthen efficiency, agility, and customer engagement.

To support our omnichannel strategy, we invested in digital infrastructure that enabled real-time inventory visibility and seamless customer experiences across physical stores and online platforms.



Our omnichannel business delivered Gross Merchandise Value (GMV) of ₹29,500 Lakhs across own and external platforms.

Customer engagement was enhanced through AI-driven demographic analysis, which informed personalised marketing and product strategies.

The implementation of the Product Lifecycle Management (PLM) system marked a milestone in digitising product development. The system streamlined design-to-delivery workflows, resulting in faster time-to-market and improved vendor collaboration. 100% vendors were onboarded, with over 400 vendors trained to initiate the PLM led transformation.

Automation played a vital role in improving store and warehouse efficiency. Our Automated Replenishment System (ARS) reduced manual stock management, while the upgraded data lake simplified reconciliation workflows, saving significant man-hours.

Our HR digital tools improved staff motivation and performance tracking. A new incentive management module helped store teams monitor their progress and align better with business goals. Plans for gamification and predictive analytics are underway.

Digital marketing spend was reduced during the year, yet we continued to connect with younger audiences through more focused and cost-efficient initiatives.

Campaigns on Omni and app download drives improved engagement and app adoption. We also adopted generative AI to optimise product descriptions and create digital assets at scale

Through these focused initiatives, we continue to build a scalable, tech-enabled business that delivers value to customers and drives long-term growth for our stakeholders.



CREATING VALUE FOR STAKEHOLDERS

In This Section

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GenZ slayed

Strategic Priorities FY 2025-26

As we work toward our long-term ambition of becoming a future-ready, 3X omni-channel value retailer for Bharat, our strategy for FY 2025–26 is anchored around four strategic pillars: Growth, Scalable Infrastructure, Sustained Competitive Advantage, and ESG. These pillars guide our efforts to scale purposefully, differentiate meaningfully, and lead with integrity in a dynamic retail environment.

1
Growth: Maximising Revenue across the Operating Portfolio



Focus Areas

Growth at V-Mart is not limited to footprint expansion, it is about unlocking the full potential of every square foot, store, and category. Our focus is on maximising throughput at all stores through structured programmes involving hyper-local assortment curation, sharper price ladders, and improved layouts to drive higher engagement and navigation. Simultaneously, we are optimising category performance using data-led merchandising, refined pricing strategies, and targeted promotions.

Priority Commitment

Growth remains a priority area, and targeted investments are being made in new store performance, store productivity enhancement, and category-level revenue growth.

Progress Update

We have already initiated a comprehensive effort to improve existing store performance, enhance ROCE, and drive higher contribution from new and promising categories.

2
Scalable Infrastructure: Building an Intelligent, Future-Ready Growth Engine



Focus Areas

To achieve targeted growth, we are laying the foundation for a responsive, efficient, and technology-enabled operating model. This includes strengthening our core infrastructure across logistics, systems, and processes, underpinned by a highly productive and skilled workforce. We are embedding automation and advanced analytics into identified critical business areas—making our operations sharper and more intelligent. All efforts are geared towards building a streamlined, tech-propelled engine that powers sustainable scale while maintaining a strong customer experience.

Priority Commitment

Scalability is the main area of focus, commanding more than half of our resource commitment. From building digital infrastructure to upgrading talent capabilities, our investments are geared toward future-proofing the business.

Progress Update

We have clearly outlined annual priorities and channelled our efforts into building technology-driven processes and high-capability teams. From strengthening operational foundations to enabling smarter decisions through business intelligence, we are on track to scale efficiently and effectively.

3
Sustained Competitive Advantage: Cementing Distinctiveness in a Crowded Market



Focus Areas

We are doubling down on product excellence with agile, culturally resonant merchandise cycles and frequent, high-impact launches. Store environments are being elevated with stronger visual storytelling, improved aesthetics, and regional themes that foster frequency and loyalty. Our aim is to give the customers of Bharat a more personalised and relevant experience.

Priority Commitment

This pillar holds the second-highest priority after scalability, focusing on merchandise innovation, customer experience upgrades, and brand positioning that deepens customer resonance and market distinctiveness.

Progress Update

We are actively strengthening our value proposition through sharper brand focus and curated experiences, ensuring that the customers of Bharat consistently experience superior quality at unbeatable prices.

4
ESG: Driving Responsible Growth with Environmental and Governance Excellence



Focus Areas

We view ESG as a foundation principle for building long-term, responsible value. Our environmental priorities include minimising polybag usage, increasing the use of sustainable materials, and driving circularity through apparel recycling and converting manufacturing waste into reusable fabric. On the social front, we are committed to increasing women's representation and onboarding vendors under our Ethical Sourcing Framework. Governance is being reinforced through centralised systems for 100% compliance and enhanced digital security protocols.

Priority Commitment

This pillar remains integral to our strategic direction serving as a lens for responsible decision-making, stakeholder engagement, and future readiness. ESG plays a pivotal role in capital allocation decisions, ensuring we grow with conscience and accountability.

Progress Update

We have identified a long-term ESG roadmap across business divisions, ensuring that our efforts go beyond statutory norms to create real, ecosystem-wide impact.

Stakeholder Engagement

Partners in Progress

Our stakeholder engagement is rooted in prudence, sustainability, employee welfare, and rigorous compliance. We prioritise value creation through responsible resource management, ethical conduct, and a commitment to inclusivity.

At V-Mart Retail, our relationships transcend beyond transactions, focusing instead on a shared purpose and lasting impact. This strategy guarantees our resilience and relevance in a dynamic retail landscape.

Our Stakeholders



Customers

Importance

Customer satisfaction is paramount to us. We are dedicated to consistently surpassing customer expectations by delivering high-quality products and services. This focus on satisfaction is crucial to our market reputation and is a key factor in our sustained success, as it encourages repeat business and promotes positive word-of-mouth advocacy.

Expectations

- Value for money
- Trendy or in Vogue fashion for the entire family
- Quality products
- User-Friendly shopping
- Abundant variety
- Risk-Free experience

Frequency

Continuous

V-Mart website; social media (LinkedIn, Twitter, Facebook, WhatsApp Chat)

Quarterly

Customer satisfaction survey

Engagement Activities

- Personalised interaction
- Advertising and marketing campaigns
- Customer-focused occasions
- Social media communities
- Web portal – www.limeroad.com
- QR code-based grievance redressal mechanism
- Periodic customer surveys

Customer Testimony

I am fond of shopping in vmart It's sale service is best The staff is so polite and humble And it provides the perfect environment for shopping and I buy lot of goods and fashionable clothes from vmart It is adorable

Anuj Gotam

Customer Value Proposition

Customers trust us for affordable, aspirational fashion—especially in Tier II, III, and rural India. We deliver quality, fit, and value with freshness and relevance. Our agile supply chain and personalised experiences strengthen customer loyalty, making us an accessible yet aspirational brand.

Suppliers

Importance

Our suppliers are essential for timely procurement, strengthening our unique fashion offerings, and maintaining high supply chain standards. They allow us to provide affordable, stylish products for families while building lasting trust, promoting innovation, and ensuring adherence to labour and environmental regulations.

Expectations

- Regular & timely payments
- Clear and fair contracts with favourable terms and conditions
- Robust cash flow and financial stability
- Sustainable long-term relationship
- Value-led growth opportunities

Supplier Testimony

I'm excited to continue our journey with V-Mart and see what we achieve together next.

J. arim Clothing Company

Quality Control

- The inspection team conducts weekly visits to each operational factory to assess product-related activities on-site
- The quality head conducts visits to each primary factory in every region once every three months
- Annually, the quality and sourcing team convenes a vendor meeting to outline the objectives of the vendor management partnership, compliance requirements, and quality standards

Strengthening Supplier Partnerships

V-Mart ensures scalable procurement with automation and demand-driven planning. Expansion in Tier II, III, and rural markets unlocks supplier opportunities. Ethical sourcing, rising private label share, timely payments, fair contracts, and digital fulfilment reinforce sustainability and growth.

Stakeholder Engagement

Employees

Importance

Our achievements stem from the expertise and knowledge of our committed workforce.

Frequency

Continuous

HRMS, Meetings/e-mail, Engagement activities, trainings, huddles, events

Quarterly

Townhall and Management Interactions

Expectations

- Career advancement
- Empowerment and autonomy in decision-making
- Fair pay and incentives
- Rewards and recognition
- Safe and flexible work environment
- Learning and development prospects
- Fostering a sense of pride in working for an ethical employer
- Reliable business performance

Engagement Activities

- Continuous skill and capability development initiatives
- Virtual town halls and direct interaction with the top leadership team
- Regular communication through HRMS, WhatsApp, social media, and other channels
- Robust feedback mechanisms and surveys
- Utilisation of digital platforms, HRMS, and secure messaging apps
- Family events and celebrations

Employee Proposition

V-Mart fosters empathy, recognition, and opportunity, ensuring supportive leadership, clear communication, and structured engagement. Our inclusive culture promotes work-life balance, transparent incentives, and continuous development. Recognised among India's Top 50 Future-Ready Employers, we offer long-term prospects in a values-driven workplace.

Employee Testimony

I gained valuable insights from all workshops. I learned the importance of leading by example and creating a culture of open and comfortable discussions within the team and among peers. The sessions emphasised how giving both authority and responsibility to team members helps bring out their best. Most importantly, I understood that trust is the key to driving performance and achieving the desired outcomes.

Lokendra Singh Chahuan
Business Development

Shareholders

Importance

Shareholders play a crucial role in our success by offering capital, ensuring accountability, and providing strategic support. Their ongoing trust bolsters our credibility, improves governance, attracts long-term investors, and allows us to generate lasting value.

Frequency

Continuous
Website, Stock exchange Intimations
Quarterly
Financial Statements, Press Release, exchange notifications, IR Calls
Annually
Annual General Meeting; Annual Report

Expectations

- Regular communication through mailers, WhatsApp, social media, and other channels
- Robust feedback mechanisms and surveys
- Prompt addressing of issues, concerns, and complaints
- Consistent growth in profitability and strong financial health
- Adherence to ethical practices and sound governance standards
- Strong market presence and delivery of satisfactory returns

Engagement Activities

- Timely stock exchange reporting
- Results appear in leading newspapers within 24 hours
- Our website's investor section offers comprehensive information
- Grievances are addressed through SEBI's redressal platforms, i.e. SCORES and ODR portal
- Quarterly earnings calls, presentations and emails to engage with investors
- Shareholder complaints are resolved promptly with a 100% success rate
- Participation in Conferences
- One-on-One Calls/ Meetings on request of Investors/Analysts
- Annual General Meetings

Shareholder Testimony

V-Mart's long-term vision keeps me invested. FY25's 17% revenue growth and 147% profit jump showcase execution, while solar warehouses, resource efficiency, inclusion, and strong governance reflect responsible, sustainable progress.

Rajiv Singh

Shareholder proposition

Shareholders are drawn to V-Mart Retail Limited due to its transparent governance, and consistent financial performance. The company has built a solid reputation in India's value retail sector, catering to a growing consumer base with affordable fashion and essentials. Its strategic expansion, efficient supply chain, and focus on sustainable growth further enhance investor confidence.

Communities

Importance

Communities play a vital role in our pursuit of sustainable growth. We are dedicated to inclusive development, building mutual trust, and generating significant societal impact. Their involvement enhances our mission and bolsters long-term organisational resilience.

Frequency

Ongoing engagement with the community and stakeholders is maintained through our established skill development centres, field mobilisation teams, and various active projects.

Expectations

- Improved standard of living and education
- Livelihood & skill development
- Job opportunities
- Affordable but fashionable quality products
- Safe & healthy environment

Engagement Activities

- Community-focused CSR and skill development initiatives
- Engaging employees in local CSR outreach initiatives
- Collaborating with NGOs for sustainable CSR programmes in areas of Health, Education, Livelihood, and Infrastructure
- Providing disaster relief & support to affected communities



Case study

Navya: From Struggles to Sketches of Success

Navya's early years were defined by hardship. At her previous orphanage, even a single meal a day was uncertain. With no direction and little hope, she often went to bed hungry and anxious about the future.

Her life took a dramatic turn when she joined the MKF family. Surrounded by care, stability, and encouragement, Navya began to feel secure for the first time. It was in this nurturing environment that a hidden talent came to light—her gift for sketching.

Recognising her potential, MKF encouraged her passion and supported her enrolment in the Bachelor of Fine Arts programme at KR Mangalam University. Over the past two years, Navya has flourished, transforming her life through art, education, and self-belief.

Today, Navya is thriving, with a promising future ahead. Her story is a powerful testament to the difference care and opportunity can make. MKF's support helped her turn adversity into ambition—and sketches into a future filled with hope.

Note: The name is changed due to confidentiality

Materiality

Insights that Shape our Impact

The materiality assessment provides a clear understanding of the key economic, environmental, social, and governance topics that influence our value creation and stakeholder relationships. It helps us identify and prioritise the most relevant issues today, while also anticipating those that will remain significant in the future.

V-Mart follows a structured five-step process to identify and prioritise material ESG topics that are critical to our business and stakeholders:

V-Mart's 5-Pronged Materiality Assessment Approach

Desk Research

Conducted a thorough review of ESG frameworks (GRI, SASB, MSCI), industry reports, and internal documentation to identify relevant sustainability topics.

Survey Launched

Designed a focused materiality survey based on research insights to evaluate the significance of key ESG issues.

Stakeholder Engagement

Engaged internal and external stakeholders through the survey to gather feedback, perspectives, and issue-specific inputs.

Prioritisation of Topics

Senior leadership reviewed the findings to prioritise material issues that will shape our ESG strategy and disclosures.

Results Analysis

Analysed survey responses to identify ESG issues of high relevance to both the company and its stakeholders.

Materiality Matrix



Disclosure on Material Topics

Environmental

1. Climate Change, Energy Efficiency and Emissions Reduction

2. Effective and Efficient Use of Natural Resources

3. Sustainable Packaging and Waste Management

Social

1. Community Development and CSR

2. Sustainable Supply Chain

3. Employment Engagement

4. People Development and Succession Planning

5. Workforce Diversity

6. Health and Safety of People

7. Product Quality

8. Customer Privacy

9. Customer Engagement & Satisfaction

Economic & Governance

1. Sustainable Economic Performance

2. Business Ethics and Corporate Governance

3. Board Diversity

4. Information Security (Cyber and Data Security)

5. Business Continuity

6. Legal and Regulatory Compliance

7. Innovation and Digitisation

Why We Stand Out

Retailing with Purpose and Precision

With a significant footprint in high-potential Tier II, III, and IV cities, bolstered by a nimble sourcing network and streamlined operations, we are strategically positioned to capitalise on Bharat's growing consumption potential. Driven by strong governance and a customer-focused approach, we are dedicated to providing sustainable value to all our stakeholders.



Tier II/III Cities Focused

V-Mart's strategic presence in high-growth Tier II, III, and IV cities gives it an unmatched edge in reaching aspirational, underpenetrated consumer markets where demand for affordable fashion is booming.

497
No. of Stores

Low Cost Operations

A lean cost structure, centralised sourcing, and efficient backend operations allow V-Mart to deliver value without compromising quality or profitability.

387bps
Reduced opex by last year

Strong Sourcing Capabilities

Our agile vendor network, regionally diversified base, and in-house quality control ensure cost-effective procurement, faster turnaround, and consistent product standards.

8
Concentrated centres of procurement

Understanding of Core Consumer

With deep insight into regional preferences, lifestyle habits, and value consciousness, V-Mart designs offerings that are culturally relevant, trend-aligned, and rooted in everyday wearability.

Catering to customers in
27
states (including UT)

Honest Pricing

V-Mart stands for transparent, fair pricing offering quality apparel at everyday affordable rates, which builds long-term trust with customers.

₹354
ASP (Apparels)

Governance as Competitive Advantage

Strong governance, ethical leadership, and proactive risk oversight form the backbone of our responsible growth and enhance investor confidence.

ICSI National Award
Excellence in Corporate Governance, 2024

Disciplined Growth

Our expansion model balances opportunity with prudence focusing on profitable store additions, capital efficiency, and sustainable unit economics.

15%
CAGR Revenue Growth over the Last 6 Years

Unparalleled Value Proposition

By combining fashion freshness, quality, and fit with unbeatable affordability, V-Mart delivers value that resonates deeply with Bharat's aspiring middle class.

4.8/5
Google Ratings
(18 Lakhs Customer Reviews)

CHANGE BEGINS WITH US

We made strong progress in integrating sustainability into every facet of our operations—driving impact, innovation, and accountability. Environmental stewardship is now firmly embedded in our corporate philosophy, with tangible strides across energy, water, waste, and supply chain management.

A major milestone was the expansion of our renewable energy footprint with a 700 kWp rooftop solar installation at our Palwal distribution centre, generating over 576 Lakhs kWh annually. Complementing this, we installed LED lighting and energy-efficient HVAC systems, reducing carbon emissions. Optimised the use of the Company's own fleet for return shipments and inter-store transfers (IST), reducing empty return trips by 60% and achieving significant cost savings while lowering environmental impact.

We made significant progress in waste reduction and improving circularity. Our carton reuse initiative enabled the re-utilisation of over 17 Lakhs cartons. By eliminating 100% plastic shrink wrap and reusing BOPP packaging. Our scrap monetisation programme diverted ample tonnes of waste from landfill, saving landfill space and reducing emissions.



Water conservation remained a key priority. The installation of RO wastewater recovery systems across ~500 stores helped save over 73 Lakhs litres annually. Our warehouse-based sewage treatment plant further recycled 40 kilolitres of water daily for landscaping, saving 146 Lakhs litres annually.

Digitisation played a critical role in reducing our environmental footprint. By digitising registers and invoicing across 100% stores.

We embedded governance into sustainability. Our cross-functional ESG Team ensures cross-departmental alignment and rigorous internal monitoring. We disclose our performance transparently through BRSR and other voluntarily adopted frameworks.

As we look ahead, we remain focused on strengthening our ESG foundations, scaling sustainable innovation, and aligning every initiative with our long-term value creation goals for stakeholders and the environment alike.

Our sustainable sourcing initiatives led to the creation of 23 Lakhs+ garments using recycled. We strengthened our supply chain by onboarding 40 compliant vendors under the Green Channel initiative and launched product lifecycle management tools to reduce paper use and enhance transparency

ESG at V-Mart

Retail for a Better Tomorrow

We integrate ESG principles into our core business strategy, acknowledging that responsible operations drive long-term financial performance.

By deploying disciplined governance frameworks, we weave sustainability initiatives across our value chain, improving operational resilience, strengthening stakeholder trust, and reinforcing our position as a responsible retail leader.

The Global Reporting Initiative (GRI) provides standards for sustainability reporting, ensuring transparency and accountability. The United Nations Sustainable Development Goals (UNSDG) set global priorities for addressing key challenges like poverty, inequality, and climate change. V-Mart aligns with GRI and UNSDG to enhance its sustainability efforts, demonstrate its commitment to global standards, and contribute positively to societal and environmental goals.

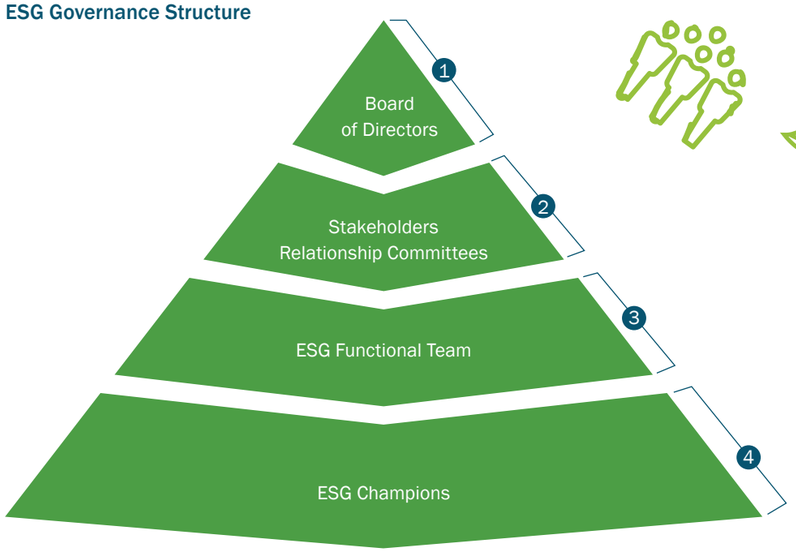




Explore our comprehensive ESG profile and learn about V-Mart's commitment to sustainability and ethical practices by visiting our ESG World page on our website

Vmart ESG profile

ESG Governance Structure











Environment

Key Initiatives

Water Efficiency & Reuse

- RO wastewater recovery systems installed at ***~500 stores***, saving ***~40,000 litres/day*** (***73 Lakhs litres*** annually).
- STP plant at warehouse processes ***55,000 litres/day***; ***40,000 litres*** reused daily; remaining waste dried and composted for use in gardening.
- (***2.6 Lakhs litres***) RO water reused in floor cleaning and washroom tank.

Paper & Packaging Reduction

- E-registers introduced across stores to cut paper usage.
- Warehouse paper reused at head office for single-side printing.
- ***96,000 paper*** cups eliminated through reusable cup initiative.

Plantation Drive

13,950

Plants planted at own Warehouse

Energy & Emissions

- ***~ 700 KWP*** solar plant installed at warehouse, generating ***~576 Lakhs KWH/year***.
- Renewable energy consumption increased by ***734%***.
- ***CO_2*** emissions reduced by ***over 52%***.

Waste Reduction

- Removed individual polybags from pre-packs and reduced polybag usage by ***23 Lakhs units***.
- ***17 Lakhs*** cartons reused (***~83%*** reuse rate).









Social

Employees

- ***11.4%*** increase in workforce; 6% reduction in employee turnover
- ***26%*** female representation in total workforce
- ***99%*** coverage in human rights training
- Employee welfare initiatives: insurance, education support, recognition programmes (V-Heroes), empathy-based coaching, mental well-being support, and Fitness programmes
- Overall employee engagement score – ***78%***
- Happiness calendar introduced to enhance the happiness quotient every month
- Wednesday Wellness Series, where tips are provided to the employees to focus on their health

Read more on page 60

Vendors

- Training conducted with ***200+ vendors***
- ***~40 vendors*** SEDEX certified
- ESG assessments conducted for ***68%*** of value chain partners
- ***8%*** of vendors classified as MSMEs

Read more on page 56

Communities

- **Girls Ashram:** Supporting ***25 girls*** (***ages 3–18***) with schooling and tuition, impacting ***35+*** stakeholders
- **Community Free School:** Educating an average of ***237*** children across ***3 centres***
- **Abandoned Street Animal Care:** Provided food and medical aid to ***205 rescued*** street dogs
- ***6083 Candidates*** benefitted from the our skill development projects undertaken with the collaboration of DDUGKY (Government Initiative)

Read more on page 62

Customers

- Better Customer Experience through brighter lighting, better zoning, and Platinum Standard trial rooms at stores
- ***4.8*** Google rating (***18 Lakhs*** reviews)
- Enhancing operations and promotions through digital tools
- ***82%*** NPS Score (through 20 Lakhs Customers)

Read more on page 62

ESG at V-Mart

Governance

Proactive Legal Compliance through Digital Integration

The company has adopted a compliance tool for efficient compliance monitoring with quarterly Board reviews, and an ESOP Dashboard to streamline grant vesting and exercising with greater transparency and automation.

A1+
Short Term Borrowings Credit Rating

AA-
(with stable outlook) Long Term Borrowings Credit Rating



Click here to access Company's policies

Board Meetings

5 — 95% — 6

Nomination & Remuneration Committee

4 — 92% — 4

Stakeholders Relationship Committee

4 — 85% — 3

Audit Committee

4 — 100% — 4

Risk Management Committee

4 — 100% — 3

Corporate Social Responsibility Committee

4 — 89% — 4

No. of Meetings · Attendance % · Members

Board Composition (%)



66.67 Non-executive Independent Directors

33.33 Executive Directors

Age Profile (%)



83.33 Above 50 years 5 Directors

16.67 Below 50 years 1 Directors

Experience (%)



66.67 More than 30 years (4 Directors)

33.33 Between 20-30 years (2 Directors)

Average Age of Company's Board of Directors (in years)

60

49 — 81

All committees are chaired by independent directors

- Statutory Audits
- Secretarial Audits
- Internal Audits
- SOP Audits
- Stock Audits
- Mystery Audits

(All conducted by external agency)

2,000+
No. of Audits

Board of Directors



1 Aakash Moondhra

Chairperson, Non Executive and Non Independent Director

6 7 9 10 11 12 14 15 16 17 18

- Indian
- 51 years
- 02654599
- 18/03/2010
- ~15 years
- September 22, 2024
- 924 Shares
- Nil
- Nil
- Nil

2 Lalit Agarwal

Managing Director (MD)

1 2 3 4 5 8 9 10 11 14 15 17

- Indian
- 55 years
- 00900900
- 24/07/2002
- ~23 years
- May 30, 2027
- 12,77,275 shares (6.46 %)
- Nil
- Nil
- Nil

3 Madan Gopal Agarwal

Whole-Time Director

1 3 4 5 10 14 17

- Indian
- 81 years
- 02249947
- 24/07/2002
- ~23 years
- May 30, 2027
- Nil
- Nil
- Nil
- Nil

4 Govind Sridhar Shrikhande

Independent Director

1 2 3 4 5 6 9 10 11 12 14 15 16 17 18 19

- Indian
- 64 years
- 0029419
- 02/11/2018
- ~7 years
- October 31, 2028.
- Nil
- 3
- 3
- Chairperson: **Nil** Member: **2**

5 Shweta Kumar

Independent Director

10 11 12 8 13 14 16 19

- Indian
- 49 years
- 08596612
- 14/05/2024
- 1 year+
- May 13, 2029
- Nil
- Nil
- Nil
- Nil

6 Raghuvesh Sarup

Independent Director

4 6 7 9 14 16 17 19

- Indian
- 55 years
- 10626162
- 14/05/2024
- 1 year+
- May 13, 2029
- Nil
- Nil
- Nil
- Nil

Nationality · Age · Term ending on · Committee memberships and chairpersonships in other Indian public companies

DIN · Tenure on Board · Directorships in other Indian listed companies

Shareholding · Date of Appointment · No. of Directorships in other Indian public companies

Areas of Expertise

1. Buying & Procurement
2. Supply Chain & Logistics
3. Planning & Allocation
4. Retail Operations
5. Visual Merchandising
6. CRM & Analytics
7. Digital Technology
8. Labour Relations & Compliance
9. Financial Planning & Analysis
10. Leadership Development
11. Talent Management
12. Change Management
13. Diversity & Inclusion
14. Corporate Governance
15. Investor Relations
16. Strategic Planning
17. Scalability & Expansion
18. Project Management
19. Marketing

Scan for Detailed Profiles of BODs

Senior Management Profile



Vineet Jain
Chief Operating Officer



Anand Agarwal
Chief Financial Officer



Jayesh Kothari
President (Merchandising)



Dinesh Srivastava
Vice President (IT)



Jaideep Jaiman
Chief Digital Officer

Scan for Detailed Profiles of SMPs



Anjali Goel
Vice President (HR)



Ramesh Agarwal
Vice President (SCM)



Nitin Goel
Vice President (Planning)



Syed Ali Athar
Vice President
(CSR & Skill Development Initiative)

THE CAPITALS

Financial Capital

Key Stakeholders

SDGs Impacted

Key Risks
1 2 3 6 7

Strategies
S1 S2

Capitals Impacted
- Intellectual
- Manufactured
- Natural
- Human
- Social and Relationship

Human Capital

Key Stakeholders

SDGs Impacted

Key Risks
4

Strategies
S1 S2 S3 S4

Capitals Impacted
- Financial
- Intellectual
- Social and Relationship

Manufactured Capital

Key Stakeholders

SDGs Impacted

Key Risks
3 6

Strategies
S1 S2

Capitals Impacted
- Financial
- Intellectual
- Natural
- Human
- Social and Relationship

Social and Relationship Capital

Key Stakeholders

SDGs Impacted

Key Risks
2 6 8 9

Strategies
S3 S4

Capitals Impacted
- Financial
- Human

Intellectual Capital

Key Stakeholders

SDGs Impacted

Key Risks
3 5

Strategies
S1 S2 S3

Capitals Impacted
- Financial
- Manufactured
- Natural

Natural Capital

Key Stakeholders

SDGs Impacted

Key Risks
2 6

Strategies
S3 S4

Capitals Impacted
- Financial
- Intellectual
- Manufactured
- Human
- Social and Relationship

Stakeholders

Suppliers · Communities · Employees · Customers · Shareholders

Strategies

- S1 Growth Maximising
- S2 Scalable
- S3 Sustained Competitive Advantage
- S4 Compliance & ESG

Key Risks

1. Intensifying Competition
2. Climate change and an increase in natural disasters
3. Change in Consumer Preferences
4. Talent Management
5. Information & Cyber Security
6. Supply Chain Disruptions
7. Liquidity & Cash Conversion
8. Dynamic, Legal & Regulatory Requirements
9. Social media, Brand & Reputation



Fresh fashion fits for adults

Financial Capital

In FY 2024-25, V-Mart leveraged volume-driven growth to strengthen price competitiveness while focusing on operational consolidation post-acquisitions (Unlimited, LimeRoad) and expanding warehouse capabilities.

Strategic capital allocation prioritised efficiency optimisation and new store expansions, laying the foundation for sustainable market share gains. With India's retail formalisation accelerating, these investments position us for long-term yield generation, balancing scale with stability in the coming years.

Relationship with other capitals

Key Material Issues

- Sustainable economic performance
- Business continuity
- Innovation and digitisation

Stakeholders Impacted

Key Performance Indicators

Revenue

(₹ in Lakhs)



17% Y-o-Y growth

EBITDA

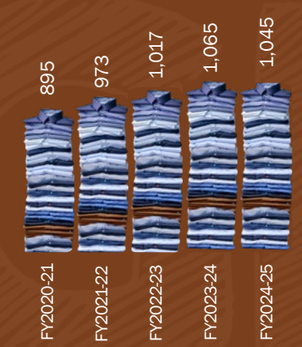
(₹ in Lakhs)



77% Y-o-Y growth

Transaction Size

(₹)



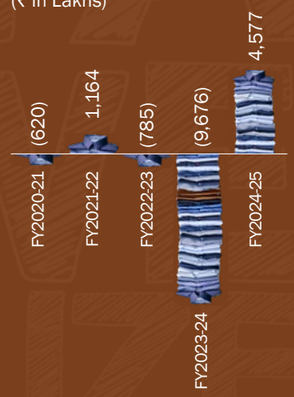
EBIT

(₹ in Lakhs)



Profit after Tax (PAT)

(₹ in Lakhs)



Average Selling Price (Apparel)

(₹)



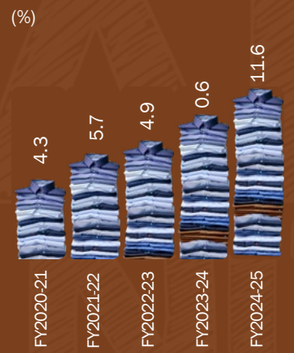
Earnings per Share (EPS)

(₹)



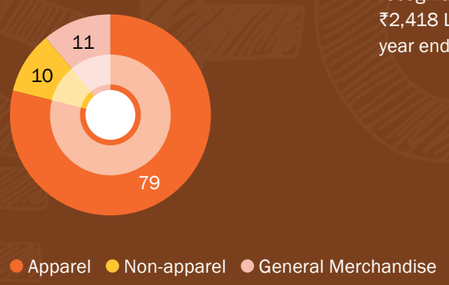
Return on Capital Employed (RoCE)

(%)



Revenue Breakup

(%)



Strong Financial Performance Backed by Strategic Execution

Q4 FY 2024–25 marked the sixth consecutive quarter of growth for V-Mart, with revenues rising 17% year-on-year, driven by improved product quality, sharper assortments, and the strategic closure of underperforming stores.

Same Store sales grew by 11% overall, with V-Mart and Unlimited registering 12% and 9% growth respectively for year ended 31 March 2025.

Key performance highlights:

- Core V-Mart EBITDA margin rose to 12.5%; Unlimited delivered 13.6%.
- Including LimeRoad, consolidated EBITDA grew 77% Y-o-Y to 11.6%for the full year.
- Total expenses as % to Revenue declined by 14% aided by operating leverage, reduced marketing spend, and other cost efficiencies.

During the year, the Company reassessed its lease term estimates for store leases in accordance with Ind AS 116. This reassessment reflects the evolving nature of the Company's store portfolio based on historical trends as well as future operating strategy. Accordingly. lease term estimates have been revised to closely align with the period over which management reasonably expects to exercise option to renew its lease contracts.
This has led to a reassessment of the estimates of measurement and recognition of Right-of-Use (ROU) assets (including associated security deposits) and corresponding lease liabilities under Ind AS 11 6. The above reassessment resulted in the recognition of a net exceptional gain of ₹2,418 Lakhs during the quarter and year ended March 31. 2025.

Year-end inventory stood at ₹98,683 Lakhs (102 days), reflecting seasonal and new store preparation. Capex totalled ₹12,236 Lakhs, covering 62 new store openings and upgrades.

Despite higher working capital due to inventory build-up, the cash conversion cycle improved by 38% Y-o-Y. The company remains debt-free, with strong internal accruals and adequate working capital lines to fund growth. Store network reached 497 outlets as of 31 March 2025, with 62 additions and nine closures during the year, in line with the ~11% net area growth target.



Manufactured Capital

We have strategically allocated capital to drive sustainable growth across three key pillars: geographic expansion, store modernisation, and digital transformation.

These investments collectively enhance our value proposition—delivering high-quality products through an elevated omnichannel experience that exceeds customer expectations at every touchpoint.

Relationship with other capitals

Key Material Issues

- Climate change, energy efficiency and reduction in emissions
- Effective and efficient use of natural resources
- Sustainable packaging and waste management
- Product quality

Stakeholders Impacted

₹12,236 Lakhs
Capital Expenditure in FY 2024-25

Key Operational Metrics

Retail space
43 Lakh sq. ft.
11% Y-o-Y

New Stores Added in FY 2024-25
62
12% Y-o-Y

Footfall
733 Lakhs
34% Y-o-Y

Sales per sq. ft. (per month)*
₹710
11% Y-o-Y

Inventory (Days of sales)
102
10% Y-o-Y

*Basis operational days

Warehouse Management

We achieved significant operational breakthroughs in FY 2024-25, reducing warehouse and logistics costs by 18% per piece while cutting turnaround time by two full days - accelerating product flow from warehouse to store.

Our focus on process discipline reduced shrinkage, even as we boosted daily throughput capacity by 30%, handling 10 Lakhs inbound and 7 Lakhs outbound pieces.

Strategic asset utilisation, including reverse logistics optimisation and solar power adoption, generated 576 Lakhs KWH in energy savings while improving fleet efficiency by 68%



Key Strategic Initiatives

Operational Excellence & Automation

- Aligned vendors with enhanced packaging norms and digital portal integration
- Streamlined operations through PTL and PNA system enhancements
- Achieved 20% productivity improvement via workforce upskilling and multitasking
- Introduced real-time dashboards for improved performance monitoring
- Asset Optimisation & Cost Management
- Improved equipment uptime through preventive maintenance programmes and on-site parts inventory
- Reduced contract labour costs by 38% through technology and automation
- Achieved logistics cost savings via strategic fleet utilisation and route analysis
- Eliminated shrink-wrap processes, reducing carbon footprint

Talent Development & Workforce Efficiency for Third Party Payroll Staff at Warehouse

- Development of an annual training calendar and ensuring compliance with it
- Training hours formally conducted by managers for employees, along with assessment of their effectiveness
- Development of employees with multiple skillsets

Innovation & Value Creation

- Developed reverse logistics routing to improve fleet utilisation
- Implemented automated returns processing to improve inventory turnover times
- Introduced process audit scorecards for continuous warehouse improvement

Performance Culture

- Launched incentive programmes
- Instituted daily workload completion discipline across teams
- Expanded break-pack order processing capacity

Product Lifecycle Management (PLM)

The Product Lifecycle Management (PLM) system is central to our digital transformation, streamlining product development by integrating data, fabric selection, costing, and sampling. It enhances collaboration, reduces errors, and accelerates time-to-market. Real-time lifecycle monitoring improves visibility and efficiency. Having completed phase one successfully, we are now preparing for phase two, focusing on expanding vendor reach, product catalogue integration, and advanced cost analytics.

Intellectual Capital

In FY 2024-25, we bolstered our intellectual capital by enhancing consumer insights and aligning our product and supply chain strategies. Through strategic IT, Planning, Omnichannel, and Digital initiatives, we refined our brand proposition.

These initiatives are catalysing targeted transformation across design, merchandising, and operational workflows, resulting in increased agility, relevance, and value for our customers and stakeholders.

Relationship with other capitals

Key Material Issues

- Product quality
- Information security
- Innovation and digitisation

Stakeholders Impacted

AI-Driven Digital Transformation

We have harnessed generative AI to revolutionise our digital commerce ecosystem. Our AI-powered platform now auto-generates optimised product titles and descriptions by analysing historical product data, including attributes, categories, and visuals, significantly enhancing discoverability across search engines and optimising SEO.

Deployment of Dynamic Digital Assets Generator

Automatically designs conversion-optimised notification banners for web and mobile Intelligently positions models and marketing copy for maximum visual impact Accelerates creative workflows by enabling rapid background/ asset edits.

These innovations have transformed our digital operations from manual processes to AI-curated experiences, boosting engagement while liberating creative teams to focus on strategic initiatives.

Omnichannel CRM: Driving Personalised Engagement & Growth

Our CRM programme delivered improved customer connects through targeted campaigns, promotions, and customer journey optimisation.

Key Initiatives

Life Event Marketing: Personalised outreach increasing store visits during celebratory months.

Strategic Upselling: Category-specific journeys for targeted customers using digital aids and web notifications

Looking ahead, we are integrating LimeRoad's platform to launch a unified omnichannel CRM, enabling seamless, personalised experiences across all touchpoints.



Employee Management Tool

We have introduced a self-service ESOP platform for real-time visibility into grants, vesting, and payouts, strengthening transparency and employee ownership. We also have a compliance monitoring tool to track regulatory requirements, audit, IFC, automate follow-ups, and improve internal governance.

We streamlined store operations by integrating an intelligent incentive management platform with our HRMS. This system provides real-time visibility into individual and team performance across all sales categories, enabling employees to:

- Track progress against dynamic targets
- Receive instant feedback via personalised dashboards
- Align efforts with business priorities

FY 2024-25 Impact

- Drove exceptional festival/ quarterly performance
- Reduced administrative lag in incentive communication
- Created transparency in goal achievement

Marketing

We successfully pivoted our communication strategy to target Gen Z consumers through innovative 'Planogram to Instagram' campaigns, resulting in the highest-ever new customer acquisition in the under-25 age group (now representing 32% of mix, up 9%), while reducing overall marketing spend.

Our seasonal #FreshFashionFix and #FreshFashionFlex campaigns, combined with regional festival activations like #AllAboutHer, drove strong engagement while establishing V-Mart as a youth-focused fashion destination.

Digital Marketing Impact

Digital channels proved instrumental in connecting with younger demographics

- - 1.2 Lakhs Instagram followers
- - 10 Lakhs Facebook followers
- - 4.8 rating across 15 Lakhs Google reviews.

We amplified local relevance through micro-influencer partnerships while working with Gen Z creators to strengthen our youth appeal.

Key Digital Initiatives in IT

We have implemented several digital solutions to enhance efficiency and support growth:

- **Product Lifecycle Management (PLM):** This system streamlines product development by integrating data, fabric selection, costing, and sampling. It improves collaboration, reduces errors, and accelerates time-to-market.
- **Recommendation Engine:** An AI-driven tool that offers personalised product suggestions, enhancing the shopping experience and optimising inventory for online customers.
- **Automated Replenishment System (ARS):** This tool automates stock refills based on sales data and demand patterns.
- **Design to Display Initiative:** A digital platform that simplifies the journey from product design to retail display.
- **Store Incentive Management Tool:** Integrated with HRMS, this tool improves employee performance visibility and communication. Future upgrades will include gamification and predictive analytics.
- **Workflow Management via Distributed Data Lake:** We enhanced our data lake to handle unstructured data, automating processes like payment reconciliation and promotion sharing.

Impact of Digital Transformation

These initiatives have boosted operational efficiency by reducing manual effort. They enable data-driven decisions through real-time insights and improve customer experience with personalised offerings and automated inventory management. Together, they establish a strong foundation for scalable growth and adaptation to evolving market trends.

We remain committed to adopting emerging technologies that strengthen operations and drive business success.

Robotic Process Automation (RPA) was introduced to streamline finance operations as the scale and complexity of processes grew across regions and formats. The initiative aimed to improve turnaround time, enhance data accuracy, strengthen internal controls, and reduce manual effort. After a successful pilot, automation is now being extended to additional processes to further enhance efficiency and scalability.

NPS

82%

Human Capital

We continue to place people at the heart of our operations—strengthening inclusion, capability, well-being, and engagement across all levels. This year, we advanced our commitment to inclusive growth and social responsibility. Our Diversity, Equity and Inclusion (DEI) metrics improved by ~26%, including a 2% rise in the representation of persons with disabilities. We actively supported gender balance and multi-generational inclusion through targeted efforts such as V-Glow—a platform focused on women empowerment sessions and activities.

We delivered over 2,68,705 hours of training, contributing to a 78% employee engagement score. Designation-wise competency improved by 37% for selected employees, based on performance ratings and skill-based development interventions.

Relationship with other capitals

Key Material Issues

- Employment engagement
- People development and succession planning
- Workforce diversity
- Health and safety of people
- Board diversity

Stakeholders Impacted

Talent Management and Internal Mobility

Our talent strategy focused on identifying potential, enabling structured career progression, and creating visibility for diverse career paths. Manager-led feedback and Training Needs Identification (TNI) informed targeted development interventions. Programmes such as Champion of Change and structured job rotations for Management Trainees nurtured cross-functional exposure and role readiness.

We institutionalised mentoring to drive a culture of development, with mentors and mentees aligned based on focus skills. High-potential talent was identified through dedicated HiPo assessments and groomed for future leadership. Our merit-based promotion system ensured fairness and transparency in career growth. Internal mobility was actively encouraged, helping employees explore new roles within the organisation.

We strengthened our campus connect programme, with interns often being absorbed into full-time roles through pre-placement offers (PPOs), adding fresh talent and perspectives into our workforce.

Highlights of the Year

Total Employees by Gender



New Hires by Gender

Learning and Development

We continued to invest in future-ready capabilities through a blended learning ecosystem. In FY 2024–25, we delivered 2,63,610 training hours across stores and 5,095 hours at backend offices, covering financial acumen, operational excellence, product knowledge, customer service, and leadership.

Flagship programmes like Step-Up, Pragati, and Champion of Change enabled ongoing capability building. Financial modules focused on interpreting business reports, shrinkage control, and omnichannel readiness, while product and process training enhanced styling, seasonal knowledge, billing, banking, and returns. Customer-centricity was embedded through GUEST, HEARD, rapport-building, and Atithi Devo Bhava.

To build digital awareness, our AI-Cumen workshops introduced practical AI use in daily workflows. We blended 670 online modules with classroom sessions, while gamified workshops like Nuked Natak and initiatives like Passion for Fashion and the E-Learning Championship fostered peer learning and engagement.

All backend employees received POSH and Fire Safety training. Junior to mid-level staff participated in workshops on self-management, communication, and data skills. First-time managers joined Stepping Stones to Success, while mid- and senior-level leaders engaged in Ascend, project management, and Saarthi for leadership alignment across levels

Employee Engagement Score

78%

Employee Training Hours

2,68,705

Store Training Hours

2,63,610

Total Employees by Age





Employee Well-being and Workplace Culture

We remain committed to building a safe, inclusive, and supportive work environment. Our well-being framework spans comprehensive medical insurance, term and GPA cover, regular health check-ups, discounted diagnostics, subsidised full-body screenings, and medicine discounts. Employees also benefit from unlimited virtual consultations via onsite and app-based healthcare platforms.

Preventive health was promoted through Wellness Wednesdays, yoga, and meditation sessions. Emotional well-being was supported through one-on-one therapy, stress management workshops, and women-centric mental health discussions. Our 24x7 Employee Assistance Programme ensured continuous access to professional mental health support.

To foster financial resilience, we introduced sessions on tax planning and investments. Flexible work hours, progressive leave policies, and our steadfast focus on POSH and Speak-Up frameworks helped reinforce psychological safety and respect at the workplace.

We continued to cultivate an open and transparent culture through regular feedback loops, employee well-being surveys, and communicated policies.

Employee Engagement

A vibrant culture of celebration, recognition, and connection remained at the heart of our engagement strategy. Festivals and special days were celebrated across locations to foster inclusion and belonging. SYNERGY, our department-level engagement platform, encouraged cross-functional collaboration and led to a 21% rise in connection scores year-on-year.

Our Rewards & Recognition (R&R) programme provided timely appreciation through spot awards, quarterly recognitions, and appreciation cards. Sports and recreation activities—including V-Mart Premier League (VPL), Game Day, Sports Day, and a themed Squid Game offsite—boosted morale and team spirit.

Family-friendly events like KidsFesta brought employees' loved ones into the workplace culture, while participation in NGO visits on ESG-themed days encouraged social responsibility and community engagement

Social and Relationship Capital

**We embed social responsibility into our fundamental operations via strategic Customer Social Responsibility initiatives that generate mutual value for stakeholders.
Our programmes yield significant community advantages across seven essential areas: nutrition security, educational access, disaster response, youth sports development, environmental stewardship, animal welfare, and road safety awareness.**

These targeted efforts illustrate how ethical business practices and community investment strengthen our dedication to delivering quality products and services.

Relationship with other capitals

Key Material Issues

- Community development and CSR
- Customer privacy
- Customer engagement & satisfaction

Stakeholders Impacted

Supply Chain

In FY 2024–25, we enhanced supply chain efficiency, flexibility, and sustainability. We reduced warehouse and logistics cost per unit by 18% and improved turnaround time by 2 days, accelerating speed-to-market. Strengthened process compliance helped lower shrinkage while better asset utilisation and use of in-house fleet cut costs by 68% on returns and store transfers. Warehouse throughput rose 30%, handling 10 Lakhs inward and 7 Lakhs outward pieces daily.

Customer Centricity

In FY 2024–25, we redefined our customer experience with a sharper focus on youth, growing the under-25 segment to 32%—a 9% year-on-year increase. Our 'Instagram to Planogram' strategy bridged digital discovery with in-store engagement. Personalised journeys for birthdays and anniversaries, along with upgraded ambience and digitally curated music, enhanced the shopping experience. Family-centric events like Summer and Winter Carnivals engaged over 1.2 Lakhs children, strengthening community connections through interactive retail experiences.

We focus on high-impact initiatives in communities around our retail and supply chain locations. Our programmes aim to deliver measurable improvements in quality of life while strengthening our sustainable business model. This localised approach ensures our social investments create lasting, scalable value where we operate.

Project	State	Remarks
Girls Ashram	Gurugram	• Total no. of girl children - 25 • Age group - 03 to 18. • Impacted 35+ stakeholders directly
Community Free School	West Bengal	Average of 237 children covered through 3 centres against 245
Abandoned Street Animal Care	Gurugram	• Providing food and medical aid to the 205 rescued dogs at the shelter home and for street dogs.

Case study

Ira Sharma – From Aspiration to Achievement

Coming from a humble background, Ira Sharma had to stop her education after Higher Secondary due to financial constraints. Her father, a farmer, could only do so much. Lacking skills and confidence, she was unsure of her future—until she enrolled in V-Mart Retail Ltd.'s Skill Training Programme.

With guidance and hands-on learning, Ira discovered her potential. Post-training, she was placed as a Sales Associate at Tata Westside in Chennai. Today, she confidently engages with customers and supports her family.

Name changed due to confidentiality

"I always dreamt of working in the corporate sector. V-Mart's training gave me the confidence and skills to turn that dream into reality." – Ira Sharma

"She's grown remarkably—more confident, professional, and goal-oriented." – Centre Manager

"This training changed her life. We're thankful to V-Mart for empowering our daughter." – Guardian



Skill Development

This year, we deepened our commitment to inclusive growth by implementing focused skilling initiatives. We successfully supported 6,083 candidates through various completed and ongoing projects, while mobilising 7,170 individuals across 6,377 families. Our efforts reached 7 states, encompassing 103 districts, 521 blocks, and 3,483-gram panchayats, reinforcing grassroots impact and improving employability in underserved communities.

V-Mart's CSR strategy is rooted in localised, sustainable development that creates shared value.

Coverage

States	Districts
7	103

Candidates Enrolled	Villages
6,083	3,483

Natural Capital

We continue to advance on our sustainability journey, committed to responsible practices that go beyond retail. We took a significant step with the construction of a state-of-the-art warehouse, setting new benchmarks in environmental performance. This development reflects our focus on innovation and our long-term commitment to environmental stewardship.

At V-Mart, our approach to natural capital stewardship is driven by a commitment to responsible growth and environmental sustainability. In FY 2024–25, we implemented several high-impact initiatives focused on carbon footprint reduction, water conservation, sustainable sourcing, and circularity

Relationship with other capitals

Key Material Issues

- Climate change, energy efficiency and reduction in emissions
- Effective and efficient use of natural resources
- Sustainable packaging and waste management

Stakeholders Impacted

Emission Reduction & Energy Efficiency

Reduction in carbon emissions across operations by transitioning to LED lighting and energy-efficient HVAC systems. Our 700 kWp rooftop solar installation at the distribution center now generates over 576 Lakhs kWh annually, offsetting CO_2 emissions. Optimised the use of the Company's own fleet for return shipments and inter-store transfers (IST), reducing empty return trips by 60% and achieving significant cost savings while lowering environmental impact.

Water & Effluent Management

Through the installation of RO wastewater recovery systems at ~500 stores, we conserved over 73 Lakhs litres of water annually. Our warehouse-based sewage treatment plant enables the reuse of 40 kilolitres of water daily for horticulture, saving over 146 Lakhs litres annually.

Waste Minimisation & Circularity

We significantly reduced environmental impact by diverting a large amount of waste from landfills through reuse, recycling, and scrap monetisation efforts, thereby cutting down carbon emissions. Reusing cartons across our warehouses and stores helped conserve natural resources such as trees and water. Additionally, our digitisation initiatives—like e-registers and e-invoicing—substantially reduced paper consumption.

Sustainable Sourcing & Products

Our sustainable sourcing initiatives led to the creation of 23 Lakhs+ garments using recycled. We strengthened our supply chain by onboarding 40 compliant vendors under the Green Channel initiative and launched product lifecycle management tools to reduce paper use and enhance transparency.

Green Infrastructure & Biodiversity

Our new warehouse is constructed with a aim to IGBC Gold standards. We planted over 13,950 trees, contributing to urban biodiversity and local ecosystem restoration.

Garments Made Using Recycled Materials

23 Lakhs+



Case study

Warehouse Energy Savings

The installation of a solar power system at our warehouses resulted in significant energy cost savings, with estimated reductions of ₹33 Lakhs in power expenses. This reinforces our dedication to sustainable energy solutions and operational efficiency



Awards & Recognitions





ICSI National Awards for Excellence in Corporate Governance, 2024



Won International Recognition for Annual Report at LACP Vision Awards 2023/24 in the following categories:

- Platinum Award – Consumer Durables (Textile/Apparel/Luxury)
- Ranked Among Top 50 Reports Worldwide
- Received Technical Achievement Award for Integrated Report



Value Retailer of the Year 2024 by IReC Awards



Best Fashion Retailer 2024 by Economic Times Rajasthan



Top Employer by Ambition Box



23rd among Future-Ready Employers by CIEL

Corporate information

BOARD OF DIRECTORS

1. **Aakash Moondhra** (Chairperson, Non-Executive, Non-Independent Director)
2. **Lalit Agarwal** (Managing Director)
3. **Madan Gopal Agarwal** (Whole-time Director)
4. **Murli Ramachandran**** (Non-Executive, Independent Director)
5. **Sonal Mattoo**** (Non-Executive, Independent Director)
6. **Govind Shridhar Shrikhande** (Non-Executive, Independent Director)
7. **Raghuvesh Sarup*** (Non-Executive, Independent Director)
8. **Shweta Kumar*** (Non-Executive, Independent Director)

BOARD COMMITTEES

Audit Committee

1. **Govind Shridhar Shrikhande (Chairperson)**
2. **Shweta Kumar (Member)**
3. **Aakash Moondhra (Member)**
4. **Raghuvesh Sarup (Member)**

Nomination & Remuneration Committee

1. **Govind Shridhar Shrikhande** (Chairman)
2. **Murli Ramachandran** (Member)
3. **Sonal Mattoo** (Member)

Stakeholders' Relationship Committee

1. **Shweta Kumar** (Chairperson)
2. **Lalit Agarwal** (Member)
3. **Madan Gopal Agarwal** (Member)

Corporate Social Responsibility (CSR) Committee

1. **Raghuvesh Sarup (Chairperson)**
2. **Raghuvesh Sarup (Member)**
3. **Govind Shridhar Shrikhande (Member)**
4. **Aakash Moondhra (Member)**

Risk Management Committee

1. **Raghuvesh Sarup (Chairperson)**
2. **Shweta Kumar (Member)**
3. **Govind Shridhar Shrikhande (Member**

Investment Committee

1. **Lalit Agarwal** (Chairperson)
2. **Madan Gopal Agarwal** (Member)
3. **Govind Shridhar Shrikhande** (Member)
4. **Anand Agarwal** (Member)

Warehouse Committee***

1. **Lalit Agarwal** (Chairperson)
2. **Madan Gopal Agarwal** (Member)
3. **Anand Agarwal** (Member)
4. **Ramesh Agarwal** (Member)

COMPANY SECRETARY & COMPLIANCE OFFICER

Megha Tandon

Statutory Auditors

S.R. Batliboi & Co. LLP,
Chartered Accountants
4th Floor, Office 405,
World Mark – 2 Asset No. 8,
IGI Airport Hospitality District,
Aerocity, New Delhi – 110 037 India
Tel.: +91 11 61229500
Fax: +91 11 24-4644050
Contact Person: Vikas Mehra,
Partner Membership No.: 094421
Firm Registration No.: 301003E/
E300005

Secretarial Auditor

M/s. VKC & Associates
Company Secretaries
D-38, LGF (L/S),
South Extension Part-II
New Delhi – 110 049
Tel.: +91- 99992 33556
Website: www.vkcindia.com
Contact Person: Mohit K. Dixit
Partner Membership No.: 12361
CP No.: 17827

Internal Auditors

KPMG Assurance and
Consulting Services LLP
Building No. 10, 8th Floor,
Tower-C, DLF Cyber City,
Phase-II, Gurugram – 122 002
Tel.: +91-124-3074000
Website: www.kpmg.com/in

Bankers

State Bank of India
ICICI Bank
HDFC Bank
Axis Bank

Registered Office

V-Mart Retail Limited, 610-611,
Guru Ram Dass Nagar,
Main Market, Opp. SBI Bank,
Laxmi Nagar, New Delhi – 110 092

Corporate Office

Plot No. 862, Udyog Vihar,
Industrial Area, Phase – V, Gurugram,
Haryana – 122 016, India.
Tel.: +91 124 - 4640030
Fax: +91 124 - 4640046
Email: info@vmart.co.in
Website: www.vmart.co.in
CIN: L51909DL2002PLC163727

Warehouse

Palwal, Haryana
Bengaluru, Karnataka

Registrar & Share Transfer Agent

M/s KFin Technologies Limited
301, The Centrium, 3rd Floor, 57,
Lal Bahadur Shastri Road, Nav
Pada, Kurla (West), Kurla, Mumbai,
Maharashtra 400070,
Tel.: 040 67162222
Toll Free: 180 0345 4001,
Fax: 040 23420814,
Email: einward.ris@kfintech.com
Website: www.kfintech.com

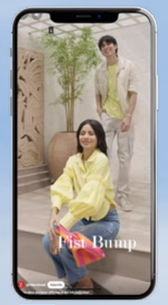
Senior Management Personnel

1. **Vineet Jain** - Chief Operating Officer
2. **Anand Agarwal** - Chief Financial Officer
3. **Jayesh Kothari** - President (Merchandising)
4. **Jaideep Jaiman** - Chief Digital Officer
5. **Anjali Goel** - Vice President (Human Resource)
6. **Ramesh Agarwal** - Vice President (Supply Chain Management)
7. **Dinesh Srivastava** - Vice President (Information Technology)
8. **Snehal Shah** - Sr. Vice President (Projects & Business Development)
9. **Nitin Goel** - Vice President (Planning)
10. **Syed Ali Athar** - Vice President (CSR & Skill Development Initiative)
11. **Suchishree Mukherjee** - Chief Executive Officer (CEO) - LimeRoad (separated wef May 16, 2024)

*Appointed as Independent Director w.e.f. May 14, 2024

**Ceased to be the Independent Director w.e.f. January 21, 2025

***Warehouse Committee was dissolved w.e.f. October 29, 2024



Young adults in sweatshirt

STATUTORY REPORTS

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MANAGEMENT DISCUSSION AND ANALYSIS

Economic Overview

Global Economy 2024

The global economy experienced moderate growth of approximately 3.2% (IMF), driven by resilient consumer demand in the United States, which expanded by 2.7%, and strong performance in emerging Asian markets. Growth in the Eurozone was subdued at 1.0%, while China's economy grew by 4.6%, weighed down by challenges in the property sector and weak export demand.

Headline inflation moderated to 5.8%, while core inflation in wages and services remained firm, prompting central banks to maintain tight monetary policy through most of the year. As inflation eased, some central banks undertook two rounds of measured interest rate cuts, signalling a gradual shift in policy direction.

Global trade growth decelerated to 1.7% amid geopolitical conflicts, energy price volatility, and evolving tariff structures, leading to disruptions in supply chains. Consequently, businesses intensified efforts to diversify sourcing and enhance supply chain resilience.

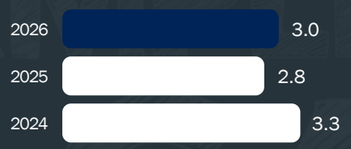
Amidst these headwinds, emerging markets, particularly in Asia, stood out as key drivers of global growth. Countries like India, Indonesia, Vietnam, and the Philippines benefitted from strong domestic demand, a growing middle class, and continued digitisation. These economies attracted steady capital inflows and maintained robust investment activity despite global volatility.

Recent global events have delivered a mixed outlook. A tentative US–China trade truce brought some relief to supply chains, though high tariffs persisted. Meanwhile, the India–Pakistan conflict briefly escalated tensions in May but was contained following a ceasefire. COVID-19 cases remain low globally, with only minor regional upticks. Positively, inflation has stabilised in key economies, supporting prospects for monetary easing and economic resilience.

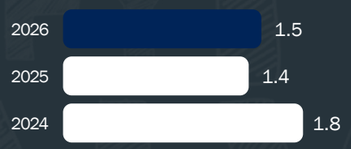
FY 2024-25 thus marked a period of adjustment for businesses worldwide, as they navigated cost pressures, shifting consumer behaviours, and regulatory uncertainties. The emphasis across sectors remained on operational agility, technology adoption, and strategic risk management to ensure business continuity and sustainable growth.

Global Economic Outlook 2025

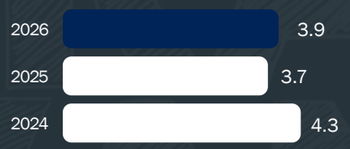
Global Economy



Advanced Economies



Emerging Market and Developing Economies



Source: IMF.org/pubs

(Real GDP, Annual % change)	2024	2025	2026
Emerging Market and Developing Economies	4.3	3.7	3.9
Emerging and Developing Asia	5.3	4.5	4.6
China	5.0	4.0	4.0
India	6.5	6.2	6.3
Emerging and Developing Europe	3.4	2.1	2.1
Russia	4.1	1.5	0.9
Latin America and the Caribbean	2.4	2.0	2.4
Brazil	3.4	2.0	2.0
Mexico	1.5	-0.3	1.4
Middle East and Central Asia	2.4	3.0	3.5
Saudi Arabia	1.3	3.0	3.7
Sub-Saharan Africa	4.0	3.8	4.2
Nigeria	3.4	3.0	2.7
South Africa	0.6	1.0	1.3

Sources: EY, IMF, IBEF, India Budget

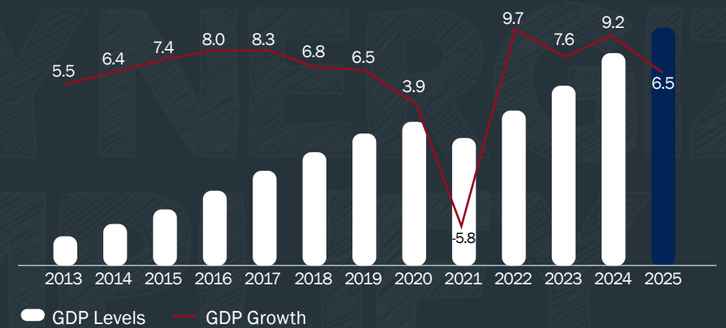
Comparing the Global and the Indian Growth (GDP) Going Forward (CY-Basis)

India continues to remain the fastest-growing major economy, outpacing global trends. In FY 2024–25, India's GDP grew by 6.5%, with a strong 7.4% growth in the January–March 2025 quarter, led by construction and manufacturing. For FY 2025–26, the World Bank and IMF project growth at 6.3% and 6.2%, respectively, despite global challenges.

In comparison, global growth is expected to moderate to 2.7%, with developing economies averaging 4% amid tight financial conditions and geopolitical uncertainty. India's resilience is driven by strong domestic demand, continued infrastructure investments, structural reforms, and rapid digital adoption.

These factors support India's economic momentum. The IMF projects that India will become the world's third-largest economy by 2027, underscoring its growing influence in the global economy.

Annual GDP and GVA Estimates along with Y-o-Y Growth Rates at Constant Prices



Sources: EY, 1 PIB, 1 IMF, IBEF, Indiabudget, 2 PIB, FICCI, 2 IMF, MCKINSEY



Management Discussion and Analysis

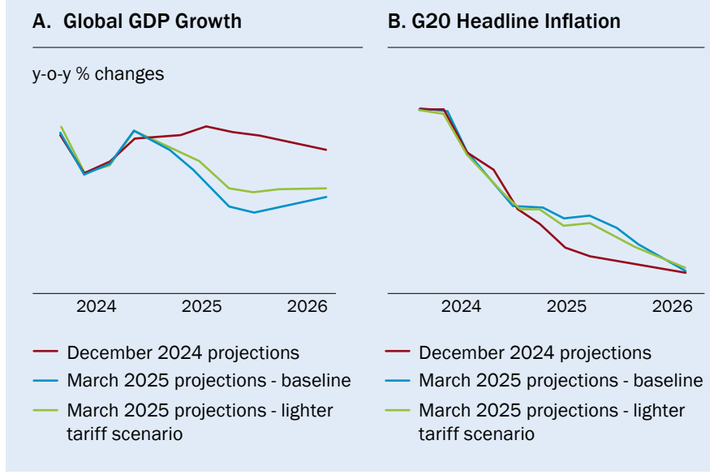
As of April 2025, the International Monetary Fund (IMF) revised global real GDP growth to 2.8%, down from 3.3%, with a projected recovery to 3.0% in 2026. The downward revision reflects escalating trade tensions, notably higher US tariffs and retaliatory measures, which have disrupted global supply chains and dampened investor confidence. While global inflation is expected to ease—averaging 4.3% in 2025 and 3.6% in 2026—progress remains uneven. Advanced economies are moving steadily towards inflation targets, whereas structural constraints continue to hinder disinflation across several emerging markets.

Regionally, the outlook remains mixed. The US is forecast to grow at 1.8%, supported by a stable labour market but weighed down by trade-related challenges. The Euro area is expected to expand by just 1.0%, constrained by tepid demand and elevated energy prices. China's growth is projected at 4.6%, amid demographic headwinds and structural transitions. In contrast, India is expected to maintain strong growth at 6.2%, underpinned by robust domestic demand and reform-led momentum. Global trade is forecast to grow by 1.7%, reflecting persistent policy uncertainty and trade fragmentation.

Amid these global dynamics, emerging markets are projected to grow at 3.7%–4.0% in FY 2025–26, outpacing advanced economies. This is driven by resilient consumption, stable monetary frameworks, and improving capital flows, particularly into Asia. However, elevated inflation, tightening financial conditions, and post-election fiscal adjustments in major economies remain key risks. India is well-positioned to sustain its growth trajectory, supported by strong fundamentals and a focus on infrastructure and digital transformation. These macroeconomic trends are likely to influence consumer sentiment and retail activity, shaping opportunities and operational imperatives for value-driven retailers such as V-Mart.

World Economic Outlook Growth Projections (Real GDP, Annual Percentage Change):

Global Economy



Note: The global and G20 aggregates use moving GDP weights at purchasing power parities. See main text for details of the baseline and lighter tariff scenario.

Source: OECD Interim Economic Outlook 117 database; OECD Economic Outlook 116 database; and OECD calculations



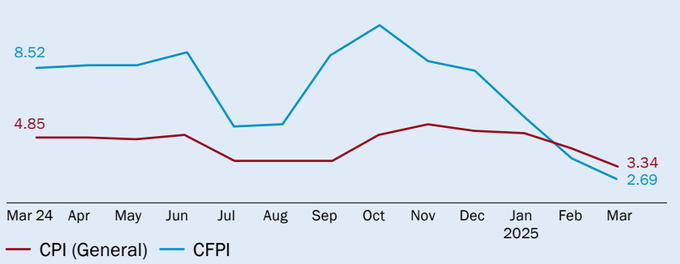
Domestic Economy

In FY 2024–25, the Indian economy expanded by 6.5%, maintaining its position as the fastest-growing major economy despite global headwinds and a high base. Growth accelerated to 7.4% in Q4, driven by robust performance across agriculture (3.8%), industry (6.2%), and services (7.2%). Fiscal prudence was upheld, with the fiscal deficit contained at 4.8% of GDP. Retail inflation eased to an average of 4.9%, down from 5.4% in the previous year, enabling the Reserve Bank of India to sustain a supportive monetary stance. Two rate cuts and a 50-basis point reduction in the cash reserve ratio (CRR) during the year further bolstered liquidity and credit flow.

Merchandise and services exports rose by 5.5% to US$ 820 Billion, supported by a sustained trade surplus with key markets such as the United States. The Economic Survey projects GDP growth of 6.3%–6.8% in FY 2025–26, with continued momentum expected into FY 2026–27, driven by structural reforms, infrastructure investments, and manufacturing growth. Government initiatives such as the Production Linked Incentive (PLI) scheme and PM Gati Shakti are enhancing logistics, job creation, and market access, especially in semi-urban and rural regions.

Private consumption, though muted in the early part of FY 2024-25, is expected to rebound on the back of improved agricultural output, softer inflation, and enhanced credit access. Rural demand is showing signs of revival, supported by favourable monsoons and targeted policy interventions. Anticipated tax relief and further rate reductions in FY 2025-26 could enhance disposable income, particularly in Tier II and Tier III markets. Inflation is forecasted to decline to 4.2% in FY 2025-26, led by moderating food prices. With input costs expected to ease amid falling global commodity prices, India's consumption-driven growth trajectory remains intact, offering a supportive environment for value-led retail formats such as V-Mart.

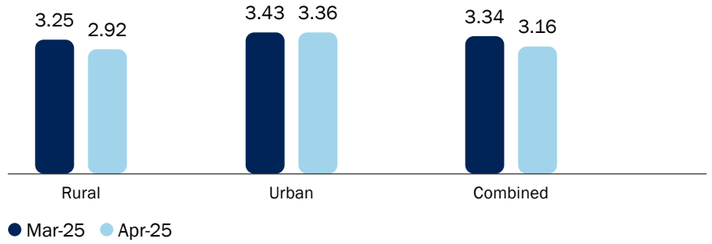
All India inflation Rates for CPI (General) and CFPI from March 2024 to March 2025:



Socrce: Ministry of Statistics Programme Implementation

Sources: 1 PIB, FY, FICCI, CRISIL, Indiabudget, 2 PIB, Worldbank, 3 PIB, 4 PIB, OECD

Y-o-Y Inflation rate based on CPI



India's Economic Outlook

India's GDP is projected to grow between 6.5% and 6.7% in FY 2025–26 and FY 2026–27, supported by structural reforms and sustained public investment in infrastructure and manufacturing. Flagship initiatives such as the Production Linked Incentive (PLI) scheme and PM Gati Shakti are enhancing logistics efficiency, expanding market access in semi-urban and rural areas, and creating employment. Private consumption, initially subdued in early FY 2024–25, is expected to improve, driven by stronger agricultural output, moderating inflation, and improved credit availability.

The Reserve Bank of India has adopted an accommodative policy stance, reducing the repo rate to 6.25%, with the potential for further easing to stimulate credit growth and consumer spending. Retail inflation averaged 4.9% in FY 2024–25 and is forecast to ease to 4.2% in FY 2025–26, aided by stabilising food prices, supporting both essential and discretionary consumption.

Public capital expenditure remains a key driver of growth, with continued infrastructure development across transport, housing, logistics, and urban services. The services sector, particularly hospitality, healthcare, real estate, and education, is also expanding capacity. However, private

Management Discussion and Analysis

investment may remain cautious in the near term due to global headwinds, uneven domestic demand, and surplus global supply. Over time, a sustained pickup in demand and sound corporate fundamentals could drive a gradual recovery. While merchandise exports may face headwinds from muted global demand and trade disruptions, services exports are expected to remain resilient, albeit subject to policy shifts and financial market volatility.

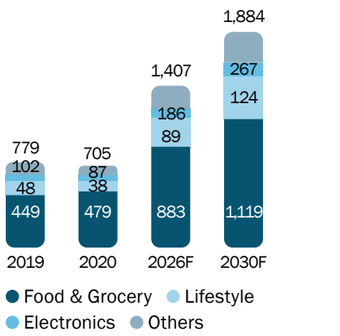
Indian Retail Market Overview

India is emerging as a highly attractive destination for investment, fuelled by its vast consumer base, increasing income levels, rapid urbanisation, and enhanced digital connectivity. With the second-largest population globally and a burgeoning middle-income demographic of approximately 158 Million households, the country presents substantial long-term opportunities for organised retail. The retail market in India is anticipated to expand threefold from 2019, reaching ₹ 216.6 Lakhs Crores (US$ 2.5 Trillion) by 2035. Key sectors such as apparel and footwear, along with consumer electronics, are significant contributors, representing around 10% and 9% of the total retail market, respectively.

The industry is shifting from traditional retail formats to modern trade and e-commerce. In 2022, traditional retail maintained an 81% market share, while organised retail and e-commerce comprised 12% and 8%, respectively. The e-commerce sector is expected to exceed US$ 350 Billion by 2030, with a compound annual growth rate (CAGR) of 23%. The number of online shoppers in India is projected to grow from 150 Million in 2020 to nearly 500 Million by 2030, bolstered by robust digital infrastructure and increasing consumer confidence.

Organised retail is expanding steadily, with 24 Million sq. ft. of new space expected by 2026, while e-commerce is valued at US$ 147 Billion with over 270 Million online shoppers. Retail inflation eased to a six-year low of 3.16% in April 2025, supporting higher discretionary spending. With stable GDP growth of 6.4–7% and continued formalisation, rising aspirations and increased branded product access in Tier II and III cities are strengthening demand for value fashion players like V-Mart.

Retail Market Size



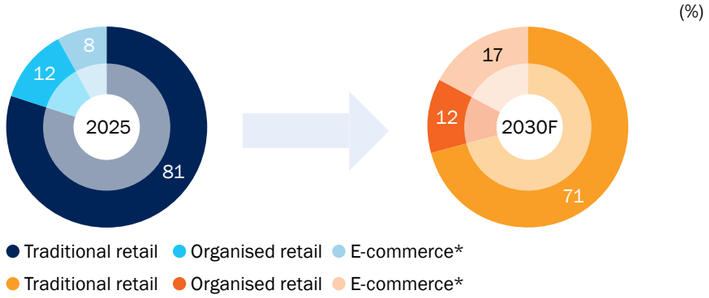
Note: F- Forecast

Sources: PIB, FICCI, CRISIL



Innovate. Expand. Transform.

Significant Scope for Expansion



~70% of India retail, i.e. US$ 1 Tn+, is expected to be driven by unbranded and localised brand segments by 2030.

US$ 2.5 Tn

Approx Projected Retail Market Size by 2035

Sources: 1 IBEF, 2 IBEF

India's Retail and Fashion Landscape

India's fashion sector is exhibiting strong growth, fuelled by a blend of traditional artistry, changing design trends, and a growing consumer demographic. The overall fashion market is anticipated to reach US$ 17 Billion in 2025, supported by a robust CAGR of 9.02% from 2025 to 2029 (Statista), driven by increased aspirational spending and shifts in lifestyle.

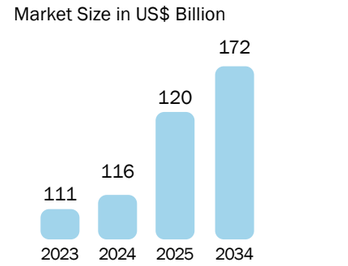
The fast fashion sector is experiencing rapid expansion, with a 30–40% growth rate in 2024. Currently valued at US$ 10 Billion, it is expected to grow to US$ 50 Billion by FY 2030-31. This growth is attributed to improved supply chain agility for ultra-value products and strong brand loyalty in the premium segment. These developments highlight a vibrant retail environment, offering significant growth prospects for value-oriented companies like V-Mart, which are well-equipped to serve aspirational yet budget-conscious consumers in Tier II–IV cities.

Apparel and Fashion Accessories

In 2024, the Indian apparel market was estimated at around US$ 116 Billion, with projections indicating an increase to US$ 120 Billion in 2025 and reaching US$ 172 Billion by 2034, reflecting a compound annual growth rate (CAGR) of 4% (Market Research Future). Revenue is estimated to reach US$ 120 Billion in 2025, with an anticipated annual growth rate of 3.26% through 2029.

The women's apparel segment remains the largest contributor, expected to account for US$ 53 Billion in 2025. Per capita spending on apparel is projected at US$ 76, with average consumption at 24.9 items per person. Market volume is likely to reach 41.4 Billion pieces by 2029, with a growth rate of 3.6% in 2026. Notably, 98% of sales are expected to come from the non-luxury segment—reinforcing the relevance of V-Mart's value-focused positioning. Additionally, there is a rising preference among consumers, particularly in premium segments, for sustainable and ethically produced fashion, reflecting a broader shift towards conscious consumption.

India Apparel Market



Footwear

India's footwear market, valued at US$ 19 Billion in 2024, is projected to reach US$ 46 Billion by 2033, growing at a CAGR of 10.1%. Revenue is expected at US$ 34 Billion in 2025, with the non-luxury segment comprising 97% of sales. Per capita spending is estimated at US$ 23, with annual consumption at 2 pairs. Market volume is forecast to touch 4 Billion pairs by 2030.

As the world's second-largest producer and consumer of footwear, India's sector contributes 2% to GDP and employs over 4.4 Million people. Supported by government initiatives and e-commerce adoption, V-Mart is well-positioned to meet growing demand in the value footwear segment.

US$ 120 Bn

Approx Indian Apparel market size in 2025

US$ 18 Bn

Approx Indian Footwear market size in 2025

US$ 17 Bn

Approx Indian Accessories market size in 2025

Management Discussion and Analysis



Key Trends of the Industry

- Tier II and III Market Expansion - Rising disposable incomes and aspirations are fuelling retail growth in India's smaller cities and towns
- Experiential Retail and Expansion of Formats - Physical stores are evolving into experience hubs, while retailers explore innovative and niche formats
- Sustainable and Ethical Retail - Growing consumer preference for environmentally conscious and socially responsible brands and practices
- Supply Chain Digitisation - Technology-enabled supply chains are improving agility, visibility, and responsiveness to market demand
- Data, Loyalty, and Membership Programme - Retailers are leveraging data and loyalty ecosystems to drive retention, repeat purchase, and lifetime value.
- Direct-to-Consumer (D2C) Surge - Brands are bypassing intermediaries to build direct, data-rich relationships with customers
- Personalisation, AI Integration and Influencer Commerce - AI-driven personalisation and influencer-led selling are reshaping how brands engage and convert customers online
- Omnichannel Retailing - Seamless integration of physical and digital touchpoints to provide a unified customer shopping experience
- Rise of E-commerce and Quick Commerce - Accelerated growth of online shopping with increasing demand for ultra-fast delivery of everyday essentials
- Digital Payments and Fintech Integration - Adoption of UPI, wallets, and embedded finance is enhancing convenience and driving conversion across channels

Opportunities

- Supply Chain Innovation - Smart, tech-enabled supply chains reduce costs, increase speed, and improve adaptability to market shifts
- Employment Generation - Retail expansion drives significant job creation across supply chains, stores, and digital platforms
- Hybrid Model - Blending physical and digital formats creates flexible, scalable models aligned to evolving consumer behaviour
- Technology Adoption - Leveraging emerging tech improves decision making, personalisation, and operational efficiency
- Sustainable Retailing - Integrating circular models and ethical sourcing strengthens brand trust and regulatory alignment
- Expansion of Indian Brands Globally - Indian brands are increasingly tapping global markets, leveraging cultural appeal, cost advantage, and digital reach to build international presence and recognition.
- E-commerce Growth - Continued surge in online shopping unlocks new customer segments and scalable revenue streams
- Faster Delivery - Speed-driven logistics enhance customer satisfaction and loyalty in an on-demand retail environment
- Mobile Commerce and Omni Retail - Expanding reach and convenience by integrating mobile-first experiences with seamless omnichannel journeys
- Gen AI – Gen AI offers transformative potential in content creation, customer engagement, and operations automation

Challenges

- Managing Inventory Overhead - Balancing stock levels to avoid overstocking or stockouts remains a critical and complex cost challenges
- Hiring, Retaining Talent and Employee Well-being - Attracting skilled talent and fostering a supportive workplace culture is essential for long-term productivity
- Supply Chain Limitations and Complex Regulations - Global disruptions, high costs, and evolving compliance demands challenge supply chain resilience and agility
- Tracking Leads Online and Repeat Customers - Converting digital engagement into repeat business requires effective lead tracking and personalised retention strategies
- Positive Customer Experience - Delivering consistent, seamless, and engaging experiences is key to building loyalty in a competitive landscape
- Rise of Direct-to-Consumer Brands and Ethical Sourcing - Traditional retailers face pressure to adapt as D2C brands gain traction and consumers demand ethical, sustainable practices
- Navigating Siloed Marketing Infrastructure - Disconnected tools and platforms hinder unified customer insights and cohesive campaign execution
- Hedging Data Security Concerns - Increasing digitalisation heightens the need for robust cybersecurity and data privacy safeguards

Management Discussion and Analysis

Company Overview

Since its inception in 2002, V-Mart Retail has established itself as a leader in organised value fashion retail, catering to Millions throughout India. The brand has transformed into a holistic lifestyle entity, providing a diverse range of fashion apparel, footwear, home furnishings, and general merchandise for families at competitive prices.

Targeting Tier II and III cities, the Company meets the aspirations of the expanding middle class by offering affordable, high-quality fashion within a contemporary retail setting. Its clothing range features ethnic, fusion, and western styles for women; formal, casual, and sportswear for men; as well as an extensive selection of children's clothing.

Strategic Foundations for Growth

V-Mart employs proactive, customer-centric strategies aimed at fostering sustainable growth and providing consistent value to all stakeholders. Our inclusive and purpose-driven approach caters to the varied needs of our internal and external environments. Our six strategic foundations underpin our business:

1. **Growth:** Maximising Revenue across the Operating Portfolio
2. **Scalable Infrastructure:** Building an Intelligent, Future-Ready Growth Engine
3. **Sustained Competitive Advantage:** Cementing Distinctiveness in a Crowded Market
4. **ESG:** Driving Responsible Growth with Environmental and Governance Excellence

497
Stores

309
Cities

27
States

Operational Performance

Store Expansion and Reach

- Opened 62 new stores, expanding in Tier II–III markets with a focus on underserved regions

Customer Engagement

- Under-25 customers now form 32% of our base, up 9% Y-o-Y
- Strengthened engagement through tech-enabled systems

Operational Efficiency

- Integrated digital discovery with in-store experience
- Rolled out e-registers, dashboards, and upgraded visual merchandising

Product and Category Development

- Introduced GenZ merchandise, Tech Wearables, and Beauty categories

Customer Experience

- Maintained a 4.8 Google rating with 97% issue resolution within 24 hours

Technology and Governance

- Improved inventory visibility and launched digital pilots for store tracking

Sustainability

- Reused 83% of cartons and digitised store registers
- Advanced ESG through better resource use and process control

Financial Performance

The Company prepares its financial statements in accordance with the accrual basis of accounting and the historical cost convention, complying with Indian Accounting Standards (Ind AS) as prescribed under Section 133 of the Companies Act, 2013, read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and subsequent amendments.

In FY 2024–25, the Company delivered a strong financial performance:

- Net worth increased to ₹ 81,018 Lakhs from ₹ 74,699 Lakhs in FY 2023–24
- Revenue from operations stood at ₹ 325,386 Lakhs, compared to ₹ 278,560 Lakhs in the previous year
- EBITDA improved to ₹ 37,711 Lakhs from ₹ 21,305 Lakhs in FY 2023–24
- Profit after tax was ₹ 4,577 Lakhs, a turnaround from a loss of ₹ 9,676 Lakhs in FY 2023–24

Read more on page 54

Working Capital Management

During the year, the Company continued to strengthen its retail footprint with the addition of 62 new stores, taking the total store count to 497 as of March 31, 2025.

Key indicators of working capital and liquidity as on March 31, 2025, are as follows:

- Current assets stood at ₹ 122,579 Lakhs, including inventory of ₹ 98,683 Lakhs (FY 2023–24: ₹ 103,478 Lakhs and ₹ 81,607 Lakhs, respectively)
- Current liabilities increased to ₹ 116,809 Lakhs, comprising borrowings of ₹ 14,896 Lakhs and lease liabilities of ₹ 19,258 Lakhs (FY 2023–24: ₹ 89,220 Lakhs, including borrowings of ₹ 11,000 Lakhs and lease liabilities of ₹ 8,771 Lakhs)
- Cash and cash equivalents stood at ₹ 3,942 Lakhs (FY 2023–24: ₹ 2,723 Lakhs)
- Return on Capital Employed (RoCE) improved significantly to 11.6% from 0.6% in the previous year

Ratio	Formulae	As at March 31, 2025	As at March 31, 2024	% change	Details of Significant Changes in the Key Financial Ratios - (>+/- 25%)
Current ratio (in times)	Current assets/ Current Liabilities	1.05	1.16	-9%	Not applicable
Interest Coverage Ratio	Earning for debt service (Net Profit after taxes + Non-cash operating expenses + Interest + loss on sale of Fixed assets, etc.) /Debt service (Interest + lease payments + principal repayments)	1.92	0.99	94.07%	The Company has earned profit in the current year as compared to loss in previous year
Debt-equity ratio (in times)	Total debt (including lease liabilities)/ Shareholder's equity#	0.97	1.86	-48%	Decreasing mainly on account of reduction in lease liabilities
EBITDA Margin	EBITDA / Revenue from Sale of Traded Goods X 100	11.6%	7.6%	52.63%	The Company has earned profit in the current year as compared to loss in previous year
Days of Inventory(DOI) (Sale)	(Average Inventory / Revenue from Sale of Traded Goods) × 365	102	113	-9.73%	Not applicable
Inventory turnover ratio (in times)	Cost of goods sold (includes purchase of traded goods and Increase/decrease in inventories)/ Average inventories	2.36	2.24	5.64%	Not applicable
Net capital turnover ratio (in times)	Net sales (Total sales - sales return)/ Working capital (Current assets – Current liabilities)	56.39	19.54	188.64%	Increasing mainly on account of decline in working capital
Net profit ratio (In %)	Net Profit/ Net sales (Total sales - sales return)	1.41%	-3.47%	-140.50%	The Company has earned profit in the current year as compared to loss in previous year
Operating Profit Margin (%)	EBIT/Revenue from operations X 100	5.5%	0.4%	1275.00%	The Company has earned profit in the current year as compared to loss in previous year
Return on capital employed (in %)	Earnings before interest and taxes (EBIT)/ Capital Employed (Tangible net worth + Total debt - Goodwill - other intangible assets)	11.63%	0.57%	1944.59%	The Company has earned profit in the current year as compared to loss in previous year
Return on equity ratio (in %)	(Net profits after taxes – Preference dividend) / Average shareholder's equity	5.88%	-12.95%	-145.38%	The Company has earned profit in the current year as compared to loss in previous year
Return on Investment (in %)	(Profit on sale of investments + Fair value gain on investment designated at FVTPL)/ Average investment	13.13%	9.36%	40.23%	Increase due to mutual funds purchased and sold during the year
Trade payable turnover ratio (in times)	Net credit purchases (Gross credit purchases - purchase return) / Average trade payables	3.30	3.16	4.46%	Not applicable
Debtors turnover ratio##	Net credit sales (Gross credit sales - sales return)/ Average trade receivable	-	-	-	Not applicable
Days Payable Outstanding (DPO)	Average Trade Payable for goods/ Purchases x 365	89	92	-3.26%	Not applicable
Cash Conversion Cycle (in days)	Days of Inventory(DOI) - Days Payable Outstanding (DPO)	13	21	-38.10%	Improvement in DOI by 10%

#Represents total equity

##The Company is into retail business and there are no trade receivable in the Company, accordingly ratio is not applicable to the Company.

Management Discussion and Analysis

SCOT ANALYSIS

Strengths

- A widespread presence catering to diverse markets in India
- Sustainable trendy fashion and lifestyle products tailored to budget-conscious consumers
- Wide-ranging portfolio spanning apparel, footwear, accessories, and home furnishings
- Strategic emphasis on underserved high-growth urban centres
- Large-scale design and quality control teams with dedicated design labs delivering trend-driven fast fashion
- Green initiatives, like a solar-powered warehouse, to reduce environmental impact
- Strengthened e-commerce and digital capabilities
- A sustainable and scalable supply chain built to support future growth

Challenges

- Operating in a highly competitive landscape, both offline and online
- Necessity for streamlined supply chain management, inventory control, and store operations
- Rapidly shifting consumer trends require constant innovation and adaptability
- Vulnerability to economic slowdowns, which can directly impact consumer spending and retail performance

S C O T

Opportunities

- Rising disposable incomes and a growing middle-class population are fuelling demand for value-driven retail
- Harnessing the increasing reach and convenience of digital platforms, payments and transactions to boost omnichannel growth
- Strategic expansion into underserved Tier-III and Tier-IV cities to capture new customer bases
- Investing in and scaling private-label brands to enhance margins and customer loyalty
- Catering to Gen Z with trend-driven, affordable fashion collections tailored to their preferences
- Embedding Environmental, Social, and Governance (ESG) principles to drive responsible growth and brand differentiations

Threats

- Accelerated growth of online retail poses ongoing challenges to traditional brick-and-mortar models
- Frequent changes in government regulations, tax reforms, and labour laws may lead to an impact on operations
- Inflation, income fluctuations, and shifts in consumer spending behaviour can directly affect retail performance





Human Resource Development

V-Mart continued to invest in its people, recognising their critical role in driving scalable growth. It strengthened employee engagement through Town Halls, feedback platforms, focus groups, and skip-level meetings. Recognition initiatives included Employee of the Month, Gratitude Cards, peer appreciation, milestone celebrations, bonuses, revamped sales incentives, and Performance Linked Incentives (PLI). The Company promoted internal mobility, job rotations, and leadership development, while coaching and mentoring supported high-potential talent. Over 2.6 Lakhs hours of training were delivered, including leadership modules and UpGrad-led programmes.

V-Mart supported employee well-being through health insurance, fitness and mental wellness programmes, stress management workshops, flexible work options, and a strong focus on diversity and inclusion, reinforced by regular feedback. In FY 2025-26, the Company will prioritise continuous learning, AI-enabled HR systems, robust performance management, talent acquisition, and leadership development to strengthen its people-first and future-ready culture.

Awards

- ICSI National Awards for Excellence in Corporate Governance, 2024
- Won LACP Vision 2023/24 Awards Integrated Report Competition in the following categories:
  - Platinum Award in Consumer Durables - Textile/Apparel/Luxury
  - Among Top 50 Reports Worldwide
  - Technical Achievement Award
- Value Retailer of the Year 2024 by IReC Awards
- Best Fashion Retailer 2024 by Economic Times Rajasthan
- Top Employer by Ambition Box
- 23rd among Future-Ready Employers

Read more on page 66

Internal Control

The Company has established a well-defined internal control framework to safeguard assets, ensure accuracy in financial reporting, and support effective governance. This framework is structured around the Three Lines Model: operational management forms the first line of defence, risk and compliance functions provide oversight as the second, and Internal Audit offers independent assurance as the third line.

The Internal Audit team conducts periodic reviews, with findings reported to management and the Audit Committee to facilitate informed decision-making and timely corrective actions. Risk governance is overseen by the Risk Management Committee, which monitors key risks and reports regularly to the Board of Directors. The risk management framework is periodically reviewed to maintain alignment with evolving business needs and regulatory expectations.

The Control Self-Assessment (CSA) process supports continuous improvement in internal processes and accountability. Ethical conduct is upheld through a Code of Conduct and Whistleblower Policy, both publicly available on the Company's website. The Company remains fully compliant with the Companies Act, 2013, SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable laws and regulations related to internal control and risk management.

Read more on page 46

Risk Management

Enterprise Risk Management

The organisation has adopted an integrated risk management framework aligned with COSO ERM (2017), ISO 31000, the Companies Act, and SEBI regulations. It addresses financial, operational, strategic, compliance, and reputational risks, supporting our strategic goals.

We are equally committed to ESG excellence, driving responsible environmental practices, social impact, and governance. The Board actively oversees this framework, which is embedded across the business through both top-down and bottom-up approaches, reinforcing our vision to be a leading value retailer in Bharat.



Management Discussion and Analysis

V-Mart ERM Framework:

Risk Governance Structure

Risk management is embedded into core processes through the three lines of defence model. It guides daily decisions, project execution, and functional responsibilities across the organisation. Ownership is ingrained across leadership, operations, and customer-facing roles to ensure comprehensive risk coverage.

Board of Directors

Nominate RMC

Risk Management Committee (RMC)
RMC = Independent Directors + (Chairperson + Managing Director as mandatory attendees)

Nominate RM-STECO | Quarterly Update

Risk Management Steering Committee (RM-STECO)
RM-STECO CFO + COO + Any other members nominated by the RMC

Quarterly Meetings

Risk and Governance Team

- Risk Identification
- Periodic Risk Updates
- Mitigation Measures
- Monitoring

Forum of Risk Owners

First Line

- Retail Operations
- Buying and Merchandising
- Finance, Accounts and Legal
- LimeRoad
- Planning
- Warehousing & Logistics
- Marketing
- Digital Transformation
- Human Resources
- Projects, BD & NSO
- Information Technology
- Skill Development

Forum of Risk Owners

2nd Line

- Internal Controls
- Risk & Governance
- Loss Prevention
- Quality Control
- Centre of Excellence
- Information Security
- Legal
- Project Management Office

3rd Line

- Independent Auditors & Assurance Partners

Risk Management Process

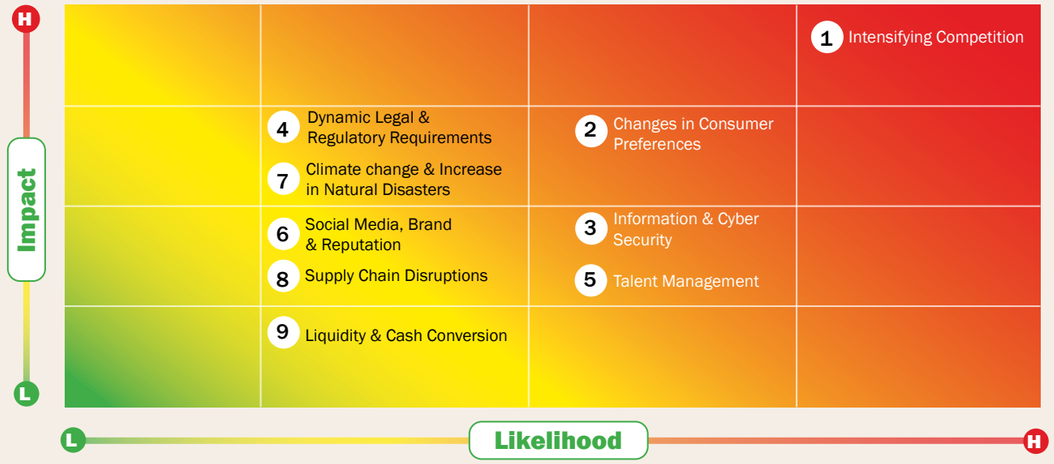
Identify
Identify potential uncertainties across business functions, markets, and strategic objectives

Analyse
Assess likelihood and impact to determine exposure and prioritise key risks

Mitigate
Deploy appropriate actions to reduce, transfer, or accept identified risks

Monitor
Track risk status, review controls, and ensure ongoing mitigation effectiveness

Summary of Significant Risk



Risk	SBO 1	SBO 2	SBO 3	SBO 4	ESG
1. Intensifying Competition	✓		✓		S & G
2. Changes in Consumer Preferences	✓		✓		E & G
3. Information & Cyber Security		✓		✓	S & G
4. Dynamic Legal & Regulatory Requirements				✓	E,S & G
5. Talent Management		✓	✓		S & G
6. Social Media, Brand & Reputation	✓		✓	✓	E,S & G
7. Climate change & Increase in Natural Disasters		✓		✓	E,S & G
8. Supply Chain Disruptions	✓	✓			E,S & G
9. Liquidity & Cash Conversion	✓	✓			G

Management Discussion and Analysis

▲ High ▲ Low ◆ Medium

Strategic

Intensifying Competition

India's retail sector is set to face heightened competitive pressures from a broad spectrum of organised, unorganised, and e-commerce players offering near-similar products across diverse formats and price points. This intensifying competition could strain customer loyalty, margin protection, and differentiation, particularly in the value retail space.

Changes In Risk ▲

Mitigation Strategies

We are strengthening our market positioning through curated in-store experiences aligned with Gen Z expectations, simplified pricing to enhance transparency, and a distinct product offering focused on quality and contemporary design.

Climate Change and an Increase in Natural Disasters

Increasing frequency and severity of natural disasters such as floods, cyclones, earthquakes, and fires pose escalating risks to infrastructure integrity, inventory security, and supply chain continuity. These events may also impact the safety and well-being of employees, customers, and partners, threatening operational resilience.

Changes In Risk ▲

Mitigation Strategies

We implement zonal merchandise planning for climate-aware merchandise allocation, alongside a comprehensive Business Continuity Management (BCM) policy, governed by a dedicated BCM Committee that extends resilience efforts to logistics and operations. Supplier continuity plans are evaluated through an ESG lens, while ongoing workshops on quality standards and sustainable vendor practices further strengthen our readiness.

Operational

Change in Consumer Preferences

Evolving consumer preferences, shaped by changing income patterns, cultural dynamics, fashion trends, and digital influences, present a significant risk to sustaining market share and customer loyalty if our product offerings and engagement strategies do not remain agile and responsive.

Changes In Risk ▲

Mitigation Strategies

To stay aligned with evolving customer preferences, we regularly conduct market research and refresh our product assortment. Enhancements to Entry Price Point offerings, streamlined monitoring processes, improved packaging efficiency, influencer-led reach and the introduction of differentiated designs for younger customers collectively support our responsiveness and cost optimisation.

Talent Management

Increasing pressure in attracting and retaining skilled talent along with an ageing workforce and competitive talent markets. These constraints may inhibit innovation, productivity, and long-term growth potential.

Changes In Risk ▲

Mitigation Strategies

Our workforce strategy emphasises competitive compensation and benefits, comprehensive learning and development programmes, human Capital Development and diversity, and proactive succession planning. We have conducted culture assessment and EHS survey workshops to communicate relevant policies and interventions. Ongoing skills mapping and career progression alignment are supported by training on AI and productivity tools. Furthermore, a comprehensive Compensation Matrix has been established, alongside enhanced sales incentive plans, to drive employee engagement and performance.

Information and Cyber Security

Cyber security threats targeting IT systems with the intent to compromise data integrity, disrupt operations, or harm reputation may pose critical risks to business continuity and stakeholder confidence.

Changes In Risk ▲

Mitigation Strategies

We have strengthened our cyber security posture through sustained investments in advanced security solutions, regular audits, and employee training on cyber hygiene. Preventive measures such as vulnerability assessments and penetration testing are embedded into routine operations, while ongoing awareness initiatives promote a culture of vigilance against emerging threats.

▲ High ▲ Low ◆ Medium

Supply Chain Disruptions

Disruptions such as strikes, lockdowns, transport delays, and raw material shortages can significantly impact the availability and quality of sourced products, posing risks to supply continuity and customer satisfaction.

Changes In Risk ▲

Mitigation Strategies

We focus on building strong vendor relationships, diversifying our sourcing base, and enforcing stringent quality controls. Maintaining multiple vendors for the same product ensures supply continuity, while strategically located warehouses in both the north and south bolster our ability to manage disruptions effectively.

Financial

Liquidity and Cash Conversion

Liquidity and cash conversion may be challenged by seasonal sales volatility, inventory management complexities, credit policies, and working capital requirements, potentially constraining financial agility.

Changes In Risk ▼

Mitigation Strategies

Adequate cash reserves, efficient working capital management, and optimised inventory practices form the foundation of our prudent financial approach, ensuring liquidity and resilience in dynamic business conditions.

Compliance and Reputational

Dynamic Legal and Regulatory Requirements

India's retail sector faces an evolving regulatory landscape across taxation, labour, consumer protection, environmental compliance, data privacy, and e-commerce. Ongoing regulatory changes may increase compliance complexity, operational costs, and pose risks to profitability.

Changes In Risk ◆

Mitigation Strategies

An integrated compliance tool has been deployed to streamline regulatory tracking and reporting. Zone-wise teams have been set up to monitor compliance across regions more effectively. Monitoring and oversight has been strengthened, and a time-bound action plans are in place to address gaps.

Social Media, Brand and Reputation

Social media's pervasive influence can shape customer perceptions and behaviour, but it also presents risks of negative publicity and reputational damage if stakeholder expectations are unmet or controversies arise.

Changes In Risk ◆

Mitigation Strategies

Serving customers while safeguarding our brand & reputation remains a top priority. We actively engage with customers on social platforms like Google Facebook, Instagram, and Twitter, actively managed by unified Online Reputation Management (ORM) tools. Maintaining high-quality standards and delivering exceptional service across physical stores and online channels are central to our approach. Customer feedback is systematically captured through NPS scores and Google reviews, providing valuable insights. Our dedicated call centre efficiently handles queries and complaints, with plans to further expand these services to enhance complaint resolution and online reputation management.

Financial Intellectual Manufacturing Human Natural Social and Relationship

Cautionary Statement

This Management Discussion and Analysis (MD&A) contains forward-looking statements that are subject to inherent risks and uncertainties, which could cause actual results to differ materially from our expectations. Factors such as market conditions, economic factors, regulatory changes, and unforeseen events may adversely impact our financial performance and business operations. Readers are advised to carefully review the information provided, consider the risk factors disclosed in our filings, and not place undue reliance on forward-looking statements as they are based on current expectations and may change. We undertake no obligation to update these statements, and investors are encouraged to seek professional advice before making investment decisions based on this MD&A.



23rd AGM notice

V-MART RETAIL LIMITED

(CIN - L51909DL2002PLC163727)

Regd. Office: 610-611, Guru Ram Dass Nagar, Main Market, Opp. SBI Bank, Laxmi Nagar, New Delhi – 110092

Corp Office: - Plot No.862, Udyog Vihar, Industrial Area, Phase V, Gurugram – 122016 (Haryana)

Tel. No.: 0124-4640030, **Fax No.** 0124-4640046,

Website: www.vmart.co.in, **Email:** cs@vmart.co.in

NOTICE

Notice is hereby given that the Twenty-Third (23rd) Annual General Meeting of the Members of the Company will be held on Tuesday, July 29, 2025 at 11:00 A.M. (IST) through Video Conferencing/Other Audio-Visual Means to transact the following business.

ORDINARY BUSINESS:

To consider and, if thought fit, to pass the following resolutions as **Ordinary Resolutions:**

Item No. 1: Adoption of financial statements

To receive, consider, and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2025, along with the reports of the Auditors and the Board of Directors thereon.

"**RESOLVED THAT** the Company's audited financial statements for the financial year ended March 31, 2025, together with the reports of the Board of Directors and Auditors thereon be and are hereby received, considered, and adopted."

Item No. 2: Appointment of Mr. Lalit Agarwal (DIN: 00900900) as Director, liable to retire by rotation

To appoint a director in place of Mr. Lalit Agarwal (DIN: 00900900) who retires by rotation and being eligible, offers himself for re-appointment.

"**RESOLVED THAT** Mr. Lalit Agarwal (DIN: 00900900), who retires by rotation as a Director and being eligible, offers himself for re-appointment, be and is hereby re-appointed as the Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

Item No. 3: Revision in Remuneration of Mr. Varin Agarwal who is holding an office or Place of Profit in the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 188(1)(f) and other applicable provisions, if any, of the Companies Act, 2013 ("Act") read with the Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the recommendation of the Audit Committee, Nomination and Remuneration Committee and the approval of the Board of Directors, the consent of the Members of the company be and is hereby accorded for the Related Party Transaction with Mr. Varin Agarwal, a related party under the provisions of the Section 2(76) of the Act, being the son of Mr. Lalit Agarwal, Managing Director of the Company, and holding an office or place of profit in the company, for payment of remuneration beyond the threshold limit of Rs. 30,00,000/- (Rupees Thirty Lakh Only), per annum and up to a maximum remuneration of Rs. 60,00,000/- (Rupees Sixty Lakh Only) per annum (including fixed pay, variable pay together with other benefits, perquisites, allowances and facilities, as applicable/ payable to employees occupying similar position in the Company) with authority to be granted to the Nomination and Remuneration Committee of the Board of Directors to decide the amount of remuneration payable to Mr. Varin Agarwal, from time to time, within the above limits approved by the Members of the Company. Such revisions in the remuneration would be gradual and dependent on his performance, Company Policy, internal benchmarking with other employees within his grade and other matters, such as increments and variable pay limits as determined and approved for the other employees of the Company of the same grade, including annual increments and performance-linked variable pay from time to time, on an annual basis. This ceiling is not expected to be reached before April 1, 2028 unless otherwise revised with the due approval of shareholders."

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters, & things as may be necessary to give effect to this resolution."

Item No. 4: Approval for payment of Commission to Non-Executive Directors of the Company

To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 read with Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification or re-enactment thereof, for the time being in force), the consent of the members of the Company be and is hereby accorded to pay profit related commission to all Non-Executive Directors including Independent Directors, combined, at the sum not exceeding 1% of Net Profit of the Company, calculated in accordance with the provisions of section 198 of the Act, be paid to and distributed amongst the Non- Executive Directors including Independent Directors of the Company upto Rs. 37,50,000/- (Rupees Thirty Seven Lakhs Fifty Thousand only), per director, per year for a period of 3 (three) financial years commencing from April 01, 2025 to March 31, 2028, as may be decided by the Board of Directors (hereinafter referred to as the 'Board', which term shall deem to include any Committee(s) constituted/to be constituted by the Board to exercise its powers conferred by this resolution) based on the performance of the Director & Company, as may be amended from time to time.

RESOLVED FURTHER THAT the above remuneration shall be in addition to the fee payable to the director(s) for attending the meetings of the board/committees thereof or for any other purpose

whatsoever, as may be decided by the board of directors and reimbursement of expenses for participation in the Board meeting.

RESOLVED FURTHER THAT this 1% Commission payable to Non-Executive Directors including Independent Directors shall be divided amongst them in such a manner as recommended by the Nomination & Remuneration Committee and by the Board, from time to time and pursuant to the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters, & things as may be necessary to give effect to this resolution."

Item No. 5: Approval for the revision in the remuneration of Mr. Lalit Agarwal, (DIN: 00900900) Managing Director of the Company

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as a "**Special Resolution**":

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable clauses of Memorandum and Articles of Association of the Company, and on the recommendation of the Audit Committee, Nomination and Remuneration Committee and approved by the Board of Directors, approval of the members be and is hereby accorded for the revision in remuneration of **Mr. Lalit Agarwal (DIN: 00900900)**, Managing Director of the Company, the revised structure of the remuneration effective from April 01, 2025 to May 30, 2027 is noted hereunder.

A. Basic Salary:

Basic salary of Rs. 142 Lakhs per annum for FY 2025-26. Further increment of upto 25% p.a. for FY 2026-27, unless otherwise revised with the due approval of shareholders.

B. Performance Bonus/ Commission:

Up to 1% (One percent) commission on the net profits (computed as per section 198 of the Companies Act, 2013) of the Company in each financial year, subject to the overall limit as stipulated in Section 197 of the Companies Act, 2013. The overall amount of the commission shall be subject to the maximum limit of Rs. 300 Lakhs per annum.

C. Perquisites:

In addition to salary and commission, the Managing Director shall be entitled to perquisites and allowances:

Residential facility/house (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges, and utilities (e.g. gas, electricity, furnishings, servants, gardener, and water charges) for the said accommodation. He shall also be eligible for expenses incurred on the education of his children (up to 2 children), whether, in India or abroad, club membership, car, including driver wages, expenses incurred on Leave travel (including foreign travel) for self and family.

The overall value of the perquisites shall be subject to the maximum of Rs. 149 Lakhs p.a. till his remaining tenure, unless otherwise revised with the due approval of shareholders.

D. Additional Benefits:

Medical benefits and health insurance in accordance with the Company's medical scheme for self and family (this includes medical insurance premium). All employee benefit programs, Leave encashment, Gratuity, Provident Fund, Superannuation, NPS etc. which are generally applicable as per benefit plans, programs, policies and/or practices of the Company Reimbursement for travel, conveyance, mobile or other expenses incurred in furtherance of or in connection with the performance of duties, in accordance with the Company's reimbursement policy

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Lalit Agrawal (DIN: 00900900), Managing Director of the Company, the Company has no profits or its profits are inadequate, the Company may pay him aforesaid remuneration herein approved as the minimum remuneration except commission in accordance with Schedule V of the Companies Act, 2013 or as approved by the shareholders of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions as mentioned above including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactments thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Lalit Agrawal (DIN: 00900900).

RESOLVED FURTHER THAT the other terms and conditions of appointment of Mr. Lalit Agarwal (holding DIN: 00900900) as Managing Director, as approved by the members on August 30, 2022, shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters, & things as may be necessary to give effect to this resolution."

Item No. 6: Approval for the revision in the remuneration of Mr. Madan Gopal Agarwal (DIN: 02249947), Whole Time Director of the Company

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as a "**Special Resolution**":

"**RESOLVED THAT** pursuant to the provisions of Sections 196, 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Regulation 17(6) (e) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, applicable clauses of Memorandum and Articles of Association of the Company, and on the recommendation of the Audit Committee, Nomination and Remuneration Committee and approved by the Board of Directors, approval of the members be and is hereby accorded for the revision in remuneration of **Mr. Madan Gopal Agarwal (DIN: 02249947)**, Whole Time Director of the Company (who has already attained the age of 70 years) the revised structure of the remuneration effective from April 01, 2025 to May 30, 2027 is noted hereunder.

A. Basic Salary:

Basic salary of Rs. 47 Lakhs per annum for FY 2025-26. Further increment of upto 10% p.a. for FY 2026-27, unless otherwise revised with the due approval of shareholders.

B. Performance Bonus/ Commission:

Up to 0.33% commission on the net profits (computed as per section 198 of the Companies Act, 2013) of the Company in each financial year, subject to the overall limit as stipulated in Section 197 of the Companies Act, 2013. The overall amount of the commission shall be subject to the maximum limit of Rs. 100 Lakhs per annum.

C. Perquisites:

In addition to salary and commission, the Whole-time Director shall be entitled to perquisites and allowances, that included Residential facility/house (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges, and utilities (e.g. gas, electricity, furnishings, servants, gardener and water charges) for the said accommodation, club membership, car including driver wages, expenses incurred on Leave travel (including foreign travel) for self and family.

The overall value of the perquisites shall be subject to the overall limit of Rs. 50 Lakhs per annum unless otherwise revised with the due approval of shareholders.

D. Additional Benefits:

Medical benefits and health insurance in accordance with the Company's medical scheme for self and family (this includes medical insurance premium). All employee benefit programs, Leave encashment, Gratuity, Provident Fund, Superannuation, NPS etc., which are generally applicable as per benefit plans, programs, policies and/or practices of the Company Reimbursement for travel, conveyance, mobile or other expenses incurred in furtherance of or in connection with the performance of duties, in accordance with the Company's reimbursement policy.

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained where in any financial year during the tenure of Mr. Madan Gopal Agrawal (DIN: 02249947), Whole-time Director of the Company, the Company has no profits or its profits are inadequate, the Company may pay him aforesaid remuneration herein approved as the minimum remuneration except commission in accordance with Schedule V of the Companies Act, 2013 or as approved by the shareholders of the Company by way of Special Resolution or otherwise as permissible by law for the time being in force.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to alter, vary and modify any of the terms and conditions as mentioned above including salary, allowances and perquisites in accordance with and subject to the limits prescribed in Section 196, 197 and/or Schedule V of the Companies Act, 2013 or any amendment or any statutory modifications or re-enactments thereof, subject to approvals, if any as may be required and as may be agreed between the Board of Directors and Mr. Madan Gopal Agrawal (DIN: 02249947).

RESOLVED FURTHER THAT the other terms and conditions of appointment of Mr. Madan Gopal Agarwal, Whole-time Director (holding DIN: 02249947), as approved by the members on August 30, 2022, shall remain unchanged.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters, & things as may be necessary to give effect to this resolution."

Item No. 7: Appointment of M/S Agarwal S. & Associates, Company Secretaries as the Secretarial Auditors of the Company for the period of five consecutive years

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an "**Ordinary Resolution**":

"**RESOLVED THAT** pursuant to the provisions of Section 204(1),(2),(3) and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and other applicable provisions, if any of the Companies Act, 2013, made thereunder (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and Regulation 24A of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. M/s Agarwal S. & Associates, Company Secretaries, be and are hereby appointed as the Secretarial Auditors of the Company for a term of 5 (five) years from the Financial Year 2025-26 until the conclusion of 28th Annual General Meeting of the Company which will be held for the financial year 2029-30 on such remuneration as may be approved by the Board of Directors in consultation with the Auditors.

RESOLVED FURTHER THAT the Board, be and is hereby authorised to delegate all or any of the powers herein conferred to the Committee of the Board or to any Director(s) or Officer(s) / Authorised Representative(s) of the Company, to do all such acts and take such steps, as may be considered necessary or expedient, to give effect to the aforesaid resolution(s).

RESOLVED FURTHER THAT approval of the Members is hereby accorded to the Board to avail or obtain from the Secretarial Auditor, such other services or certificates or reports which the Secretarial Auditor may be eligible to provide or issue under the applicable laws at a remuneration to be determined by the Board.

RESOLVED FURTHER THAT the Board of Directors, Chief Financial Officer and Company Secretary of the Company, be and are hereby severally authorized to do all such acts, deeds, matters, & things including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard."

By Order of the Board
For V-Mart Retail Ltd.

Megha Tandon
Company Secretary
M. No.: F10732

Place: Gurugram
Date: May 2, 2025

NOTES:

1. In view of the continuing COVID-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its General Circular No. 09/2024 dated September 19, 2024, 09/2023 dated September 25, 2023, 10/2022 dated December 28, 2022, 02/2022 dated May 5, 2022, General Circular No. 02/2021 dated January 13, 2021, General Circular No. 20/2020 dated May 5, 2020 read with General Circular No. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, permitted to conduct the Annual General Meeting ("AGM") through Video Conferencing ("VC")/ Other Audio-Visual Means ("OAVM"), without the physical presence of Members at a common venue. The Securities and Exchange Board of India ("SEBI") also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 03, 2024 has provided certain relaxations from compliance with certain regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"). The Securities and Exchange Board of India ('SEBI') also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated 7 October 2023 ('SEBI Circular'). Considering the pandemic situation and in accordance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and MCA Circulars, the 23rd AGM of the Company is being held through VC / OAVM. The deemed venue for the 23rd AGM shall be the Registered Office of the Company for a term up to the conclusion of 23rd Annual General Meeting of the Company in the calendar year 2025.

2. The Company has engaged the services of M/s National Securities Depository Limited (NSDL) as the agency to provide remote e-voting facility.

3. The explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 ("Act") which sets out details relating to Special Businesses to be transacted at the Annual General Meeting, is annexed hereto.

4. In terms of Section 152 of the Companies Act, 2013, Mr. Lalit Agarwal (DIN: 00900900), Director, retiring by rotation at the Meeting and being eligible, offers himself for re-appointment. The Board of Directors of the Company recommends his re-appointment.

5. Since this AGM is being held pursuant to MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of Proxies by Members will not be available for this AGM. Hence, Proxy Form, Route Map and Attendance Slip are not annexed to this Notice.

6. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

7. Institutional/Corporate members (i.e. other than individuals, Hindu Undivided Family, Non-resident Indians etc.) are encouraged to attend and vote at the meeting through VC/OAVM. We also request them to send, a duly certified copy of the Board Resolution/ authorisation letter/ power of attorney etc. authorising their representative to attend the AGM through VC/OAVM and vote through remote e-voting on its behalf at cs@vmart.co.in with a copy marked to evoting@nsdl.co.in pursuant to Section 113 of the Companies Act, 2013.

8. Each member present at the meeting shall be entitled to one vote for every equity share held.

9. Only bona fide members of the Company, whose name appears first on the Register of Members/ List of Beneficial Owner, will be permitted to attend the meeting through VC/OAVM. The Company reserves its right to take all necessary steps as may be deemed necessary to restrict non-members from attending the meeting.

10. In the case of joint holders attending the AGM, only such joint holders who are higher in the order of names will be entitled to vote through e-voting during the AGM.

11. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.

12. Members are requested to send all communications relating to shares (Physical & Electronic Mode) to our Registrar & Share Transfer Agent (R&T Agent) at the following address:

    M/s. KFin Technologies Limited
    301, The Centrium, 3rd Floor, 57,
    Lal Bahadur Shastri Road, Nav Pada, Kurla (West),
    Kurla, Mumbai, Maharashtra 400070
    Phone No.: 040 67162222/ +91 40-7961 1000
    Email: einward.ris@kfintech.com
    Website: www.kfintech.com

13. Instructions and other information relating to remote e-voting, participation in the AGM through VC/OAVM and e-voting during the AGM are given in this Notice. The Company will also send a communication which inter-alia would contain details about User ID and Password along with a copy of this Notice to the members, separately.

14. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the Directors are interested under Section 189 of the Act and the certificate from Auditors of the Company certifying that V-Mart Retail Limited Employee Stock Option Scheme 2012 & Employee Stock Option Scheme 2020 in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 will be available for inspection by Members in electronic mode during the AGM. Members who wish to seek inspection, may send their request through an email at cs@vmart.co.in up to the date of AGM.

15. Members are requested to quote their DPID & Client ID or Folio details respectively in all correspondences, including dividend matters to the RTA i.e. KFin Technologies Limited or the Secretarial Department of the Company.

16. Members whose KYC details (i.e. postal address with PIN code, mobile number, bank account details, PAN linked with Aadhaar etc.) or e-mail address is not registered/ updated with the Company or with their respective Depository Participant(s) ['DPs'], and who wish to receive the Notice of the 23rd AGM, the Annual Report for the financial year 2024-25 and all other future communications sent by the Company from time to time, can get their KYC details and e-mail address registered/ updated by following the steps as given below:

    a. Members holding shares in physical form by submitting duly filled and signed request letter in Form ISR-1 along with self-attested copy of the PAN linked with Aadhaar; and self-attested copy of any document in support of the address of the member (such as Aadhaar Card, Driving Licence, Election Identity Card, Passport etc.) and such other documents as prescribed in the Form ISR-1.

        I. if e-mail address is registered - by sending an e-mail at cs@vmart.co.in from their registered e-mail address followed by mandatorily sending the physical copy of the same through post at the Registered Office/Corporate Office of the Company or directly sending the Form ISR-1 along with the supporting documents to the Registrar and Share Transfer Agents, KFIN Technologies Limited (RTA); and

        II. if e-mail address is not registered - by sending the physical copy of the same through post at the Registered Office/Corporate Office of the Company or directly to the RTA or emailing the same on cs@vmart.co.in / einward.ris@kfintech.com

    b. Members holding shares in demat form may update their KYC details and e-mail address with their Depository Participant(s). The Company or its RTA i.e. KFin Technologies Limited, cannot act on any request received directly from the members holding shares in demat mode for changes in any bank mandates or other particulars

    The Company strongly urges the members to register their e-mail address with the Company / Registrar and Share Transfer Agents or the Depository Participant(s), if you hold shares in physical form or demat form respectively.

    Additionally, in accordance with Regulation 36(1)(b) of the Listing Regulations, the Company is also sending a letter to members whose e-mail address is not registered with Company/ Depository Participant providing the exact web-link of Company's website from where the Annual Report for financial year 2024-25 can be accessed.

17. As per Circulars issued by SEBI from time to time, it is mandatory for the Shareholders holding equity shares in physical mode to furnish their PAN, Choice of Nomination, contact details including Mobile number, Bank account details and Specimen signature before getting any investor service request processed.

18. Online Dispute Resolution (ODR) Portal was introduced by SEBI vide its Master Circular SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated 11th August 2023, which is in addition to the existing SCORES 2.0 portal which can be utilized by the investors and the Company for dispute resolution. Please note that the investors are advised to initiate dispute resolution through the ODR portal only if the Company does not resolve the issue itself or it is not resolved through SCORES 2.0 portal.

19. Pursuant to Section 101 and Section 136 of the Act, read with relevant Companies (Management and Administration) Rules, 2014, and Regulation 36 of SEBI (Listing Obligation Disclosures Requirement) Regulations, 2015 ("SEBI Listing Regulations"), companies can serve Annual Report and other communications through electronic mode to those Members who have registered their email ID either with the Company or with the Depository Participants.

20. In compliance with the provisions of MCA vide its General Circular No. 09/2024 dated September 19, 2024, and SEBI circular dated October 7, 2023, Notice of the AGM along with the Annual Report 2024-25, are being sent only through electronic mode to those Members whose email IDs are available with the Company/Depositories/RTA.

21. In terms of the MCA Circulars and SEBI Circular dated 3rd October 2024, Members may note that the Notice of the AGM and Annual Report 2024-25 will also be available on the Company's website www.vmart.co.in and the website of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively, and on the website of National Securities Depository Limited ("NSDL") www.evoting.nsdl.com.

22. Pursuant to Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended and Regulation 44 of the SEBI Listing Regulations and Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, the Company is pleased to provide the facility of remote e-voting to all the members as per applicable Regulations relating to e-voting. The complete instructions on the e-voting facility provided by the Company are annexed to this Notice, explaining the process of e-voting with the necessary user ID and password. Members who have cast their vote by remote

e-voting prior to the meeting may attend the meeting but will not be entitled to cast their vote again.

23. **The Company has fixed Tuesday, July 22, 2025, as the cut-off date for determining the eligibility of Members entitled to vote at the AGM. The remote e-voting shall remain open for a period of 4 days commencing 9.00 a.m. (IST) on Friday, July 25, 2025 up to 5.00 p.m. (IST) on Monday, July 28, 2025 (both days inclusive)**

24. Members who are present in the meeting through video conferencing facility and have not cast their vote on resolutions through remote e-voting, shall be allowed to vote through the e-voting system during the meeting.

25. The Company has appointed Mr. Harsh Oberoi, Practicing Company Secretary (C.P. No. 17834), as Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.

26. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company/ Electronic mode during normal business hours (9:00 AM to 6:00 PM (IST) on all working days except Saturdays and Sundays, up to and including the date of the AGM of the Company. Members who wish to seek inspection, may send their request through an email at cs@vmart.co.in up to the date of AGM.

27. Information required under Regulation 36 of SEBI Listing Regulations is furnished as annexure to this Notice.

28. Members are requested to note that as per Section 124(5) of the Act, the dividend which remains unpaid or unclaimed for a period of seven years from the date of its transfer to the Unpaid Dividend Account, is liable to be transferred by the Company to the "Investor Education Protection Fund" (IEPF) established by the Central Government under Section 125 of the Act. Therefore, the amount of unclaimed dividend for the financial year ended March 31, 2018 is due for transfer to IEPF in August 2025. Pursuant to IEPF Rules, the Company has uploaded the details of unpaid and unclaimed amounts lying with the Company as on, July 31, 2024 (date of last AGM) on the website of the Company at www.vmart.co.in and also on the website of the Ministry of Corporate Affairs. Members may approach the IEPF Authority to claim the unclaimed dividend transferred by the Company to IEPF. Members may approach the Company Secretary and Compliance Officer of the Company for claiming the unclaimed dividend which is yet to be transferred to IEPF by the Company.

29. Members are requested to note that as per Section 124(6) of the Act, read with IEPF Rules as amended, all the shares in respect of which dividend has remained unpaid/unclaimed for seven consecutive years or more are required to be transferred to Demat Account of IEPF Authority. Consequently, the Company will transfer the eligible equity shares to the Demat Account of the IEPF Authority. Members are entitled to claim the same from IEPF by submitting an application in the prescribed online web-based Form IEPF-5 available on the website www.iepf.gov.in and sending a physical copy of the same duly signed, to the Nodal Officer of the Company along with the requisite documents enumerated in the Form IEPF-5.

30. As per Regulation 40 of the SEBI Listing Regulations, as amended, securities of listed companies can only be transferred in demat form with effect from April 1, 2019, except in case of request for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, Members holding shares in physical form are requested to consider converting their holding to demat form. Members can contact the Company or our RTA for assistance in this regard.

31. The Securities and Exchange Board of India (SEBI) vide circular ref no. MRD/DoP/CIR-05/2007 dated April 27, 2007, made PAN the sole identification number for all participants transacting in the securities market, irrespective of the amount of transaction. In continuation of the aforesaid circular, it is hereby clarified that for securities market transactions and off-market/private transactions involving transfer of shares of listed companies in physical form, it shall be mandatory for the transferee(s) to furnish copy of PAN card to the Company/ Registrar and Share Transfer Agent for registration of such transfer of shares.

32. Members who hold shares in physical mode in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to our RTA, for consolidation into a single folio.

33. Non-Resident Indian Members are requested to inform our RTA / respective depository participants, immediately of any:

    a. Change in their residential status on return to India for permanent settlement.

    b. Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

INSTRUCTIONS FOR REMOTE E-VOTING

Step 1: How to Log-in to NSDL e-Voting website?

I. Login method for e-Voting and joining virtual meeting for individual members holding securities in demat mode

In terms of SEBI circular dated 9th December 2020 on e-Voting facility provided by listed companies, individual members holding securities in demat form are allowed to vote through their demat account maintained with Depositories and Depository Participants. Members are advised to update their mobile number and e-mail address in their demat account(s) in order to access e-Voting facility.

Login method for individual members holding securities in demat form is given below:

Type of Members	Login Methods
Individual members holding securities in demat form with NSDL.	**Users registered for NSDL IDeAS facility:** **For OTP based login:** a) You can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp b) **You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No. Verification code and generate OTP.** c) Enter the OTP received on registered e-mail id/mobile number and click on login. d) After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. e) Click on company name i.e. V-Mart Retail Limited or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **Users name & password:** a) Visit the e-Services website of NSDL i.e. https://eservices.nsdl.com either on a personal computer or on a mobile device. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. b) You will be prompted to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. c) Click on the Company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **Users not registered for NSDL IDeAS facility:** Option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp **e-Voting website of NSDL** a) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile device. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. b) A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. c) Click on the Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. **e-Voting mobile application of NSDL** Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience: **NSDL Mobile App is available on** App Store Google Play

Type of Members	Login Methods
Individual members holding securities in demat mode with CDSL	**Existing users who have opted for Easi/ Easiest** a) Login through their User ID and password. Option will be made available to reach e-Voting page without any further authentication. b) The URL for users to login to Easi/ Easiest is www.cdslindia.com and click on login icon & My Easi New (Token) tab, and then use their existing Easi/ Easiest username & password. c) After successful login of Easi/ Easiest the user will be also able to see the e-Voting option for eligible companies where the e-Voting is in progress as per the information provided by Company. On clicking the e-Voting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the e-Voting period. Additionally, there is also a link provided to access the system of all e-Voting service providers, so that the user can visit the e-Voting service providers' website directly. The Menu will have links of e-Voting service provider i.e., NSDL. Click on NSDL to cast your vote. **Users not registered for Easi/ Easiest** Option to register is available at www.cdslindia.com and click on login & My Easi New (Token) tab and then click on registration option. **Visit the e-Voting website of CDSL** a) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. b) After successful authentication, user will be provided links for the respective ESP i.e. NSDL where the e-Voting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual members (holding securities in demat mode) login through their depository participants	a) Members can also login using the login credentials of their Demat account through their Depository Participant registered with NSDL/ CDSL for e-Voting facility. b) Upon logging in, you will be able to see e-Voting option. c) Click on e-Voting option, you will be redirected to NSDL/ CDSL Depository website after successful authentication, wherein you can see e-Voting feature. d) Click on the Company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting and voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use 'Forget User ID' and 'Forget Password' options available at abovementioned website.

Helpdesk for individual members holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL

Login type	Helpdesk details
Individual members holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com in or call at 022 - 4886 7000.
Individual members holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 1800 22 55 33

II. Login method for e-Voting and joining virtual meeting for individual members holding securities in demat mode and members holding securities in physical form

a) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a personal computer or on a mobile device.

b) Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section.

c) A new screen will open. You will have to enter your User ID, your Password/ OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL e-services i.e. IDeAS, you can log-in at https://eservices.nsdl.com/ with your existing IDeAS login.

Once you log-in to NSDL e-services after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically

d) Your User ID details are given below:

Manner of holding shares i.e., Demat (NSDL or CDSL) or Physical	Your User ID is:
For members who hold shares in demat account with NSDL	8 Character DP ID followed by 8 Digit Client ID For example, if your DP ID is IN300*** and Client ID is 12****** then your user ID is IN300***12******
For members who hold shares in demat account with CDSL	16 Digit Beneficiary ID For example, if your Beneficiary ID is 12********** then your user ID is 12**********
For members holding shares in Physical Form	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

e) Password details for members other than individual members are given below:

i. If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

ii. If you are using NSDL e-Voting system for the first time, you will need to retrieve the "initial password" which was communicated to you. Once you retrieve your "initial password", you need to enter the "initial password" and the system will force you to change your password.

iii. How to retrieve your "initial password"?

If your e-mail address is registered in your demat account or with the Company, your "initial password" is communicated to you on your e-mail address. Trace the e-mail sent to you from NSDL from your mailbox. Open the e-mail and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your "initial password".

If your e-mail address is not registered, please follow steps mentioned below in process for those members whose e-mail addresses are not registered.

f) If you are unable to retrieve or have not received the "initial password" or have forgotten your password:

i. Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com

ii. "Physical User Reset Password?" (If you are holding shares in physical form) option available on www.evoting.nsdl.com

iii. If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.

iv. Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

g) After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

h) Now, you will have to click on "Login" button.

i) After you click on the "Login" button, Home page of e-Voting will open.

Step 2: How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

a) After successful login at Step 1, you will be able to see all the companies "EVEN" (e-Voting Event Number) in which you are holding shares and whose voting cycle and General Meeting is in active status.

b) Select "EVEN" of the Company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/ OAVM" link placed under "Join Meeting".

c) Now you are ready for e-Voting as the Voting page opens.

d) Cast your vote by selecting appropriate options i.e., assent or dissent, verify/ modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

e) Upon confirmation, the message "Vote cast successfully" will be displayed.

f) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

g) Once you confirm your vote on the resolution(s), you will not be allowed to modify your vote.

General Guidelines for members

a) It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-Voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.

b) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-Voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or send a request to Mr. Aman Goyal, Deputy Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051, at the designated e-mail address: evoting@nsdl.com or at telephone no.: 022 - 48867000 or will also address the grievances connected with the voting by electronic means. Members may also write to the Company Secretary at the Company's e-mail address cs@vmart.co.in

Process for those members whose e-mail address is not registered with the depositories for procuring User ID and password and registration of e-mail address for e-Voting for the resolutions set out in this Notice of the 23rd AGM:

a) In case shares are held in physical form, please provide folio no., name of member, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to the Company's e-mail address at cs@vmart.co.in

b) In case shares are held in demat mode, please provide DP ID-Client ID (16-digit DP ID + Client ID or 16-digit beneficiary ID), Name, client master or copy of Consolidated Account Statement, PAN (self-attested scanned copy of PAN card), Aadhaar (self-attested scanned copy of Aadhaar Card) to the Company's e-mail address at cs@vmart.co.in

c) If you are an individual member holding securities in demat mode, you are requested to refer to the login method explained at Step 1 (I) i.e. Login method for e-Voting and joining virtual meeting for Individual members holding securities in demat mode.

d) Alternatively, members may send a request to NSDL at evoting@nsdl.com for procuring User ID and password for e-Voting by providing above mentioned documents.

e) In terms of SEBI Circular dated 9th December 2020 on e-Voting facility provided by listed companies, individual members holding securities in demat mode are allowed to vote through their demat account maintained with Depository Participant(s). Members are required to update their mobile number and e-mail address correctly in their demat account in order to access e-Voting facility.

Instructions for members for participating in the 23rd AGM through VC/ OAVM are as under:

a) The members will be provided with a facility to attend the 23rd AGM through VC/ OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned above for "Access to NSDL e-Voting system". The link for VC/ OAVM will be available in "Shareholder/ Member login" where the EVEN ("E-voting Event Number") of the Company will be displayed. After successful login, the members will be able to see the link of ("VC/ OAVM") placed under the tab "Join Meeting" against the name of the Company. On clicking this link, the members will be able to attend the 23rd AGM. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID/ Password may retrieve the same by following the remote e-Voting instructions mentioned above in the Notice of the 23rd AGM, to avoid last minute rush.

b) Members may join the Meeting through Laptops, Smartphones and Tablets. Further, members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the Meeting. Members will need the latest version of Chrome, Safari, MS Edge or Firefox. Please note that participants connecting from Smartphones or Tablets or through Laptops connecting via mobile hotspot may experience Audio/ Video loss due to fluctuation in their respective network. It is therefore recommended to use stable Wi-Fi or LAN connection to avoid any glitches.

c) Members can submit questions in advance with regard to the financial statements or any other matter to be placed at the 23rd AGM, from their registered e-mail address, mentioning their name, DP ID and Client ID / folio number and mobile number, to reach the Company's e-mail address at cs@vmart.co.in by 27th July 2025, 05:00 P.M. (IST). Such questions by the members shall be taken up during the meeting and replied by the Company suitably.

d) Members who would like to express their view/ ask questions during the 23rd AGM with regard to the financial statements or any other matter to be placed at the 23rd AGM, need to pre-register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID/ folio number and mobile number, to reach the Company's e-mail address at cs@vmart.co.in by July 27, 2025, 5:00 P.M. (IST). Those members who have pre-registered themselves as a speaker will be allowed to express their view/ ask questions during the 23rd AGM, depending upon the availability of time we suggest you to Kindly submit your questions in advance for our prompt and accurate response.

e) When a pre-registered speaker is invited to speak at the meeting, but he/ she does not respond, the next speaker will be invited to speak. Accordingly, all speakers are requested to get connected to a device with a video/ camera along with good internet speed.

f) The Company reserves the right to restrict the number of questions and number of speakers, as appropriate, to ensure the smooth conduct of the 23rd AGM.

g) Institutional investors who are members of the Company, are encouraged to participate in the 23rd AGM through VC/ OAVM facility and exercise their vote on the resolutions.

B. Instructions for members for e-Voting during the 23rd AGM are as under:

a) Members may follow the same procedure for e-Voting during the 23rd AGM as mentioned above for remote e-Voting.

b) Only those members, who will be present in the 23rd AGM through VC/ OAVM facility and have not cast their vote on the Resolution(s) through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the 23rd AGM.

c) Members who have cast their vote by remote e-Voting prior to the 23rd AGM can participate in the 23rd AGM through VC/ OAVM facility, however, they shall not be entitled to cast their vote again.

d) The helpline details of the person who may be contacted by the members needing assistance with the use of technology, before or during the 23rd AGM shall be the same persons mentioned for remote e-Voting and reproduced hereunder for convenience:

Mr. Aman Goyal, Deputy Manager, National Securities Depository Ltd., 3rd Floor, Naman Chamber, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400051, at the designated e-mail address: evoting@nsdl.com or call at 022 4886 7000. Members may also write to the Company Secretary at the Company's e-mail address at cs@vmart.co.in

C. Other Guidelines for members

a) The voting rights of members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off Date.

b) Any person, who acquires shares of the Company and becomes member of the Company after the Company sends the Notice of the 23rd AGM by e-mail and holds shares as on the Cut-off Date, may obtain the User ID and password by sending a request to the Company's e-mail address at cs@vmart.co.in. However, if you are already registered with NSDL for remote e-Voting then you can use your existing User ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/ Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com.

c) A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the Cut-off Date only shall be entitled to avail the facility of remote e-Voting or casting vote through e-Voting system during the 23rd AGM.

d) During the 23rd AGM, the Chairman shall, after response to the questions raised by the members in advance or as a speaker at the 23rd AGM, formally propose to the members participating through VC/ OAVM facility to vote on the resolutions as set out in the Notice of the 23rd AGM and announce start of the voting process through the e-Voting system. After the members participating through VC/ OAVM facility, eligible and interested to cast votes, have cast the votes, the e-Voting will be closed with the formal announcement of closure of the 23rd AGM.

e) The Company has appointed Mr. Harsh Oberoi, Practicing Company Secretary (C.P. No. 17834), as Scrutinizer to scrutinise the e-voting process in a fair and transparent manner.

f) The Scrutinizer shall after the conclusion of e-Voting at the 23rd AGM, first download the votes cast at the 23rd AGM and thereafter unblock the votes cast through remote e-Voting and shall make a consolidated Scrutinizer's Report of the total votes cast in favour or against, invalid votes, if any, and whether the resolution has been carried or not, and such Report shall then be sent to the Chairman or a person authorized by him, who shall then countersign and declare the result of the voting forthwith.

g) The Results declared along with the Report of the Scrutinizer shall be placed on the website of the Company at www.vmart.co.in and on the website of NSDL at www.evoting.nsdl.com immediately after the declaration of Results by the Chairman or a person authorized by him. The Results shall also be immediately forwarded to the stock exchanges where shares of the Company are listed i.e., BSE Limited and National Stock Exchange of India Limited.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 ("the Act")

Item No. 3

Section 188 of the Companies Act, 2013 ("Act"), inter alia, states that except with the consent of the Board of Directors given by a resolution at a meeting of the Board and subject to such conditions as may be prescribed, no company shall enter into any contract or arrangement with a related party with respect to such related party's appointment to any office or place of profit in the company, its subsidiary company or associate company. The fourth proviso to Section 188(1) of the Act provides that the prior approval of the company would not be required for any transactions entered into by the company which are in its ordinary course of business and on an arm's length basis. The explanation to the said section, inter alia, states that an "arm's length transaction "means a transaction between two related parties that is conducted as if they were unrelated, so that there is no conflict of interest. As per Rule 15(3)(b) of the Companies (Meetings of Board and its Powers) Rules, 2014 ("MBP Rules"), a related party's appointment to any office or place of profit in the Company carrying monthly remuneration exceeding Rs.2,50,000/- (Rupees Two Lakh Fifty Thousand Only), shall be subject to the approval by the Board of Directors and the Members of the Company. Further, in terms of the provisions of Section 177 of the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") and the Company's Policy for dealing with Related Party Transactions, all related party transactions need to be approved by the Audit Committee.

Mr. Varin Agarwal, son of Mr. Lalit Agarwal, Managing Director of the Company, has been appointed as the General Manager, Business Function w.e.f. December 3, 2024 with the approval of Audit Committee, Nomination & Remuneration Committee and the Board of Directors at their meetings held on October 29, 2024, granted their respective consents for the related party transaction pertaining to holding an office or place of profit/ employment by Mr. Varin Agarwal in the Company, at a remuneration not exceeding Rs. 30,00,000/- (Rupees Thirty Lakh Only) per annum (including variable pay, benefits, perquisites, allowances and facilities as per the policy of the Company).

Mr. Varin Agarwal holds a Bachelor's degree from the Stern School of Management, New York. He was formerly associated with US Mobile as the Head of Strategy, Operations & Growth. During his tenure, he was a key driver in scaling the Company's revenue by 82% within just 14 months. He has also managed a 350+ customer experience team, significantly improving customer satisfaction by leveraging data-driven insights and optimizing operational processes.

Before joining US Mobile, he gained valuable experience at firms like Kearney and Build Republic, where he played pivotal roles in cost optimization, business development, and marketing strategies across diverse sectors.

Being the son of Mr. Lalit Agarwal, Managing Director of the Company, Mr. Varin Agarwal is a related party within the definition of Section 2(76) of the Act. The remuneration paid to Mr. Varin Agarwal till date has been within the limits prescribed under Section 188 of the Act and the MBP Rules.

Mr. Varin Agarwal is currently designated as General Manager, Business Function at Grade 8.2 and is responsible for the execution of Strategy for the LimeRoad business diversification. The total remuneration (including variable pay, benefits, perquisites, allowances and facilities as per the policy of the Company) of Mr. Varin Agarwal for financial year 2024-25 is up to Rs. 23,50,000/- (Rupees Twenty-Three Lakhs Fifty Thousand Only) per annum, his fixed remuneration for financial year 2024-25 is 20,43,000 /- (Rupees Twenty Lakhs and Forty Three Thousand Only) per annum. It may be noted that his remuneration till date, has been within the aforementioned limits and hence, did not require the approval of the Members of the Company.

Further, the current average remuneration (including variable pay, benefits, perquisites, allowances and facilities as per the policy of the Company) for Grade 8.2 in the Company is around Rs. 47,38,000/- (Rupees Forty Seven Lakh Thirty Eight Thousand Only) while the maximum is around Rs. 70,00,000/-(Rupees Seventy Lakhs Only) per annum. For Grade 8.3, the current average remuneration is around Rs. 63,00,000/- (Rupees Sixty Three Lakh Only) and maximum is around Rs. 83,00,000/- (Eighty ThreeLakh Only).

The remuneration payable to Mr. Varin Agarwal, both fixed and variable, is based on the increments and variable pay, as approved by the Nomination and Remuneration Committee ("NRC") for the employees of the Company, on the basis of performance of the Company, individual performance and other parameters as per Company Policy, on an annual basis. Considering Mr. Varin Agarwal's qualifications, past work experience outside and within the Company and his yearly performance review, the total remuneration payable to Mr. Varin Agarwal, may be revised by the NRC and may cross Rs. 30,00,000 (Rupees Thirty Lakh Only) per annum. The revisions in the salary would be gradual and will be dependent on his performance, benchmarking with others in his grade and other matters, such as increments and variable pay limits as determined and approved by the NRC for all the employees of the Company, from time to time. Since the amount may cross Rs. 30,00,000 per annum in the current financial year, the approval of the Members of the Company is being sought for the aforesaid Related Party Transaction with Mr. Varin Agarwal, holding an office or place of profit in the Company.

The remuneration payable to Mr. Varin Agarwal would be determined by the NRC, on an annual basis, based on his performance and other benchmarks in his grade and other matters, such as increments and variable pay limits. The approval is being sought for payment up to a maximum of Rs. 60,00,000/- (Rupees Sixty Lakhs only) per annum (including fixed pay, variable pay together with other benefits, perquisites, allowances and facilities, as applicable/ payable to employees occupying similar position in the Company), which ceiling is not expected to be reached before 1st April, 2028.

Given below is a statement of disclosures as required under Rule 15 of the MBP Rules:

a) Name of the related party: Mr. Varin Agarwal

b) Name of the Director or Key Managerial Personnel who is related: Mr. Lalit Agarwal, Managing Director of the Company

c) Nature of relationship: Mr. Varin Agarwal is the son of Mr. Lalit Agarwal, Managing Director of the Company.

d) Nature, material terms of the contract or arrangement: In the proposed arrangement, being an action in the ordinary course of business of the Company undertaken at arm's length basis as per Section 188 of the Act and the Policy for dealing with Related Party Transactions, the total remuneration payable to Mr. Varin Agarwal is proposed to be reviewed and revised to enable an increase in remuneration beyond the threshold of Rs. 30,00,000/- (Rupees Thirty Lakh Only) per annum (including fixed pay, variable pay, benefits, perquisites, allowances, and facilities as per the policy of the Company) to a maximum of Rs. 60,00,000/- (Rupees Sixty Lakh Only) per annum (including fixed pay, variable pay together with benefits, perquisites, allowances and facilities, as applicable/ payable to the other employees occupying similar position in the Company, as per the policy of the Company). The remuneration is expected to increase gradually on an annual basis as determined by the NRC, as indicated earlier. The approval of the Members is being sought for the remuneration to go up to a maximum of Rs. 60,00,000 per annum (including variable pay together with other benefits, perquisites, allowances and facilities, as applicable/payable to employees occupying similar position in the Company) which ceiling is not expected to be reached before 1st April, 2028.

e) Any other information relevant or important for the Members to take a decision on the proposed resolution: The proposed revision in the remuneration payable to Mr. Varin Agarwal, a Related Party and who is holding an office or place of profit under Section 188 of the Act, commensurate with his experience, qualifications and remuneration payable to other employees of his grade in the Company, based on the approval of the NRC and on such increments and variable pay limits, as approved by the NRC for each year.

Although, it can be seen that the above transaction is at an arms' length basis and in the ordinary course of business for the Company, the approval of Members of the Company is being sought for the increase in the payment of the total remuneration (including fixed pay, variable pay, benefits, perquisites, allowances and facilities as per the policy of the Company) as mentioned above, payable to Mr. Varin Agarwal, holding an office or place of profit, considering that the remuneration proposed to be paid to Mr. Varin Agarwal would exceed the maximum limit for payment of remuneration as prescribed under Section 188 of the Act and Rule 15 of the MBP Rules.

Based on the recommendation and approval of the Audit Committee and having considered that the above related party transaction would be at arm's length and in the ordinary course of business of the Company, the Audit Committee, Nomination and Remuneration Committee and Board of Directors, at their meeting held on May 02, 2025 considered and approved the aforementioned proposal/Related Party Transaction, subject to the approval of the Members of the Company and recommended the passing of the resolution at Item No. 3 of this Notice, by way of an ordinary resolution.

Your directors recommend the passing of the resolution at Item No. 3 of the accompanying Notice.

None of the Directors or Key Managerial Personnel or their relatives, other than Mr. Lalit Agarwal, Managing Director of the Company and his relatives, are deemed to be concerned or interested, financially or otherwise, in the Ordinary Resolution set out at Item No. 3 of this Notice.

The Members may please note that in terms of provisions of the SEBI Listing Regulations, no related party/ies shall vote to approve the Ordinary Resolution under Item No. 3 of the accompanying Notice.

Item No. 4:

The Directors of the Company play an important role in overseeing the governance, performance and sustainable growth of the Company. In line with the current trends and commensurate with the time devoted, contribution made, and guidance & oversight provided by the Non-Executive Directors (other than independent directors) for the growth of the Company, payment of commission was proposed to the Non-Executive Directors (including Independent Directors).

The Members of the Company in their 20th Annual General Meeting on August 30, 2022 approved a resolution for payment of Commission up to 1% of the Net Profits of the Company, combined, to all the Non-Executive Directors including Independent Directors of the Company, w.e.f. April 1, 2022 for a period of 3 years.

Since the period of three years have lapsed, a fresh Shareholder's approval is sought to enable the Company to make payment of Commission to Non-Executive Directors including the Independent Directors of the Company for a period of three financial years commencing from April 01, 2025, which would be within the limits of one percent of the net profits of the Company as prescribed under Section 197 of the Companies Act, 2013.

Pursuant to the provisions of Sections 197, 198 and all other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V of the Act, Regulation 17(6) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and considering the industry norms and having regard to valuable contribution in the growth of the Company, by Non-Executive Directors including Independent Director, the Nomination and Remuneration Committee ('NRC') and the Board of Directors of the Company ('Board') at the meeting held on May 2, 2025 recommended for the approval of the Members, payment of commission up to 1% (One Percent) of the Net Profits of the Company, combined, to all the Non-Executive Directors

including Independent Directors of the Company, w.e.f. April 1, 2025 for a period of 3 years subject to a maximum of up to Rs. 37,50,000/- (Rupees Thirty Seven Lakhs Fifty Thousand only) per director per annum. The amount of commission shall be payable each year after the annual accounts are approved by the Board of Directors, for 3 (three) financial years commencing from April 01, 2025 to March 31, 2028.

The payment of such Commission shall be in addition to the sitting fees for attending Board/ Committee meetings and reimbursement of expenses for attending the meetings of the Board, Committee and/ or other meetings. The Commission shall be paid in such amounts or proportion and in such manner, as the Nomination & Remuneration Committee and the Board of Directors may determine from time to time, based on the performance of the Company viz-a-viz performance of each of the Non-Executive Director including Independent Director.

The background details and profile of a Non-Executive Director serving on the Board is provided on the website and can be accessed at About – V-Mart Retail Limited, Board of Directors. The same should be read as part of this explanatory statement.

The Board, accordingly, recommends passing of the Ordinary Resolution as set out at Item No.4 of this Notice, for the approval of the Members.

None of the Directors/key managerial personnel and/or their relatives, except the concerned Non-Executive Director are directly or indirectly concerned or interested, financially or otherwise, except to the extent of commission that may be received by them and their respective shareholding, if any, in the Company, in the resolution set out in Item No. 4 of the Notice.

Item No. 5

Mr. Lalit Agarwal is the Promoter of the Company and holds the position of Director of the Company since July 24, 2002. He was last re-appointed as a Managing Director of the Company for a period of 5 years effective from May 31, 2022 by the Board of Directors in its meeting held on May 25, 2022 and his reappointment was approved by the Shareholders of the Company in their Annual General Meeting held on 30th August, 2022.

Mr. Lalit Agrawal (DIN: 00900900) has been a cornerstone of the Company's continued success and strategic development. With his dedicated leadership and deep industry insight, the Company has achieved consistent growth and operational excellence. His unwavering commitment and strategic foresight have greatly contributed to strengthening the Company's position in a highly competitive market.

The Board of Directors duly acknowledges his significant impact on the Company's progress. His ability to lead through evolving business landscapes and deliver sustained results has been path breaking. In recognition of his contributions, and based on the recommendation of the Nomination and Remuneration Committee, the Board at its Meeting held on May 2, 2025 approved the revision in payment of remuneration of Mr. Lalit Agrawal (DIN : 00900900) Managing Director of the Company with effect from April 1, 2025 till the remaining of duration of his tenure on the terms and conditions enumerated in the resolution subject to further approval of Members at the forthcoming Annual General Meeting.

Further, if in any financial year during the tenure of Mr. Lalit Agrawal (DIN: 00900900) Managing Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Lalit Agrawal remuneration by way of salary and perquisites as prescribed in Schedule V of the Companies Act, 2013, subject to approvals, if any as may be required.

Pursuant to the applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and the relevant rules made thereunder, consent of members is being sought by way of special resolution.

The Board recommends passing of the relevant Special Resolution as mentioned in Item No. 5 of the Notice.

None of the Directors, Key Managerial Personnel of the Company, and their relatives except Mr. Lalit Agrawal and Mr. Madan Gopal Agarwal may be deemed concerned or interested in the resolution.

Pursuant to the provisions of Section 197 read with Schedule V to the Act relating to payment of managerial remuneration in case of absence of profits and/or inadequacy of profits (calculated under Section 198 of the Act), the Company may pay such remuneration over and above the ceiling limit as specified in Schedule V, subject to the members' approval by way of a special resolution for payment of minimum remuneration for his remaining tenure, compliance of disclosure requirements and other conditions stated therein. In view of the foregoing factors, the approval of the members is being sought for payment of remuneration, as may be permitted under applicable laws, in case of absence of profits and/ or inadequacy of profits or otherwise, in the Company. The Company is not in default of payment to any bank or public financial institution or any other secured creditors. The Company doesn't have any debenture-holders.

A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:

I. General Information

1. Nature of Industry

The Company is engaged in the business of Retail Sales

2. Date or expected date of commencement of commercial Production

Not Applicable

3. In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus

Not Applicable as the Company is an existing Company

4. Financial Performance based on given indicators

(Rs. in Lakhs)

Particulars	FY 2024-25
Total Income	3,26,598
Expenditure other than Interest and Depreciation	2,87,675
Profit before Interest, Depreciation and Tax	41,341
Interest (Net)	13,646
Profit before Depreciation and Tax	27,695
Depreciation	23,299
Profit before Tax and Exceptional Items	1,978
Current Tax	7
Deferred Tax	-188
Net Profit	4,577

5. Foreign investments or collaborations, if any

The Company has neither made any Foreign Investments nor entered into any collaborations during the last Financial Year.

II. INFORMATION ABOUT THE APPOINTEE

1. Background details

He is a distinguished Indian retail entrepreneur with over 30 years of experience in the industry and is the Founder and Managing Director of V-Mart Retail Ltd. Holding a Commerce degree from Bombay University and a PG Diploma in Financial Management from NMIMS, Mumbai, he has also completed the Owner/ President Management Program from Harvard Business School. He is also actively involved in various leadership roles, including acting as the Chairman of the Retailers Association of India (RAI) for the Northern Region and Confederation of Indian Industry (CII).

The detailed profile of Mr. Lalit Agarwal is provided on the Company's website and can be accessed at About – V-Mart Retail Limited, Board of Directors. The same should be read as part of this explanatory statement.

2. Past Remuneration

During the Financial Year ended March 31, 2025, Rs. 237 Lakhs was paid as remuneration (including commission) to Mr. Lalit Agarwal.

3. Recognition or awards

Mr. Lalit Agarwal holds the position of the Chairman of Retailers Association of India (RAI) as well as Chairman of Confederation of Indian Industry (CII) - Retail & FMCG for the Northern Region.

4. Job Profile and his suitability

Considering the excellent background of Mr. Lalit and the experience of over 30 years in the retail industry, he is well suited to continue in the position of Managing Director of the Company.

5. Remuneration proposed

a. **Salary**

Basic salary of Rs. 142 Lakhs per annum for FY 2025-26. Further increment of upto 25% p.a. for FY 2026-27, unless otherwise revised with the due approval of shareholders.

b. **Performance Bonus/ Commission:**

Up to 1% (One percent) commission on the net profits (computed as per section 198 of the Companies Act, 2013) of the Company in each financial year, subject to the overall limit as stipulated in Section 197 of the Companies Act, 2013. The overall amount of the commission shall be subject to the maximum limit of Rs. 300 Lakhs per annum.

c. **Perquisites**

In addition to salary and commission, the Managing Director shall be entitled to perquisites and allowances:

Residential facility/house (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges, and utilities (e.g. gas, electricity, furnishings, servants, gardener, and water charges) for the said accommodation. He shall also be eligible for expenses incurred on the education of his children (up to 2 children), whether, in India or abroad, club membership, car, including driver wages, expenses incurred on Leave travel (including foreign travel) for self and family.

The overall value of the perquisites shall be subject to the maximum of Rs. 149 Lakhs p.a. till his remaining tenure, unless otherwise revised with the due approval of shareholders.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

Considering the responsibility shouldered by them, the remuneration paid to Mr. Lalit Agarwal is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel (or other director), if any:

Mr. Lalit Agarwal is the promoter of the Company and is the son of Mr. Madan Gopal Agarwal, Whole Time Director.

III. Other Information

1. Reasons for Losses / Inadequate profits

At present, the Company is having profits. However, the revision in remuneration is for their remaining tenure of two years and the future profitability may

also depend on the macroeconomic and geopolitical factors, unforeseen events & disruptions, legal regulations and the operating business environment.

Therefore, the limits specified under Section 197(1) read with Schedule V of the Companies Act 2013 and the Listing Regulations, may be exceeded during the term of re-appointment. The information pertaining to said clauses shall be disclosed at relevant places in the financial year in which there is a loss or inadequacy of profits, if applicable.

2. Steps taken or proposed to be taken for Improvement

The Company remains committed to generate good returns for its stakeholders and has been successfully taking business initiatives to grow the size of its operations and is expected to make higher profits in future.

3. Expected increase in productivity and profits in measurable terms

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

IV. Disclosures

1. All elements of the remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors: Details are already disclosed in the respective Resolution.
2. Details of fixed components. and performance linked incentives along with the performance criteria: Details are already disclosed in the respective Resolution.
3. Details related to Service contracts, notice period, severance fees: Disclosed in Board Report.
4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which exercisable: Not Applicable

The Board has disclosed all the related information and to the best of their understanding, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.

The additional detailed information/ disclosure as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice as **Annexure A**.

Item No. 6

Mr. Madan Gopal Agarwal is the Promoter of the Company and holds the position of Director of the Company since July 24, 2002. He was last re-appointed as a Whole-time Director of the Company for a period of 5 years effective from May 31, 2022 by the Board of Directors in its meeting held on May 25, 2022 and his re-appointment was approved by the Shareholders of the Company in their Annual General Meeting held on 30th August, 2022.

Mr. Madan Gopal Agarwal (DIN: 02249947) who has already attained the age of 70 years on September 14, 2013 played a pivotal role in driving the Company's remarkable growth. Under his visionary leadership, the Company has significantly expanded its footprint, now operating in 27 states across India.

Recognizing his valuable contributions, the Board of Directors acknowledges the substantial progress achieved under his guidance. His leadership, foresight, and expertise have been key in navigating challenges and fostering continued development. The Company wishes to retain his services, in light of his vast knowledge and experience, which has helped and guided the Company in the expansion of its operations and in reaching new milestones. Since his continuation as a Director is very much essential to the Company, the Board based on the recommendation of the Nomination and Remuneration Committee at its meeting held on May 2, 2025 approved the revision in payment of remuneration of Mr. Madan Gopal Agarwal (DIN: 02249947) Whole-time Director of the Company with effect from April 1, 2025 till the remaining duration of his tenure on the terms and conditions enumerated in the resolution subject to further approval of Members at the forthcoming Annual General Meeting.

Further, if in any financial year during the tenure of Mr. Madan Gopal Agarwal (DIN: 02249947) Whole-time Director, the Company has no profits or its profits are inadequate, the Company shall pay to Mr. Madan Gopal Agrawal remuneration by way of salary and perquisites as prescribed in Schedule V of the Companies Act, 2013, subject to approvals, if any as may be required.

Pursuant to the applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, ("SEBI Listing Regulations") and the relevant rules made thereunder, consent of members is being sought by way of special resolution.

The Board recommends passing of the relevant Special Resolution as mentioned in Item No. 6 of the Notice.

None of the Directors, Key Managerial Personnel of the Company, and their relatives except Mr. Lalit Agarwal and Mr. Madan Gopal Agarwal may be deemed concerned or interested in the resolution.

Pursuant to the provisions of Section 197 read with Schedule V to the Act relating to payment of managerial remuneration in case of absence of profits and/or inadequacy of profits (calculated under Section 198 of the Act), the Company may pay such remuneration over and above the ceiling limit as specified in Schedule V, subject to the members' approval by way of a special resolution for payment of minimum remuneration for his remaining tenure, compliance of disclosure requirements and other conditions stated therein. In view of the foregoing factors, the approval of the members is being sought for payment of remuneration, as may be permitted under applicable laws, in case of absence of profits and/ or inadequacy of profits or otherwise, in the Company. The Company is not in default of payment to any bank or public financial institution or any other secured creditors. The Company doesn't have any debenture-holders.

A statement referred to in Section II, Part II of Schedule V, of the Companies Act, 2013 is stated below:

I. General Information

1. Nature of Industry

The Company is engaged in the business of Retail Sales

2. Date or expected date of commencement of commercial Production

Not Applicable

3. In case of new companies, expected date of commencement of activities as per project approved by the financial institutions appearing in the prospectus

Not Applicable as the Company is an existing Company

4. Financial Performance based on given indicators

(Rs. in Lakhs)

Particulars	FY 2024-25
Total Income	3,26,598
Expenditure other than Interest and Depreciation	2,87,675
Profit before Interest, Depreciation and Tax	41,341
Interest (Net)	13,646
Profit before Depreciation and Tax	27,695
Depreciation	23,299
Profit before Tax and Exceptional Items	1,978
Current Tax	7
Deferred Tax	-188
Net Profit	4,577

5. Foreign investments or collaborations, if any

The Company has neither made any Foreign Investments nor entered into any collaborations during the last Financial Year.

II. INFORMATION ABOUT THE APPOINTEE

1. Background details

Mr. Madan is a Whole-Time Director on the Board of the Company and has been a Director of the Company since its incorporation. He handles strategic initiatives in merchandising for the Company, particularly in the footwear and women ethnic divisions. He has more than six decades of entrepreneurial and professional experience in the fashion & retail industry. He is a mentor and a guiding force for the Company. Academically, he holds a Bachelor's Degree in Arts from the esteemed City College, University of Calcutta.

The detailed profile of Mr. Madan Gopal Agarwal is provided on the Company's website and can be accessed at About – V-Mart Retail Limited, Board of Directors. The same should be read as part of this explanatory statement.

2. Past Remuneration

During the Financial Year ended March 31, 2025, Rs. 58 Lakhs was paid as remuneration (including commission) to Mr. Madan Gopal Agarwal.

3. Recognition or awards

NA

4. Job Profile and his suitability

Mr. Madan Gopal Agarwal is the Whole Time Director of the Company having an experience of more than six decades of entrepreneurial and professional experience in the fashion & retail industry.

5. Remuneration proposed

a) **Basic Salary:**

Basic salary of Rs. 47 Lakhs per annum for FY 2025-26. Further increment of upto 10% p.a. for FY 2026-27, unless otherwise revised with the due approval of shareholders.

b) **Performance Bonus:**

Up to 0.33% commission on the net profits (computed as per section 198 of the Companies Act, 2013) of the Company in each financial year, subject to the overall limit as stipulated in Section 197 of the Companies Act, 2013. The overall amount of the commission shall be subject to the maximum limit of Rs. 100 Lakhs per annum.

c) **Perquisites:**

In addition to salary and commission, the Whole-time Director shall be entitled to perquisites and allowances, that included Residential facility/house (furnished or otherwise) with the Company bearing the cost of repairs, maintenance, society charges, and utilities (e.g. gas, electricity, furnishings, servants, gardener and water charges) for the said accommodation, club membership, car including driver wages, expenses incurred on Leave travel (including foreign travel) for self and family.

The overall value of the perquisites shall be subject to the overall limit of Rs. 50 Lakhs per annum unless otherwise revised with the due approval of shareholders.

6. Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

Considering the responsibility shouldered by them, the remuneration paid to Mr. Madan Gopal Agarwal is commensurate with Industry standards and Board level positions held in similar sized and similarly positioned businesses.

7. Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel (or other director), if any:

Mr. Madan Gopal Agarwal is the promoter of the Company and he is the father of Mr. Lalit Agarwal.

III. Other Information

1. Reasons for Losses / Inadequate profits

At present, the Company is having profits. However, the revision in remuneration is for their remaining tenure of two years and the future profitability may also depend on the macroeconomic and geopolitical factors, unforeseen events & disruptions, legal regulations and the operating business environment.

Therefore, the limits specified under Section 197(1) read with Schedule V of the Companies Act 2013 and the Listing Regulations, may be exceeded during the term of re-appointment. The information pertaining to said clauses shall be disclosed at relevant places in the financial year in which the loss or inadequacy of profits, if incurred.

2. Steps taken or proposed to be taken for Improvement

The Company remains committed to generate good returns for its stakeholders and has been successfully taking business initiatives to grow the size of its operations and is expected to make higher profits in future.

3. Expected increase in productivity and profits in measurable terms

The Company is very conscious about improvement in productivity and undertakes constant measures to improve it. However, it is extremely difficult in the present scenario to predict profits in measurable terms.

IV. Disclosures

1. All elements of the remuneration package such as salary, benefits, bonuses, stock options, pension, etc., of all the Directors: Details are already disclosed in the respective Resolution.

2. Details of fixed components. and performance linked incentives along with the performance criteria: Details are already disclosed in the respective Resolution.

3. Details related to the service contracts, notice period, severance fees: Disclosed in Board Report; and

4. Stock option details, if any, and whether the same has been issued at a discount as well as the period over which accrued and over which is exercisable: Not Applicable.

The Board has disclosed all the related information and to the best of their understanding, no other information and facts are required to be disclosed that may enable members to understand the meaning, scope and implications of the agenda item and to take decision thereon.

The additional detailed information/ disclosure as required under Regulation 36(3) of Listing Regulations and Secretarial Standard on General Meeting (SS-2) is set out in this Notice as **Annexure A**.

Item No. 7:

In accordance with the provisions of Section 204 and other applicable provisions of the Companies Act, 2013, read with Rule 9 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) ("the Act"), every listed company and certain other prescribed categories of companies are required to annex Secretarial Audit Report issued by a Practicing Company Secretary to their Board's report prepared under Section 134(3) of the Act.

SEBI vide its notification dated 12 December, 2024 amended Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015 ("the Listing Regulations"). The Amended regulation read with the SEBI circular no. SEBI/HO/CFD/CFDPoD-2/CIR/P/2024/185 dated 31 December, 2024 (the Circular) have inter-alia prescribed the term of appointment/ re-appointment, eligibility, qualifications and disqualifications of Secretarial Auditor of a Listed Company.

Pursuant to the amendments to Regulation 24A of the Listing Regulations, every listed entity is required to conduct a Secretarial Audit and annex the Secretarial Audit Report to its annual report. Additionally, a listed entity must appoint a Secretarial Audit firm for a maximum of two terms of five consecutive years, with shareholders' approval to be obtained at the Annual General Meeting.

Accordingly, based on the recommendation of the Audit Committee, the Board of Directors has approved and recommended to the members of the Company, the appointment of M/s. Agarwal S. & Associates, Company Secretaries, Peer Reviewed Firm of Company Secretaries in Practice (Firm Registration Number: P2003DE049100) as Secretarial Auditors for a term of 5 (Five) consecutive years, commencing from the Financial Year 2025-26 until the conclusion of the 28th Annual General Meeting of the Company which will be held in the Financial Year 2029-30.

Brief Profile of M/s. Agarwal S. & Associates

M/s. Agarwal S. & Associates, Company Secretaries (Firm Registration Number: P2003DE049100), a Secretarial Audit Firm, established in the year 2003, is a reputed firm of Company Secretaries. Specialization of the firm includes, but not limited to, Secretarial Audit, Corporate laws & taxation, Securities law including Corporate Governance & CSR, Capital markets, RBI, etc. The firm is Peer Reviewed in terms of the guidelines issued by the ICSI.

The firm is led by CS Sachin Agarwal, a Fellow Member of the Institute of Company Secretaries of India (ICSI). Having about two-decade of experience, ASA has provided its services to all kinds of organizations ranging from large manufacturing entities to Insurance, Telecom, Service, Finance & IT/ ITES companies to trading outfits in varied business segments.

The firm has immense knowledge and experience in dealing with matters relating to Company Law, Securities Laws, Legal Due Diligence, Transaction documents, Joint Ventures, Foreign Collaborations, Technology Transfers, Mergers and Acquisitions, Listings and Capital Market Transactions.

With a client-first approach and a commitment to integrity and innovation, Agarwal S. & Associates continues to be a trusted partner for businesses navigating complex regulatory and governance landscapes.

M/s. Agarwal S. & Associates, have consented to the said appointment and confirmed that their appointment, if made, would be within the limits specified by the Institute of Companies Secretaries of India. They have further confirmed that they are not disqualified to be appointed as Secretarial Auditors in term of provisions of the Companies Act, 2013, the Companies Secretaries Act, 1980 and Rules and Regulations made thereunder and the SEBI Listing Regulations read with SEBI Circular dated December 31, 2024.

On the recommendation of the Audit Committee and the Board of Directors, the proposed remuneration payable to the Secretarial Auditors for the Financial Year 2025-26 is Rs. 2,75,000/- (Rupees Two Lakh Seventy-Five Thousand only) per annum excluding applicable taxes, travelling and other out-of-pocket expenses. Based on knowledge, expertise, industry experience, time and efforts required to be put in by the Secretarial Auditor, the Audit Committee and the Board is of the view that the proposed fees is reasonable and in line with the industry benchmarks, considering the size and scale of the Company. The remuneration payable to the secretarial auditors for the remaining tenure of the proposed re-appointment shall be mutually agreed between the Board of Directors (including any Committee thereof) and the Secretarial Auditors, from time to time.

The payment for services in the nature of certifications and other professional work will be in addition to the Secretarial audit fee and shall be determined by the Board in consultation with the Auditors and as per the recommendations of the Audit Committee.

There is no material change in the fee payable to the new auditor from that paid to the outgoing auditor. Hence the requirement for disclosure of rationale for change in proposed fee payable is not applicable.

While recommending M/s. Agarwal S. & Associates, for appointment, the Board and the Audit Committee evaluated various factors, including the firm's capability to handle a diverse and complex business environment, the clientele it serves, its technical expertise, Overall experience in pursuing audit of listed companies. M/s. Agarwal S. & Associates, was found to be well-equipped to manage the scale, diversity, and complexity associated with the Secretarial Audit of the Company.

The Board recommends the resolution as set out in Item No. 7 of the accompanying Notice for the approval by the Members of the Company by way of an Ordinary Resolution.

None of the Directors, Key Managerial Personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 7 of the Notice.

By Order of the Board
For V-Mart Retail Ltd.

Megha Tandon
Company Secretary
M. No.: F10732

Place: Gurugram
Date: May 2, 2025

Annexure-A

DETAILS OF DIRECTORS SEEKING REVISION IN REMUNERATION AT THE ANNUAL GENERAL MEETING

(Pursuant to Regulation 36 of SEBI (LODR) Regulations, 2015 & Secretarial Standard – 2)

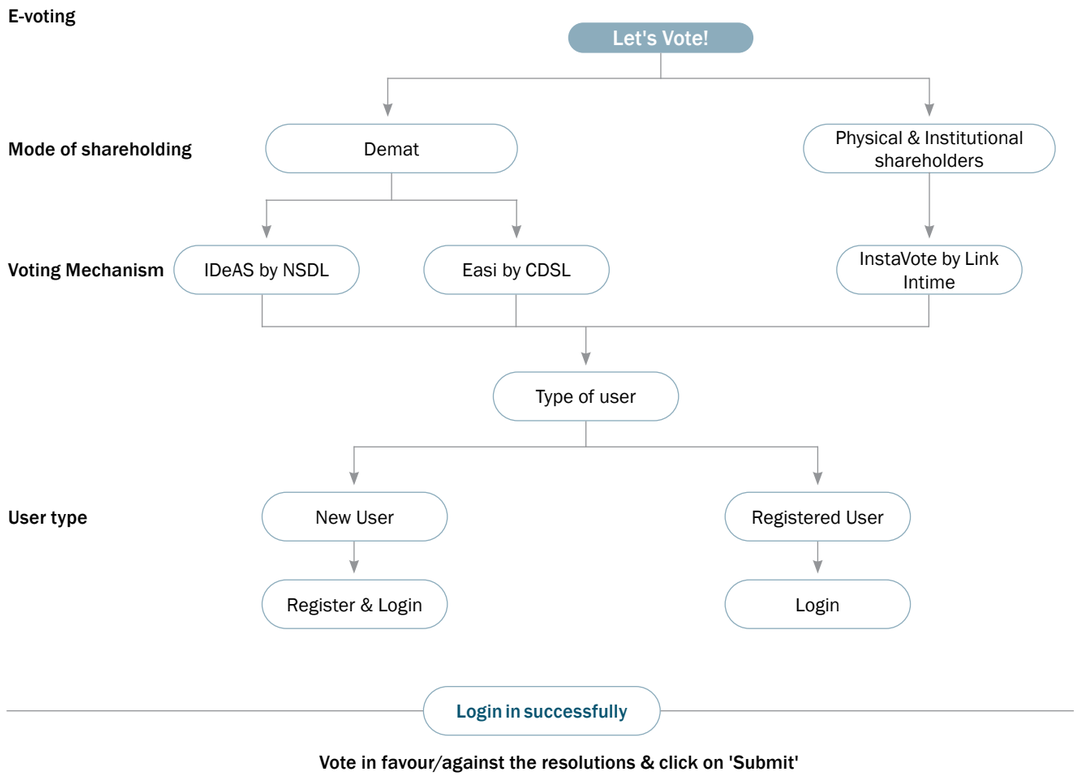
Sr. No	Particulars	Mr. Lalit Agarwal	Mr. Madan Gopal Agarwal
1.	DIN	00900900	02249947
2.	Date of Birth/ Age	January 15, 1970/ 55	September 14, 1943/ 81
3.	Brief Resume/ Qualification	He is a distinguished retail entrepreneur with over 30 years of experience in the industry and is the Founder and Managing Director of V-Mart Retail Ltd. Holding a Commerce degree from Bombay University and a PG Diploma in Financial Management from NMIMS, Mumbai, he has completed the Owner/ President Management Program at Harvard Business School, USA.	His vision and determination paved the way for the establishment of the highly successful apparel and footwear retail store, 'Shreeman Shreemati,' in Cuttack. Academically, he holds a Bachelor's Degree in Arts from City College, University of Calcutta.
4.	Experience	He has more than 30 years of experience in retail industry	He has more than six decades of experience in retail industry
5.	Nature of Expertise in specific functional areas	He possesses deep expertise in Strategic planning, retail operations, and business development, which has significantly contributed to the Company's sustained growth. With a strong background in managing large-scale retail networks, he has been instrumental in streamlining operations, enhancing customer experience, and driving profitability across diverse markets.	As a mentor and guiding force for V-Mart, he has been instrumental in fostering a customer-centric approach and instilling cost-consciousness as integral elements of the company's DNA. His leadership and expertise have played a crucial role in shaping V-Mart's growth and success in the ever-evolving retail landscape.
6.	Terms & conditions of re-appointment	As per the resolution	As per the resolution
7.	Details of remuneration to be paid	As per the resolution	As per the resolution
8.	Remuneration last drawn (during FY 2024-25)	237 Lakhs	58 Lakhs
9.	Date of appointment at Board	July 24, 2002	July 24, 2002
10.	Shareholding in the Company as on 31st March, 2025*	12,77,275 shares	Nil
11.	Relationship with other Directors/ KMPs/ Managers	Son of Mr. Madan Gopal Agarwal, Whole-time Director of the Company	Father of Mr. Lalit Agarwal, Managing Director of the Company
12.	No of Board Meetings attended during the FY 2024-25	5	4
13.	Other Directorships	Conquest Business Services Private Limited	Conquest Business Services Private Limited
14	Membership/ Chairmanship of Committee of the Company	Member of the following Committees: • Corporate Social Responsibility Committee • Stakeholders Relationship Committee	Member of the following Committees: • Corporate Social Responsibility Committee • Stakeholders Relationship Committee
15.	Membership/ Chairmanship of Committee of other Board	None	None
16.	Listed entities from which the person has resigned in the past three years	None	None
17.	Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	Extensive knowledge, expertise, and experience in retail Operations strategy in Buying & Procurement, proficiency in supply chain management, sales and marketing strategy, and corporate governance.	His deep understanding of the retail landscape has been pivotal in optimizing the Company's sourcing processes and enhancing its competitive edge. He is also highly proficient in supply chain management, sales and marketing, all of which have contributed to the Company's sustained growth and operational excellence.

*Includes only in individual capacity

IMPORTANT DATES

- **Tuesday, 22nd July, 2025** — Cut-off Date to determine the Members who shall be entitled to vote
- **Friday, July 25, 2025** — Commencement of remote e-voting at 9:00 a.m. IST
  - First day to register as speaker or send queries;
- **Sunday, July 27, 2025** — Last day to register as speaker or send queries
- **Monday, July 28, 2025** — End of remote e-voting at 5:00 p.m. IST
- **Tuesday, July 29, 2025** — Participate in AGM @ 11:00 am IST
  - Vote at the end of proceedings if the vote is not cast by remote e-voting
- **On or before Thursday, July 31, 2025** — Announcement of voting results
  - Available on www.vmart.co.in;

VIRTUAL GUIDE





Board's Report

Board's Report

Dear Members,

The Board of Directors of your Company are pleased to present the 23rd Annual Report, along with Audited Financial Statements, for the financial year ended March 31, 2025.

FINANCIAL RESULTS

Your Company's financial performance for the year under review is summarised below:

(Rs. in Lakhs)

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Total Income	3,26,598	2,80,655
Profits/(Loss) before Depreciation & Tax	27,695	(9,163)
Less: Depreciation	23,299	22,213
Profit/(Loss) before tax	4,396	(13,050)
Less: Tax Expense	(181)	(3,374)
Net Profit/(Loss) for the period	4,577	(9,676)
Less: Utilised for Dividend Issue including DDT	0	0
Other comprehensive income	(281)	64
Balance carried forward to Balance Sheet	4,296	(9,612)

PERFORMANCE REVIEW

In the financial year 2024-25, the Company's revenue from operations demonstrated a growth of 17%, reaching Rs. 3,25,386 Lakhs, compared to Rs. 2,78,560 Lakhs in the previous financial year 2023-24. The Company reported an Operating Profit (EBITDA) of Rs. 37,711 Lakhs for FY 2024-25, as against Rs. 21,305 Lakhs in FY 2023-24. The Company recorded a PAT of Rs. 4,577 Lakhs, in contrast to a net loss of Rs. (9,676) Lakhs reported in FY 2023-24.

A comprehensive analysis of the Company's operational performance, including insights into market conditions, business outlook, and the associated risks and concerns, is provided in the Management Discussion and Analysis Report.

OPERATIONS REVIEW

The Company has undertaken significant initiatives to enhance its digital capabilities and optimize operational processes, thereby improving customer experience and overall business performance. During the financial year 2024–25, the Company pursued an expansion strategy that resulted in the opening of 62 new stores, primarily focusing on Tier II to IV markets and underserved regions, in alignment with its value retail approach. To enhance operational efficiency and customer experience, the Company integrated digital discovery tools with in-store merchandising, implemented more robust tech enabled operation management tools, deployed digital dashboards, facilitating improved real-time decision-making and productivity. Visual merchandising was also upgraded across various formats, while customer service was strengthened through multiple new initiatives.

In terms of product strategy, the Company adapted its offerings to address the evolving preferences of the youth demographic by emphasizing fashionable designs and superior quality. This focus contributed to customers under 25 years of age now constituting 32% of the customer base. To better serve this segment, the Company introduced merchandise tailored to Generation Z and expanded into new categories including electronic wearables and beauty products, while successfully improving inventory health.

From a technology and governance standpoint, the Company enhanced its CRM and inventory management systems to improve visibility and control, alongside launching digital pilot projects to monitor store openings and maintenance activities. Sustainability initiatives included the reuse of over 80% of cartons, digitization of store processes, and advancement of Environmental, Social, and Governance (ESG) goals through improved resource utilization and process governance. The Company maintained a strong Google rating of 4.8 and resolved 97% of customer complaints within 24 hours.

Furthermore, the Company placed significant emphasis on people and culture by strengthening frontline employee engagement through structured feedback mechanisms, recognition programs, and optimized scheduling. These efforts fostered empathetic leadership and cultural alignment, contributing to enhanced employee retention and performance. In recognition of these initiatives, the Company was honoured as a Top Employer in Retail by Ambition Box and ranked 23rd among India's Top 50 Future-Ready Employers.

DIVIDEND

Keeping in mind the continued cash availability for planned future expansion, the Board of Directors has decided not to recommend any dividend payment for the year under review.

RESERVES

During the year under review, the Company has transferred Rs. 6,317 Lakhs to reserves. Post transfer, the reserves stood at Rs. 79,038 Lakhs as on March 31, 2025.

CREDIT RATING

Investment Information and Credit Rating Agency of India Limited (ICRA) has maintained the long-term rating of (ICRA) AA- (pronounced ICRA double A minus) and also maintained

the short-term rating of [ICRA] A1+ (pronounced ICRA A one plus) assigned to the overall Rs. 300 Crores Line of Credit of your Company.

The credit rating of the Company as on March 31, 2025 is as under:

Facilities	Previous Rating	Current Reaffirmed Rating
Long-term bank limits	[ICRA] AA- (ICRA double A minus) (with stable outlook)	[ICRA] AA- (ICRA double A minus) (with stable outlook)
Short-term bank limit	ICRA A1 + (ICRA A one plus)	ICRA A1 + (ICRA A one plus)

MANAGEMENT DISCUSSION AND ANALYSIS

The Management Discussion and Analysis for the period under review as required under Schedule V read with Regulation 34(2)(e) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 has been dealt with extensively in a separate section forming part of the Annual Report.

AWARDS AND ACCOLADES

During the financial year 2024-25, the Company received widespread recognition through several prestigious awards and honours, reflecting its significant achievements across various domains within the retail sector. These accolades serve as a strong affirmation of the Company's unwavering commitment and continuous efforts to maintain a high standard of excellence year after year. The Significant Awards and Recognition received by the Company are as under:

- ICSI National Awards for Excellence in Corporate Governance, 2024
- LACP Vision 2023/24 Award in the Integrated Report Competition for the following categories:
  - Platinum Award in Consumer Durables - Textile/Apparel/Luxury
  - Among Top 50 Reports Worldwide
  - Technical Achievement Award
- Value Retailer of the Year 2024 by IReC
- Best Fashion Retailer 2024 by Economic Times Rajasthan
- Top Employer in Retail by Ambition Box
- 23rd among India's Top 50 Future-Ready Employers.

LISTING

The Equity Shares of your Company continue to be listed on BSE Ltd. (BSE) and the National Stock Exchange of India Ltd. (NSE), and we have ensured the listing fees for the financial year 2025 are fully paid across all platforms where the equity shares of the Company are listed.

Exchange	Scrip Code	ISIN
NSE	VMART	INE665J01013
BSE	534976	

WEBLINK OF ANNUAL RETURN

In accordance with Section 92(3) of the Companies Act, 2013, and Rule 12 of the Companies (Management and Administration) Rules, 2014, it is mandatory to display the Annual Return in the specified MGT-7 form on the Company's website. This document is to be made available at https://vmart.co.in/other-disclosures/ following its submission to the Registrar of Companies (ROC).

CORPORATE GOVERNANCE

In accordance with Regulation 34(3) of SEBI (Securities and Exchange Board of India) (Listing Obligations and Disclosure Requirements) Regulations, 2015, this report is accompanied by a comprehensive Report on Corporate Governance as stipulated under the Listing Regulations, which forms an integral part of the Annual Report.

NUMBER OF MEETINGS OF THE BOARD

The Board met 5 (five) times during the Financial Year 2024-25. The meeting details are provided in the Corporate Governance Report that forms part of the Annual Report. The maximum interval between any two meetings did not exceed 120 days as prescribed in the Companies Act, 2013 and SEBI Listing Regulations.

BOARD EVALUATION

As part of its commitment to good governance and regulatory compliance, an annual performance evaluation of the Board, its Committees, and individual directors was conducted during the year. The outcomes of this evaluation were shared with both the Committee and the Board.

The assessment followed the criteria and framework developed by the Nomination & Remuneration Committee, in line with the Companies Act, 2013, and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Additionally, the Board evaluation for the year was independently reviewed by an external agency, and the validation certificate is included in the Corporate Governance Report. The evaluation parameters and methodology are also described in the Corporate Governance Report.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Board of Directors

As on March 31, 2025, the Board of Directors consists of 6 (six) members, of which three are Independent Directors including one woman Independent Director.

Change in Director

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Ms. Shweta Kumar (DIN: 08596612) and Mr. Raghuvesh Sarup (DIN: 10626162) as Additional Directors in the capacity of Non-Executive Independent Directors with effect from May 14, 2024. At the Annual General Meeting dated July 31, 2024, the shareholders approved their appointments, and both Mr. Raghuvesh Sarup and Ms. Shweta Kumar were appointed as Non-Executive Independent Directors for a term of five years, effective from May 14, 2024, to May 13, 2029 and not liable to retire by rotation.

The tenure of Mr. Aakash Moondhra (DIN: 02654599) as an Independent Director concluded on 22nd September 2024, following the completion of his second term of five consecutive years. Further, at the Annual General Meeting held on 31st July 2024, he was appointed as a Non-Executive Non-Independent Director for a term of five (5) years, w.e.f. 23rd September 2024 and he is liable to retire by rotation.

Additionally, the tenure of Mr. Murli Ramachandran (DIN: 00264018) and Ms. Sonal Mattoo (DIN: 00106795) as Independent Directors of the Company ended on January 21, 2025. Both individuals, initially appointed on January 22, 2015, and re-appointed thereafter, ceased to be Independent Directors at the close of business on that date.

In accordance with the provisions of Section 152 of the Companies Act, 2013, Mr. Lalit Agarwal (DIN: 00900900) is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment. The Board of Directors recommends his re-appointment and the matter is being placed for the approval of members at the ensuing Annual General Meeting of the Company.

None of the Directors of the Company have resigned during the year under review.

KEY MANAGERIAL PERSONNEL

In pursuance of section 2 (51) and 203 of the Companies Act, 2013, the Key Managerial Personnel ("KMP") of the Company are as follows:

Mr. Lalit Agarwal, Managing Director, Mr. Madan Gopal Agarwal, Whole-time Director, Mr. Anand Agarwal, Chief Financial Officer and Ms. Megha Tandon, Company Secretary.

During the year under review, there were no changes to the Key Managerial Personnel ("KMP") of the Company.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has, inter alia, received the following declarations from all the Independent Directors confirming that:

a. they meet the criteria of independence as prescribed under the provisions of the Act, read with Schedule IV and Rules issued thereunder, and the Listing Regulations. There has been no change in the circumstances affecting their status as Independent Directors of the Company;

b. they have complied with the Code for Independent Directors prescribed under Schedule IV to the Act; and

Further, they have confirmed that they have registered themselves with the Independent Director's Database maintained by the Indian Institute of Corporate Affairs.

The Board of Directors of the Company has taken on record the declaration and confirmation submitted by the Independent Directors after undertaking due assessment of the veracity of the same.

None of the Director of the Company are disqualified from being appointed as Directors as specified under Section 164(1) and 164(2) of the Act read with Rule 14(1) of the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) and/or re-enactment(s) thereof for the time being in force) or are debarred or disqualified by the Securities and Exchange Board of India ("SEBI"), Ministry of Corporate Affairs ("MCA") or any other such statutory authority.

All members of the Board and Senior Management have affirmed compliance with the Code of Conduct for Board and Senior Management for the financial year 2024-25.

During the year, the Non-Executive Directors of the Company had no pecuniary relationship or transactions with the Company, other than payments towards the sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Company has implemented a Nomination & Remuneration Policy to ensure the composition of a proficient Board. The Nomination & Remuneration Committee identifies gaps in required competencies, evaluates potential candidates, and recommends eligible members for appointment.

The Committee is responsible for filling vacancies on the Board as necessary. Once selected, candidates are invited to join the Board, subject to the approval of Shareholders.

Furthermore, the Nomination & Remuneration Committee has the responsibilities, which includes:

1. Identifying candidates qualified to serve as directors or senior management personnel.
2. Determining the tenure of Independent Directors, including decisions regarding the continuation or extension of their terms based on performance evaluation reports.
3. Formulating a comprehensive remuneration policy for directors, senior executives, and employees, encompassing ESOPs, pensions, and other compensatory benefits.

The Company's policy on the appointment and remuneration of Directors—covering criteria for qualifications, positive attributes, independence of Directors, and other considerations as per the provisions of Section 178(3)—is appended to this Report as **Annexure A**.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

Independent Directors undergo a familiarisation programme on the Company's operations and functioning upon their appointment. They are continually updated on the Company's activities and developments to remain well-informed about its affairs. Detailed information regarding the induction and familiarization program is included in the Corporate Governance Report and is also accessible on the Company's website at https://vmart.co.in/corporate-governance/.



Note: The Warehouse Committee of the Company stands dissolved w.e.f. October 29, 2024.

A detailed note on the Board and its Committees is provided under the Corporate Governance Report forming part of the Annual Report.

SHARE CAPITAL

a. **Buy-Back of Securities:** During the year under review, the Company has not undertaken any buy-back of its securities.

b. **Issue of Sweat Equity:** The Company has not issued any sweat equity shares during the year under review.

c. **Issue of Bonus Shares:** The Company has not issued any bonus shares during the Financial Year 2024-25.

d. **Employees Stock Option / Restricted Stock Units:** The Details pertaining to the ESOP is available on the website of the company and the same details are accessible at this link. https://vmart.co.in/corporate-governance/.

AUTHORISED SHARE CAPITAL

The Authorized Share Capital of your Company as on March 31, 2025 stood at Rs. 25,00,00,000 (Rupees Twenty-Five Crores only) divided into 2,50,00,000 (Two Crores and Fifty Lakhs only) equity shares of Rs. 10/- (Rupees Ten only) each.

RELATED PARTY TRANSACTIONS

Review

All transactions with related parties were reviewed and approved by the Audit Committee and were in accordance with the Related Party Policy of the Company.

All Related party transactions undertaken during the financial year were conducted at arm's length and in the ordinary course of business. There were no materially significant related party transactions with Promoters, Key Management Personnel, or other designated persons that could potentially conflict with the interests of the Company as a whole.

Policy

The Company has established a policy on Related Party Transactions, which can be accessed on its official website at the provided link.

https://vmart.co.in/wp-content/uploads/Related-Party-Transaction-Policy.pdf

Statutory Disclosures

The details of related party transactions entered during the year are provided in the accompanying financial statements. The particulars of the contract or arrangement with related parties referred in section 188(1) of the Companies Act, 2013 in the prescribed form AOC-2, prescribed under the provisions of Section 134(3)(h) of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014, is annexed as **Annexure B** to this report.

DEPOSITS

During the FY 2024-25, your Company has not accepted any deposits from the public falling under Section 73 and 76 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014, and as such no amount of principal or interest was outstanding as on the date of the Balance Sheet.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186 OF THE COMPANIES ACT, 2013

Loans, Guarantees & Investments covered under the provisions of Section 186 of the Companies Act, 2013, if any, form part of the notes to the financial statement provided in this annual report.

MATERIAL CHANGES AND COMMITMENTS AFFECTING FINANCIAL POSITION OF THE COMPANY BETWEEN MARCH 31, 2025 AND THE DATE OF BOARD'S REPORT

There have been no such material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report.

However, the Board of Directors in its meeting held on May 02, 2025 has approved the following subject to approval of the Members of the Company:

a. Alteration of Capital Clause by Increasing the Authorised Share Capital of the Company from Rs. 25,00,00,000 (Rupees Twenty Five Crores Only) divided into 2,50,00,000 (Two Crores and Fifty Lakhs only) equity shares of Rs. 10/- (Rupees Ten only) each to Rs. 95,00,00,000 (Rupees Ninety Five Crores Only) divided into 9,50,00,000 (Nine Crores and Fifty Lakhs only) equity shares of Rs. 10/- (Rupees Ten only) each subject to approval of the Members of the Company.

b. Issue of Bonus Shares in the ratio of 3:1 i.e. 3 (three) new fully paid up equity shares of Rs. 10/- each (Rupees Ten Only) each for every 1 (one) existing fully paid-up equity share of Rs. 10/- (Rupees Ten Only) each, to the eligible equity shareholders of the Company as on the record date, subject to approval of the Members of the Company.

SUBSIDIARY COMPANIES, JOINT VENTURES & ASSOCIATE COMPANIES

The Company does not have any Subsidiary, Joint Venture or Associate Company.

REGISTERED OFFICE

The Registered Office of the Company is situated at 610-611, Guru Ram Dass Nagar, Main Market, Opp. SBI Bank, Laxmi Nagar, New Delhi – 110092.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In compliance with the guidelines prescribed under Section 135 of the Companies Act, 2013, your Company has constituted a Corporate Social Responsibility (CSR) Committee of the Board. The CSR Committee comprises of four members, namely Mr. Raghuvesh Sarup (Chairperson), Mr. Lalit Agarwal (Member), Mr. Madan Gopal Agarwal (Member) and Mr. Aakash Moondhra (Member). The Committee is responsible for formulating and monitoring the CSR policy of the Company. The CSR Policy is available on Company's website https://vmart.co.in/wp-content/uploads/2022/09/CSR-Policy.pdf

In accordance with Section 135(5) of the Companies Act, 2013, and its subsequent rules, the Company is mandated to allocate a minimum of 2% of its average net profits from the past three financial years towards Corporate Social Responsibility (CSR) initiatives, as calculated under Section 198 of the Companies Act for the financial year 2025, the Company was not required to earmark funds for CSR activities as per the stipulated criteria.

Nevertheless, your Company has voluntarily contributed Rs. 13 Lakhs (Rupees Thirteen Lakhs Thirty Three Thousand only) to CSR projects, surpassing its statutory obligation. This exemplifies our commitment to social welfare beyond the mandatory requirements.

The brief outline of the Corporate Social Responsibility ('CSR') Policy of the Company and the initiatives undertaken by the Company on CSR activities during the year in the format prescribed in the Companies ('CSR Policy') Rules, 2014 are set out in **Annexure C** of this Report.

CONSERVATION OF ENERGY

Although our company doesn't consume large amounts of energy, sustainability remains a top priority. We continue to implement programs that reduce energy use, train employees, and maintain equipment efficiently. Our key supports eco-friendly infrastructure that integrates solar energy and energy-efficient design. We have significantly expanded our solar capabilities—our 700 KWP rooftop solar installation at the distribution center now generates over 576 Lakhs kWh annually, offsetting CO_2 emissions. Reduction in overall carbon emissions by transitioning to LED lighting and energy-efficient HVAC systems, Optimized the use of the Company's own fleet for return shipments and inter-store transfers (IST), reducing empty return trips by 60% and achieving significant cost savings while lowering environmental impact.

At our warehouses, solar energy adoption has led to estimated energy cost savings, reinforcing our commitment to operational efficiency and renewable energy. Water conservation also remains a focus: we continue to use rainwater harvesting at our Gurugram head office and employ float valves, treated wastewater reuse, and sewage treatment plants at our Palwal warehouse. Through the installation of RO wastewater recovery systems at 500 stores, we conserved over 73 Lakhs litres of water annually. These initiatives, along with the planting of over 13,950 trees to support ecosystem restoration, underscore our integrated approach to environmental responsibility. Further details are available in the Natural Capital part of the Annual Report.

TECHNOLOGY ABSORPTION

As part of our ongoing digital transformation, several key initiatives have been implemented to enhance operational efficiency, customer experience, and data-driven decision-making. One such initiative is the rollout of the Product Lifecycle Management (PLM) system, which has streamlined product development by integrating data, costing, and sampling into a unified platform. To further strengthen supply chain efficiency, the Automated Replenishment System (ARS), now active across warehouses and stores, ensures timely stock refills by analyzing sales trends, effectively reducing stockouts and overstocking. In parallel, the Design to Display initiative digitizes the journey from product design to retail, enabling faster product launches and maintaining brand consistency across channels. On the workforce front, HR processes have been enhanced through an incentive management tool integrated with the HRMS app,

allowing employees to track performance and category-specific targets in real time. Together, these initiatives have significantly boosted operational agility, empowered data-driven decisions, enhanced customer experience, and laid a robust foundation for scalable, technology-driven growth.

FOREIGN EXCHANGE EARNINGS AND OUTGO

Sr. No	Particulars	Foreign Exchange Earning (Amount in Rs.)	Foreign Exchange Outgo (Amount in Rs.)
1	Services in relation to Advertisements	Nil	128 Lakhs

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNELS

The Board of Directors has established a Code of Conduct applicable to its members and senior management personnel. This Code serves as a framework for ethical business practices, equitable treatment, and the prohibition of actions such as bribery, corruption, and anti-competitive behaviour.

During the financial year under review, the Code of Conduct was revised to redefine the scope of senior management and incorporate additional legal requirements.

All Board members and senior management personnel have confirmed their compliance with the Code of Conduct for the financial year 2024-25. A declaration affirming adherence to the Code of Conduct, signed by Mr. Lalit Agarwal, the Managing Director, is included in the Corporate Governance Report, which forms part of this Annual Report.

The Code is also available on the website of the Company at https://vmart.co.in/wp-content/uploads/V-Mart_Code-of-Conduct-for-Directors-SMPs_May-2024.pdf

VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company promotes ethical behaviour in all its business activities and is in line with the best governance practices. The Company has a robust vigil mechanism through its Whistle Blower Policy approved and adopted by the Board of Directors of the Company in compliance with the provisions of Section 177(10) of the Act and Regulation 22 of the Listing Regulations.

This Policy provides a structured framework for stakeholders, including Directors, Employees, Customers, Vendors, Associates, and Suppliers, to report any concerns regarding suspected fraud, violations of legal or regulatory obligations, breaches of the Company's code of conduct/policies, or incorrect or misrepresentation of any financial statements and reports.

The primary objective of Whistle Blower Policy are:

a. allow and encourage stakeholders to bring to the management's notice concerns about unethical behaviour;

b. provide protection against victimisation;

c. ensure timely and consistent organisational response; and

d. build and strengthen a culture of transparency and trust.

The Policy is available on the website of the Company at https://vmart.co.in/wp-content/uploads/2023/07/Whistle-Blower-Policy.pdf

CODE ON PROHIBITION OF INSIDER TRADING

In accordance with SEBI Insider Trading Regulations, the Company has established a Code of Conduct to Regulate, Monitor, and Report Trading by Designated Persons ("Code of Conduct for Insider Trading") as well as a Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information ("Code of Fair Disclosure"). These measures aim to prevent insider trading activities and ensure ethical management of sensitive information.

The Code for Prevention of Insider Trading is reviewed and amended suitably from time to time, to incorporate the amendments carried out by SEBI. The Code outlines the duties and responsibilities of Designated Persons (DPs), including the maintenance of a Structured Digital Database (SDD). This database serves as a crucial tool for preventing insider trading and managing Unpublished Price Sensitive Information (UPSI).

To enhance employee awareness and compliance, the Company periodically circulates informative emails and conducts periodic quiz on the Prevention of Insider Trading, outlining Do's and Don'ts and familiarizing employees with key aspects of the Code.

During the year under review, the Audit Committee evaluated the adequacy and effectiveness of the internal control systems related to the SEBI Insider Trading Regulations. It reviewed cases of non-compliance, if any, and recommended actions to the Board in line with the penalty framework. Any non-compliances are promptly reported to the Stock Exchanges in the prescribed format, and penalties, if applicable, are directly deposited by the Designated Person into SEBI's Investor Protection and Education Fund.

The Code of Conduct for Insider Trading and Code of Fair Disclosure have been uploaded on the Company's website at https://vmart.co.in/wp-content/uploads/Insider-Trading-Code-of-Conduct.pdf and https://vmart.co.in/wp-content/uploads/2022/09/CODE.pdf.

All Directors and the designated person have confirmed compliance with the code.

COMPLIANCE MANAGEMENT

The Company uses a robust online legal compliance management system to help ensure it follows all relevant laws and regulations that apply to its business. This system sends automatic reminders to the responsible teams, helping them complete their compliance tasks on time. Once a task is completed, it is verified by the assigned person and then reviewed by an approver to ensure accuracy. A central dashboard shows the status of all compliance activities and is regularly shared with department heads and the Compliance Officer for better tracking and oversight.

In addition, every quarter, a certificate along with detailed annexures confirming the Company's compliance with all applicable laws and regulations is presented to the Board of Directors. This certificate also includes details of any issues found, along with the steps taken to correct and prevent them in the future.

RISK MANAGEMENT

Your Company has implemented an integrated Risk Management framework that incorporates principles from COSO's Enterprise Risk Management, ISO 31000, and compliance with the requirements under the Companies Act and SEBI regulations. This comprehensive framework is strategically designed to manage a spectrum of risks, including financial, operational, strategic, compliance, and reputational. The Company is dedicated to enhancing its Risk and Governance framework continuously to fulfil its vision of becoming a prominent value retailer in Bharat. The framework is governed by the Board of Directors, employing both top-down and bottom-up approaches for seamless integration with business operations.

Pursuant to Regulation 21 of the Listing Regulations, the Board constituted Risk Management Committee to frame, implement and monitor risk management plan of the Company. The Board has adopted the Risk Management Policy and framework to mitigate foreseeable risks, avoid events, situations or circumstances, which may lead to negative consequences on the Company's businesses.

Additionally, we have recently revised the composition of the Risk Management Committee, which now consists solely of Independent Directors.

The detailed analysis of the business risks and opportunities is given under Management Discussion and Analysis Report, which forms part of this report.

HUMAN RESOURCE MANAGEMENT

V-Mart continued to invest in its people, recognising their critical role in driving scalable growth. It strengthened employee engagement through Town Halls, feedback platforms, focus groups, and skip-level meetings. Recognition initiatives included Employee of the Month, Gratitude Cards, peer appreciation, milestone celebrations, bonuses, revamped sales incentives, and Performance Linked Incentives (PLI). The company promoted internal mobility, job rotations, and leadership development, while coaching and mentoring supported high-potential talent.

Over 2,68,000+ hours of training were delivered, including leadership modules and UpGrad-led programmes. V-Mart supported employee well-being through health insurance, fitness and mental wellness programs, stress management workshops, flexible work options, and a strong focus on diversity and inclusion, reinforced by regular feedback.

The statement containing the names and other particulars of employees in accordance with section 197(12) of the Companies Act, 2013, read with rules 5(1) & 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as **Annexure D** to the Board Report.

The details of the employees of the Company employed throughout the financial year was in receipt of a remuneration of Rs 1.02 crores or more, or employed for the part of the year and in receipt of Rs 8.5 Lakhs or more a month under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 are mentioned in **Annexure D** to this report.

For more details refer to Human Capital forming part of the Annual Report.

INTEGRATED REPORT

Our Company is dedicated to transparency and thorough reporting, as demonstrated by our voluntary Integrated Report. This report offers a comprehensive overview of the Company's performance, integrating both financial and non-financial information to support informed decision-making and enhance the Members' understanding of our strategic direction.

It provides an in-depth look into the core of our business activities, shedding light on our governance structure, strategic objectives, and ability to generate lasting value across the six capitals: financial, manufactured, intellectual, human, social and relational, and natural.

Our approach underscores our commitment to sustainable value creation and highlights the significance of engaging with our stakeholders, ensuring that our operations benefit all parties and contribute positively to the broader ecosystem.

AUDITORS & AUDIT REPORT

Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013, S.R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/E300005) were re-appointed as Statutory Auditors of the Company for the second term of five consecutive years, to hold office from the conclusion of the 21st Annual General Meeting held on September 15, 2023 until the conclusion of 26th Annual General Meeting of the Company to be held for the financial year 2027-28, on such remuneration as may be decided. Vide notification dated May 7, 2018 issued by the Ministry of Corporate Affairs, the requirement of annual ratification has been omitted.

Further, the Auditors' Report **"with an unmodified opinion"**, on the financial statements of the Company for financial year 2024-25, forms part of this Annual Report. There was no observation or qualification in the Auditor's Report. The Notes on Financial Statements referred to in the Auditors' report are self-explanatory and therefore do not require any further comments.

Secretarial Auditors

M/s. VKC & Associates, Company Secretaries, a partnership firm was appointed as Secretarial Auditors to conduct the Secretarial Audit of the Company for the FY 2024-25, pursuant to the provisions of Section 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of the Listing Regulations.

The Secretarial Audit Report for the financial year 2024-25 under the Act read with Rules made thereunder and Regulation 24A of the Listing Regulations in form MR-3 is enclosed herewith as **Annexure E** to the Board's Report.

The Secretarial Compliance Report received for the financial year 2024-25, in relation to compliance of all applicable SEBI Regulations/ Circulars/Guidelines issued thereunder, Secretarial Standards, pursuant to the requirement of Regulation 24A of the Listing Regulations, The Annual Secretarial Compliance Report is available on the Company's website at the link: https://vmart.co.in/wp-content/uploads/ASCR.pdf

Internal Auditors

As part of our commitment to maintaining the highest standards of internal audit, we have engaged KPMG Assurance & Consulting Services LLP, a firm established under the Limited Liability Partnership Act, 2008, to carry out our internal audits.

KPMG, widely recognized for its expertise in Audit, Tax, and Advisory services, conducts thorough quarterly audits of our various business operations. The findings and recommendations from these audits are regularly reported to the Audit Committee, ensuring the ongoing improvement of our business practices.

This robust approach to internal auditing reflects our unwavering dedication to transparency and excellence in corporate governance.

Reporting of Frauds by Auditors

None of the Auditors of the Company have reported any fraud as specified under the second proviso of Section 143(12) of the Companies Act, 2013.

INTERNAL FINANCIAL CONTROL

The Board has established comprehensive policies and procedures to ensure the orderly and efficient conduct of the Company's business. These include compliance with the Company's policies, protection of its assets, prevention and detection of fraud and errors, accuracy and completeness of accounting records, and the timely preparation of reliable financial disclosures. Details regarding the internal financial control and its effectiveness are provided in the Management Discussion and Analysis section, which is forms a part of Annual Report.

The Company actively tracks all changes in Accounting Standards, the Act, and other applicable regulations and makes changes to the underlying systems, processes, and financial controls to ensure adherence to the same. With increased business complexities, detailed accounting and financial treatment are decided for dealing with newer products, services, assets, commitments, contracts, and arrangements

SIGNIFICANT AND MATERIAL ORDERS

There was no such order passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in the future during the year under review.

DISCLOSURE UNDER SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION, AND REDRESSAL) ACT, 2013

Your Company laid down an Anti-Sexual Harassment Policy in compliance with the requirements of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013. The Internal Committee (IC) has been set up to redress complaints regarding sexual harassment, if any.

As per the POSH Act, the composition of the IC Committee has been revised to ensure compliance. This revision was discussed and approved during the Board Meeting held on 29th October, 2024. The updated composition reflects our commitment to a safe and inclusive workplace.

The Revised Composition as on 31st March, 2025 are as follows:

Sr. No	Details of member of IC	Name	Official Designation
1	Chairperson (F)	Ms. Anjali Goel	VP – Human Resources
2	Member	Ms. Megha Tandon	Company Secretary
3	Member	Ms. Sonal Singh	GM - HR
4	Member	Mr. Karun Kumar	AVP – Governance & Risk Control
5	Member	Ms. Shweta Kumar	Independent Director
6	Member	Ms. Sonal Mattoo	Third Party NGO Member

The disclosures for the period under review as per the Anti-Sexual Harassment Policy of the Company and applicable Act thereof are as follows:

a) Number of complaints of sexual harassment received during the year: 8

b) Number of complaints disposed-off during the year: 8

c) Number of cases pending for more than ninety days: 0

d) Number of workshops on awareness program against sexual harassment carried out: 2

e) Nature of action taken by the employer or district officer: A detailed investigation was carried out by the Company and the appropriate action was taken to resolve the matter.

The Company's Policy for prevention of sexual harassment is available on the Company's website at https://vmart.co.in/wp-content/uploads/Annexure-A-POSH-Policy.pdf.

MATERNITY BENEFIT ACT, 1961

The Company has ensured adherence to all applicable provisions under the Maternity Benefit Act, 1961.

INCIDENT OF FRAUD

No material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the period covered by our auditors.

INVESTORS EDUCATION & PROTECTION FUND (IEPF)

Pursuant to Sections 124 and 125 of the Companies Act, 2013 read with IEPF Authority (Accounting, Audit, Transfer & Refund) Rules 2016 ("IEPF Rules"), all unpaid or unclaimed dividends are required to be transferred by the Company to the IEPF established by Central Government after completion of seven years.

Further, all shares in respect of which dividend has not been paid or claimed for seven consecutive years or more are required to be transferred by the company in the name of Investor Education and Protection Fund.

Further details of unpaid or unclaimed dividends and shares are provided on our website at https://vmart.co.in/shareholding-information/

ENVIRONMENT SOCIAL GOVERNANCE (ESG)

Your company is dedicated to strong Environmental, Social, and Governance (ESG) practices to ensure long-term sustainability and value creation. We have implemented comprehensive initiatives across all areas of our operations. These include energy efficiency measures, waste management, water conservation, and social programs supporting community welfare and diversity. Additionally, we maintain stringent governance practices to ensure compliance and ethical conduct. Our commitment to these ESG efforts reflects our dedication to responsible growth and a positive impact on our stakeholders and the environment.

For more details refer to ESG Page forming part of the Annual Report.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

As stipulated in terms of the provisions of Regulation 34 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015 the Business Responsibility & Sustainability Report describing the initiatives undertaken by the Company from environmental, social and governance perspective is presented in a separate section forms part of the Annual Report.

COST RECORDS AND COST AUDIT

Maintenance of cost records and requirement of cost audit as prescribed under the provisions of section 148(1) of the Companies Act, 2013 are not applicable to the business activity carried out by the Company.

DIVIDEND DISTRIBUTION POLICY

Pursuant to Regulation 43A of the SEBI (Listing Obligations and Disclosures Requirements) Regulations 2015 ("the listing regulations"), the top 1000 listed companies shall formulate a dividend distribution policy. Accordingly, the policy was adopted to set out the parameters that will be taken into consideration by the Board of the Company in determining the distribution of dividends to its shareholders and/or retaining profits earned by the Company. The policy is available on the Company's website at the link: http://vmart.co.in/wp-content/uploads/2023/07/Dividend-Distribtion-Policy-1.pdf.

DETAILS OF APPLICATION MADE OR ANY PROCEEDING PENDING UNDER INSOLVENCY AND BANKRUPTCY CODE, 2016

No application has been made or any proceeding is pending under Insolvency and bankruptcy Code, 2016.

DETAILS OF DIFFERENCE BETWEEN AMOUNT OF VALUATION DONE DURING ONE TIME SETTLEMENT AND VALUATION DONE WHILE TAKING LOAN FROM BANKS OR FINANCIAL INSTITUTIONS

The Company has not taken any term loans from any Bank. No one time settlement has been made by the Company during the year under review.

SECRETARIAL STANDARDS

During the year under review, your Company has complied with all applicable secretarial standards issued by the Institute of Company Secretaries of India and approved by the Central Government pursuant to Section 118(10) of the Companies Act, 2013.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) of the Companies Act, 2013, the Directors hereby state and confirm that:

a) In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures from the same.

b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company for that period.

c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.

d) The annual accounts have been prepared on a going concern basis.

e) The Directors have laid down Internal Financial Controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.

f) The Directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

The aforesaid statement has also been reviewed and confirmed by the Audit Committee of the Board of Directors of the Company.

ACKNOWLEDGEMENT

Your Directors take this opportunity to express their sincere appreciation for the excellent support and coordination extended by the employees, shareholders, customers, suppliers, bankers, and all other business associates.

Your Directors gratefully acknowledge the ongoing cooperation and support provided by Central Government, State Governments, and all regulatory authorities.

Your Directors also appreciate and value the contribution made by every member of the V-Mart family.

By the Order of the Board and
On behalf of the Board of Directors

Madan Gopal Agarwal
DIN:02249947
Whole-time Director

Lalit Agarwal
DIN: 00900900
Managing Director

Place: Gurugram
Date: May 02, 2025

NOMINATION & REMUNERATION POLICY FOR THE MEMBERS OF BOARD AND EXECUTIVE MANAGEMENT

1. PREAMBLE

1.1 The Nomination & Remuneration policy provides a framework for remuneration paid to the members of the Board of Directors ("Board"), Key Managerial Personnel ("KMP") and the Senior Management Personnel ("SMP") of the Company (collectively referred to as "Executives"). The expression ''senior management'' means personnel of the company who are members of its core management team excluding Board of Directors comprising all members of management one level below the executive directors, including the functional heads.

1.2 The policy would be reviewed every year by the Nomination and Remuneration Committee of the Board of Directors.

2. AIMS & OBJECTIVES

2.1 The aims and objectives of this Nomination & Remuneration policy may be summarized as follows:

2.1.1 The Nomination & Remuneration policy aims to enable the company to attract, retain and motivate highly qualified members for the Board and Executive level.

2.1.2 The Nomination & Remuneration policy seeks to enable the company to provide a well-balanced and performance-related compensation package, taking into account shareholder interests, industry standards and relevant Indian corporate regulations.

2.1.3 The Nomination & Remuneration policy will ensure that the interests of Board members & Executives are aligned with the business strategy and risk tolerance, objectives, values and long-term interests of the Company and will be consistent with the "pay-for-performance" principle.

2.1.4 The Nomination & Remuneration policy will ensure that remuneration to Directors and Executives involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

3. PRINCIPLES OF REMUNERATION

3.1 Support for Strategic Objectives: Remuneration and reward frameworks and decisions shall be developed in a manner that is consistent with, supports and reinforces the achievement of the Company's vision and strategy.

3.2 Transparency: The process of remuneration management shall be transparent, conducted in good faith and in accordance with appropriate levels of confidentiality.

3.3 Internal equity: The Company shall remunerate the board members and the Executives in terms of their roles within the organization. Positions shall be formally evaluated to determine their relative weight in relation to other positions within the Company.

3.4 External equity: The Company strives to pay an equitable remuneration, capable of attracting and retaining high quality personnel. Therefore, the Company will remain logically mindful of the ongoing need to attract and retain high quality people and the influence of external remuneration pressures.

3.5 Flexibility: Remuneration and reward offerings shall be sufficiently flexible to meet both the needs of individuals and those of the Company whilst complying with relevant tax and other legislation.

3.6 Performance-Driven Remuneration: The Company shall entrench a culture of performance driven remuneration through the implementation of the Performance Incentive System.

3.7 Affordability and Sustainability: The Company shall ensure that remuneration is affordable on a sustainable basis.

4. NOMINATION & REMUNERATION COMMITTEE

4.1 The Board of Directors has constituted the Nomination & Remuneration Committee by renaming the existing Remuneration Committee. The members of the Committee comprises of three independent directors.

4.2 The Committee is responsible for:

4.2.1 Formulating framework and/or policy for remuneration, terms of employment including service contracts, policy for and scope of pension arrangements, etc. for Executives and reviewing it on a periodic basis;

4.2.2 Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the Director.

4.2.3 Identifying persons who are qualified to become directors and who may be appointed as Executives in accordance with the criteria laid down in this policy, recommend to the Board their appointment and removal and carry out their evaluation.

4.2.4 Formulating terms for cessation of employment and ensure that any payments made are fair to

the individual and the company, that failure is not rewarded and that the duty to mitigate loss is fully recognized;

4.3 The Committee shall:

4.3.1 review the ongoing appropriateness and relevance of the remuneration policy;

4.3.2 ensure that all provisions regarding disclosure of remuneration, including pensions; are fulfilled;

4.3.3 obtain reliable, up-to-date information about remuneration in other companies;

4.3.4 ensure that no director or Executive is involved in any decisions as to their own remuneration.

4.4 Without prejudice to the generality of the terms of reference to the Nomination and Remuneration Committee set out above, the Committee shall:

4.4.1 Operate the Company's share option schemes (if any) or other incentives schemes (if any) as they apply to. It shall recommend to the Board the total aggregate amount of any grants to employees (with the specific grants to individuals to be at the discretion of the Board) and make amendments to the terms of such schemes (subject to the provisions of the schemes relating to amendment);

4.4.2 liaise with the trustee/custodian of any employee share scheme which is created by the Company for the benefit of employees or Directors and Director should possess the highest personal and professional ethics, integrity;

4.4.3 review the terms of executive Director's service contracts from time to time; and

4.4.4 perform such other acts, things and take such other decisions as provided and authorized by the Board of Directors of the Company to the Committee in terms of the provisions of Companies Act, 2013 and other applicable laws.

5. PROCEDURE FOR SELECTION AND APPOINTMENT OF THE BOARD MEMBERS

5.1 Board membership criteria

The Committee, along with the Board, reviews on an annual basis, appropriate skills, characteristics and experience required of the Board as a whole and its individual members. The objective is to have a Board with diverse background and experience in business, government, academics, technology and in areas that are relevant for the Company's global operations.

In evaluating the suitability of individual Board members, the Committee takes into account many factors, including general understanding of the Company's business dynamics, global business and social perspective, educational and professional background and personal achievements.

In addition, Directors must be willing to devote sufficient time and energy in carrying out their duties and responsibilities effectively. They must have the aptitude to critically evaluate management's working as part of a team in an environment of collegiality and trust.

The Committee evaluates each individual with the objective of having a group that best enables the success of the Company's business.

5.2 Selection of Board Members/ extending invitation to a potential director to join the Board

One of the roles of the Committee is to periodically identify competency gaps in the Board, evaluate potential candidates as per the criteria laid above, ascertain their availability and make suitable recommendations to the Board. The objective is to ensure that the Company's Board is appropriate at all points of time to be able to take decisions commensurate with the size and scale of operations of the Company. The Committee also identifies suitable candidates in the event of a vacancy being created on the Board on account of retirement, resignation or demise of an existing Board member. Based on the recommendations of the Committee, the Board evaluates the candidate(s) and decides on the selection of the appropriate member.

The Board then makes an invitation (verbal / written) to the new member to join the Board as a Director. On acceptance of the same, the new Director is appointed by the Board.

6. BOARD DIVERSITY

6.1 The Company acknowledges the importance of diversity in its broadest sense in the Boardroom as a driver of Board effectiveness. Diversity encompasses diversity of perspective, experience, education, background, ethnicity and personal attributes. The Company recognizes that gender diversity is a significant aspect of diversity and acknowledges the role that directors with the right skills and experience can play in contributing to diversity of perspective in the Boardroom.

6.2 The Committee shall review and evaluate Board composition to ensure that the Board and its Committees have the appropriate mix of skills, experience, independence and knowledge to ensure their continued effectiveness. In doing so, it will take into account diversity, including diversity of gender, amongst other relevant factors.

6.3 The Committee shall monitor and periodically review the Board Diversity and recommend to the Board so as to improve one or more aspects of its diversity and measure progress accordingly.

7. PROCEDURE FOR SELECTION AND APPOINTMENT OF EXECUTIVES OTHER THAN BOARD MEMBERS

7.1 The Committee shall actively liaise with the relevant departments of the Company to study the requirement for management personnel, and produce a written document thereon;

7.2 The Committee may conduct a wide-ranging search for candidates for the positions of Employees within the Company, within enterprises controlled by the Company or within enterprises in which the Company holds equity, if any, and on the human resources market;

7.3 The professional, academic qualifications, professional titles, detailed work experience and all concurrently held positions of the initial candidates shall be compiled as a written document;

7.4 A meeting of the Committee shall be convened, and the qualifications of the initial candidates shall be examined on the basis of the conditions for appointment of the Employees;

7.5 Before the selection of Employee, the recommendations and relevant information on the relevant candidate(s) shall be submitted to the Board of Directors;

7.6 The Committee shall carry out other follow-up tasks based on the decisions of and feedback from the Board of Directors.

8. COMPENSATION STRUCTURE

a. Remuneration to Non-Executive Directors:

The Non-executive Directors of the company are paid remuneration by way of sitting fees for attending the meetings of the Board and its Committee Meetings. The sitting fees paid to the Non-executive Directors for attending meetings of Board of Directors is Rs. 1,00,000/- and Rs. 75,000/- for meeting of Audit and Nomination and Remuneration Committee per meeting per member. Beside the sitting fees they are also entitled to reimbursement of expenses. The Non-executive Directors of the Company may also be paid other remuneration or commission, subject to requirements of applicable laws and payment matrix as approved by the Board/Nomination and Remuneration Committee of the Company.

The sitting fees of the Non-executive Directors for attending meetings of Board of Directors and the Committees of Board of Directors may be modified or implemented from time to time only with the approval of the Board in due compliance of the provisions of Companies Act, 2013.

b. Remuneration to Executive Directors, Key Managerial Personnel(s) (KMPs) & Senior Management Personnel (s) (SMPs):

The Company has a credible and transparent framework in determining and accounting for the remuneration of the Managing Director / Whole Time Directors (MD/WTDs), Key Managerial Personnel(s) (KMPs) and Senior Management Personnel(s) (SMPs). Their remuneration shall be governed by the external competitive environment, track record, potential, individual performance and performance of the company as well as industry standards. The remuneration determined for MD/WTDs, KMPs and SMPs are subjected to the approval of the Board of Directors in due compliance of the provisions of Companies Act, 2013. The remuneration for the KMP and the SMP at the time of the appointment has to be approved by the Board and any subsequent increments shall be approved by the Managing Director of the Company as per the HR policy of the Company.

The Executive Directors of the Company are also entitled for commission on the profits of the Company as approved by the Board of Directors and Shareholders of the Company in Annual General Meeting.

9. ROLE OF INDEPENDENT DIRECTORS

9.1 The Committee shall, in consultation with the Independent Directors of the Company, prepare and submit this policy to the Board for its approval.

9.2 The Independent Directors shall have power and authority to determine appropriate levels of remuneration of executive directors and Employees and have a prime role in appointing and where necessary recommends removal of executive directors and Employees.

9.3 The Independent Directors shall submit its recommendations/ proposals/decisions to the Committee which the Committee shall consult and take to the Board of Directors.

10. APPROVAL AND PUBLICATION

10.1 This remuneration policy as framed by the Committee shall be recommended to the Board of Directors for its approval.

10.2 This policy shall be hosted on the Company's website.

10.3 The policy shall form part of the Director's report to be issued by the Board of Directors in terms of Companies Act, 2013.

11. SUPPLEMENTARY PROVISIONS

11.1 This Policy shall formally be implemented from the date on which they are adopted pursuant to a resolution of the Board of Directors.

11.2 Any matters not provided for in this Policy shall be handled in accordance with relevant State laws and regulations and the Company's Articles of Association. If this Policy conflict with any laws or regulations subsequently promulgated by the state or with the Company's Articles of Association as amended pursuant to lawful procedure, the relevant state laws and regulations and the Company's Articles of Association shall prevail, and this Policy shall be amended in a timely manner and submitted to the Board of Directors for review and adoption.

11.3 The right to interpret this Policy vests in the Board of Directors of the Company.

ANNEXURE B to Board Report

FORM NO. AOC – 2

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

1.	**Details of contracts or arrangements or transactions not at arm's length basis**	NIL
2A.	**Details of material contracts or arrangement or transactions at arm's length basis**	
	Name(s) of the related party and nature of relationship	Snehal Shah, Son-in-law of Mr. Madan Gopal Agarwal (Whole Time Director)
	Nature of contracts/arrangements/transactions	Employment
	Duration of the contracts/arrangements/transactions	NA
	Salient terms of the contracts or arrangements or transactions including the value, if any	In the Normal Course of Business
	Date(s) of approval by the Board, if any:	May 24, 2018
	Amount paid as advances, if any:	NIL
2B.	**Details of material contracts or arrangement or transactions at arm's length basis**	
	Name(s) of the related party and nature of relationship	Varin Agarwal, Son of Mr. Lalit Agarwal (Managing Director)
	Nature of contracts/arrangements/transactions	Employment
	Duration of the contracts/arrangements/transactions	NA
	Salient terms of the contracts or arrangements or transactions including the value, if any	In the Normal Course of Business
	Date(s) of approval by the Board, if any:	October 29, 2024
	Amount paid as advances, if any:	Nil

For and on behalf of the Company

Lalit Agarwal
Managing Director
DIN: 00900900

Aakash Moondhra
Chairperson and Non-Executive Director
DIN: 02654599

Place: Gurugram
Date: May 02, 2025

ANNEXURE C to Board Report

ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company:

Through our V Mart store clusters and sourcing hubs, we are committed to giving back and making a positive impact on local communities by improving their quality of life and overall wellbeing in a sustainable way. Our initiatives focus on key areas such as Education, Entrepreneurship and Skill Development, Community Infrastructure, Medical and Health Care, Environment, Social Empowerment, Sports Education, Disaster Relief, and support for NGOs dedicated to Human and Animal Welfare. Additionally, we implement various need-based programs and offer volunteering opportunities to our employees nationwide.

2. Composition of CSR Committee

We have a CSR Committee that provides oversight of CSR Policy execution to ensure that the CSR objectives of the Company are met. Our CSR Committee comprises:

Sr. No	Name of Director	Designation / Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Ms. Sonal Mattoo*	Chairperson	3	2
2.	Mr. Lalit Agarwal	Member	4	4
3.	Mr. Madan Gopal Agarwal	Member	4	3
4.	Mr. Aakash Moondhra	Member	4	4
5.	Mr. Raghuvesh Sarup*	Chairperson	2	2

*Ms. Sonal Mattoo ceased to be the Chairperson of the Corporate Social Responsibility Committee w.e.f October 29, 2024. Further w.e.f October 29, 2024 Mr. Raghuvesh Sarup becomes the Chairperson of the Committee.

3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company: https://vmart.co.in/wp-content/uploads/2022/09/CSR-Policy.pdf.

4. Provide the executive summary along with the web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable:

5. a. Average net profit of the company as per section 135(5). : Nil
   (b) Two percent of the average net profit of the company as per section 135(5) : Nil
   (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years : Nil
   (d) Amount required to be set off for the financial year, if any : Nil
   (e) Total CSR obligation for the financial year (b+c-d) : Nil

6. (a) Amount spent on CSR Projects (both Ongoing Projects and other than Ongoing Project) : Rs. 13,33,783
   (b) Amount spent in Administrative Overheads : Nil
   (c) Amount spent on Impact Assessment, if applicable : NA
   (d) Total amount spent for the Financial Year (a+b+c) : Rs. 13,33,783
   (e) CSR amount spent or unspent for the Financial Year:

Total Amount Spent for the Financial Year. (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6).		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5).		
	Amount.	Date of transfer.	Name of the Fund	Amount.	Date of transfer.
13,33,783	Nil	NA	NA	Nil	NA

(f) Excess amount for set off, if any

Sr. No	Particular	Amount (in Rs.)
(i)	Two percent of the average net profit of the company as per section 135(5)	Nil
(ii)	Total amount spent for the Financial Year	13,33,783
(iii)	Excess amount spent for the financial year [(ii)-(i)]	13,33,783
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	Nil
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	13,33,783

7. (a) Details of Unspent CSR amount for the preceding three financial years:

Sr. No	Preceding Financial Year.	Amount transferred to Unspent CSR Account under section 135 (6) (in Rs.)	Balance amount in unspent CSR account under section 135(6) (in Rs.)	Amount spent in the Financial Year (in Rs.).	Amount transferred to any fund specified under Schedule VII as per section 135(5), if any.		Amount remaining to be spent in succeeding financial years. (in Rs.)	Deficiency, if any
					Amount (in Rs).	Date of transfer.		
1	2023-24	Nil	NA	17,80,790	NA	NA	Nil	Nil
2	2022-23	Nil	NA	61,14,403	NA	NA	Nil	Nil
3	2021-22	Nil	NA	2,47,77,000	NA	NA	Nil	Nil

8. Whether any capital assets have been created or acquired through CSR amount spent in the Financial Year. If Yes, enter the number of capital asset created/ acquired: Not Applicable

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year:

Sr. No	Short particulars of the property or asset(s) [including complete address and location of the property]	Pincode of the property or asset(s)	Date of Creation	Amount of CSR amount spent	Details of entity/ Authority/ beneficiary of the registered owner		
					CSR Registration Number, if applicable	Name	Registered Address
	-	-	-	-	-	-	-

(All the fields should be captured as appearing in the revenue record, flat no, house no, Municipal Office/Municipal Corporation/ Gram panchayat are to be specified and also the area of the immovable property as well as boundaries)

9. Specify the reason(s), if the company has failed to spend two per cent of the average net profit as per section 135(5): NA

For and on behalf of the Company

Lalit Agarwal
Managing Director
DIN: 00900900

Raghuvesh Sarup
Chairperson CSR Committee & Independent Director
DIN: 10626162

Place: Gurugram
Date: May 02, 2025

DISCLOSURES IN BOARD REPORT AS PER SECTION 197 (12) OF THE COMPANIES ACT, 2013 AND RULES MADE THEREUNDER

The information as per Rule 5(1) are as follows:

1 & 2. The percentage increase in remuneration of each Director, Chief Financial Officer and Company Secretary during the FY 24-25, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the FY 24-25 are as under:

Sr. No	Name of Director, KMP & Designation	% increase/decrease in Remuneration in the Financial Year 2024-25	Ratio of remuneration of each director/to median remuneration of employees
1.	Mr. Aakash Moondhra, Chairman & Non-Independent Director	88%	11
2.	Mr. Lalit Agarwal, Managing Director	28%	176
3.	Mr. Madan Gopal Agarwal, Whole-time Director	41%	43
4.	**Mr. Murli Ramachandran, Independent Director	(9%)	7
5.	**Ms. Sonal Mattoo, Independent Director	60%	6
6.	Mr. Govind Shridhar Shrikhande, Independent Director	9%	9
7.	*Mr. Raghuvesh Sarup, Independent Director	0%	9
8.	*Ms. Shweta Kumar, Independent Director	0%	9
9.	Mr. Anand Agarwal, Chief Financial Officer	22%	151
10.	Ms. Megha Tandon, Company Secretary	77%	17

*Appointed w.e.f. 14th May, 2024, **Resigned on 21st January, 2025

3. The median remuneration of employees of the Company during the FY 23-24 was Rs. 1,23,300 whereas in FY 2024-25 it is Rs. 1,28,544. Therefore, in FY 24-25, there is an increase of 4 % in the median remuneration of employees.

4. Number of Permanent Employees on the rolls of Company as on March 31, 2025: 12,185.

5. The Average percentile increase/decrease in the salaries of the employees (other than Managerial Personnel) for FY 24-25 is 11% whereas the average percentile increase/ decrease in the managerial remuneration for FY 24-25 is 7%. The Company's variable compensation philosophy for its managerial personnel is to ensure its competitiveness in the markets in which it operates for attracting & retaining the best talent.

6. It is hereby affirmed that the remuneration paid is as per the Nomination & Remuneration Policy for Directors, Key Managerial Personnel and other Employees

The information as per Rule 5 (2) are as follows:

The statement containing names of top ten employees in terms of remuneration drawn and the particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is provided in a separate annexure forming part of the Annual Report. Further, the report and the accounts are being sent to the Members excluding the aforesaid annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office of the Company. Any Member interested in obtaining a copy of the same may write to the Company Secretary.

The details of Employees who were employed throughout the FY 24-25 and were in receipt of minimum aggregate Remuneration of Rs. 1.02 Crores:

Employee Name	Designation	Educational Qualification	Nature of Employment	Experience (in years)	Age	Date of joining	Remuneration in Fiscal 2025 (in Lakhs)	% of Equity shares held by the Employee in the Company	If relative of Director, Name of such director	Previous employment and designation
Lalit Agarwal	Managing Director	B.Com	Permanent	31	54	01-10-2003	237	*6.45%	Madan Gopal Agarwal	Vishal Retail Ltd.
Anand Agarwal	Chief Financial Officer	CA & CS	Permanent	30	51	01-06- 2017	253	0.017	-	HT Media Ltd
Vineet Jain	Chief Operating Officer	CA	Permanent	28	49	2-11-2020	425	0.444	-	Future Retail Ltd
Jayesh Kothari	President-Merchandising	BCOM (H)	Permanent	19	58	09-06- 2022	152	-	-	Reliance Retail Limited
Snehal Shah	Sr-VP Projects & Business Development	B.Com	Permanent	19	54	01-04-2006	178	0.085	Madan Gopal Agarwal	NA (Own Business)

* Percentage (%) of equity shares held by Mr. Lalit Agarwal includes in individual capacity.

The details of Employees who were employed for that part of FY 24-25 and were in receipt of minimum aggregate Remuneration of Rs. 8.5 Lakhs per month:

Employee Name	Designation	Educational Qualification	Nature of Employment	Experience (in years)	Age	Date of joining	Remuneration in Fiscal 2025 (in Lakhs)	% of Equity shares held by the Employee in the Company	If relative of Director, Name of such director	Previous employment and designation
*Suchi Shree Mukherjee	CEO LimeRoad	M.sc	Permanent	28	52	11-11-2022	48,24,479	-	-	E-Bay Inc

*Resigned w.e.f. 16th May, 2024.

The details of Employees who were employed during FY 2024-25 (whether for full year or part thereof) and were drawing remuneration [i.e. either Rs. 1.02 Crores or 8.5 Lakhs per month] which is in excess of the remuneration drawn by MD or WTD or Manager and along with this, he is holding minimum 2% of the equity shares of the company together with his wife & dependent children: NA

FORM NO. MR-3

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED 31.03.2025

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
V-MART RETAIL LIMITED
CIN: L51909DL2002PLC163727
610-611, Guru Ram Dass Nagar, Main Market,
Opp. SBI Bank, Laxmi Nagar, New Delhi -110092, India

We report that:

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **V-MART RETAIL LIMITED** (hereinafter referred as 'the Company'). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Company's Responsibilities

The Company's Management and Board of Directors are responsible for the maintenance of secretarial record under the Companies Act, 2013 and compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards. Further the Company's management and the Board of Directors are also responsible for establishing and maintaining adequate systems and process, commensurate with the size and operations of the Company to identify, monitor and ensure compliances with the applicable laws, rules, regulations and guidelines.

Auditor's Responsibilities Statement

Our responsibility is only to examine and verify those compliances on a test basis and express an opinion on these secretarial records based on our audit.

We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.

The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Limitations

Due to the inherent limitations of an audit including internal, financial and operating controls, there is an unavoidable risk that some Misstatements or material non-compliances may not be detected, even though the audit is properly planned and performed in accordance with the Secretarial Auditing Standards as prescribed by Institute of Company Secretaries of India (ICSI).

Further, we conducted the secretarial audit by examining the secretarial records including minutes, documents, registers, other records and returns related to the applicable laws on the Company etc. received via electronic means. The management has confirmed that the records submitted to us are the true and correct. We have also relied upon representation given by the management of the Company for certain areas which otherwise requires physical verification.

Basis of opinion

We have followed the audit practices, secretarial auditing standards and processes as were applicable and appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification in some cases were done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion. We also believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Report on Secretarial Records and Compliances made thereunder

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2025 complied with the statutory provisions listed hereunder and also that the Company has proper Board- processes and

compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2025 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made thereunder;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

(iv) The Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): -

(a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(c) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(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**

(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **Not Applicable as the Company is not a registered Registrar to an Issue or Transfer Agent during the Financial Year under review.**

(h) The Securities and Exchange Board of India (Delisting of Equity shares) Regulations, 2021; - **Not Applicable**

(i) The Securities and Exchange Board of India (Buy back of Securities) Regulations, 2018; - **Not Applicable**

(vi) The Company has identified following laws applicable specifically to the Company and we have relied upon the representation made by the Company and its officers for the system and mechanism framed by the Company for compliances made under following laws:

1. The Shop & Establishment Act, 1954;
2. The Legal Metrology Act, 2009;
3. The Food Safety & Standard Act, 2006.

We have also examined compliance with the applicable provisions of the following: -

(i) Secretarial Standards issued by The Institute of Company Secretaries of India.

(ii) The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Standards and Guidelines etc. mentioned above;

We further report that:

The Board of Directors of the Company has been duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice(s) have been given to all directors to schedule the Board Meetings and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance and in case of shorter notice, compliance as required under the Act has been made by the Company and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board & Committee Meetings have been carried out with requisite majority of the members of the Board or committees as the case may be. Further there is no case of views of the dissenting members as per the recordings in the minutes of the meetings of the Board or Committee(s) thereof.

We further report that there are adequate systems and process in the Company commensurate with the size and operations of the Company to monitor and ensure compliances with the applicable laws, rules, regulations and guidelines.

We further report that during the audit period the Company has the following specific event/action having major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, standards & guidelines, if any, as may be referred to above:

a. The Company has granted 1,60,330 options and allotted 2,003 Equity Shares to its employees under V-Mart Retail Limited Employee Stock Option Plan, 2020 & allotted 20,913 Equity Shares to its employees under V-Mart Retail Limited Employee Stock Option Plan, 2012.

b. The Company in its Twenty-Second (22nd) Annual General Meeting held on Wednesday, July 31, 2024 the shareholders of the Company approved the adoption of new set of Articles of Association of the Company.

For **VKC & ASSOCIATES**
(Company Secretaries)
Unique Code: P2018DE077000

CS Mohit K Dixit
Partner
FCS No. 12361
C P No. 17827
UDIN: F012361G000248388
Peer Review Cer. No. 6406/2025

Place: New Delhi
Date: May 02, 2025



Corporate Governance Report

Corporate Governance Report

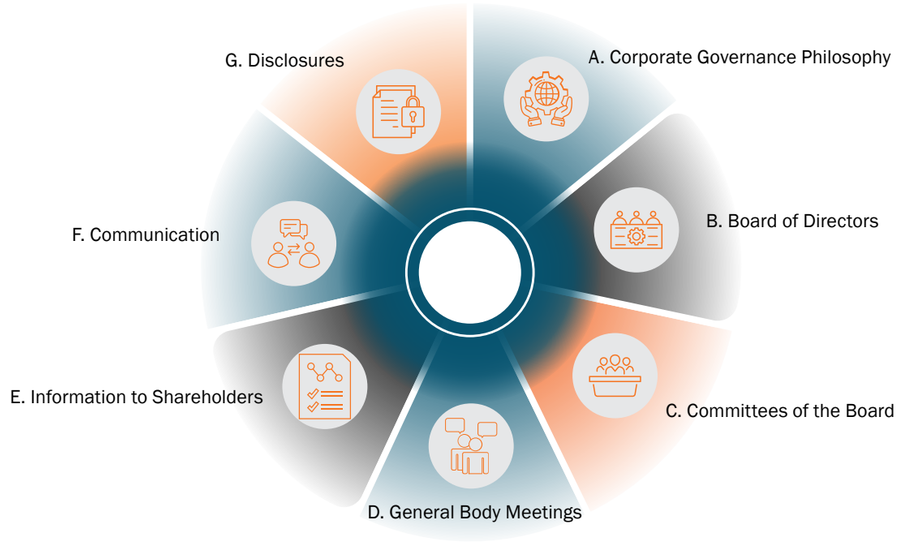
Our corporate governance framework is established on the core principles of transparency, fairness, and accountability—principles that are deeply embedded in our organizational DNA. These values are not just theoretical constructs; they guide our everyday decisions and drive the way we do business.

At the heart of our governance model lies a commitment to customer-centricity, agility, integrity, and prudent decision-making. We aim to consistently meet and exceed customer aspirations, foster a culture of continuous learning and talent development, uphold ethical standards across all stakeholder relationships, and strengthen partnerships with our vendors. Through this integrated approach, we strive to generate long-term, sustainable value across our entire ecosystem.

We believe that strong corporate governance is not merely a regulatory requirement but a strategic enabler of performance and trust. By embracing evolving best practices, we reinforce our dedication to ethical conduct, operational excellence, and stakeholder inclusivity. Our governance commitment extends to all key stakeholders—shareholders, customers, employees, vendors, contractors, and the broader community—ensuring that their interests are safeguarded and advanced.

Our governance practices are driven by a vigilant Board of Directors and empowered by robust management systems. These include rigorous internal controls, a comprehensive Code of Conduct, a proactive risk management framework, and a well-articulated set of policies and procedures. Together, these pillars foster a culture of accountability, transparency, and responsible leadership—critical ingredients for enduring success and sustainable growth.

The Corporate Governance Report of the Company is divided into the following parts:

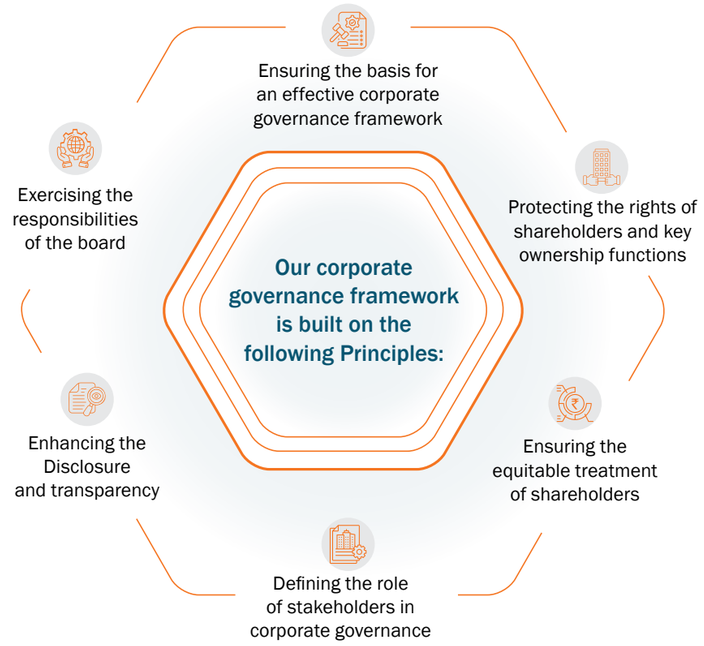


A. CORPORATE GOVERNANCE PHILOSOPHY

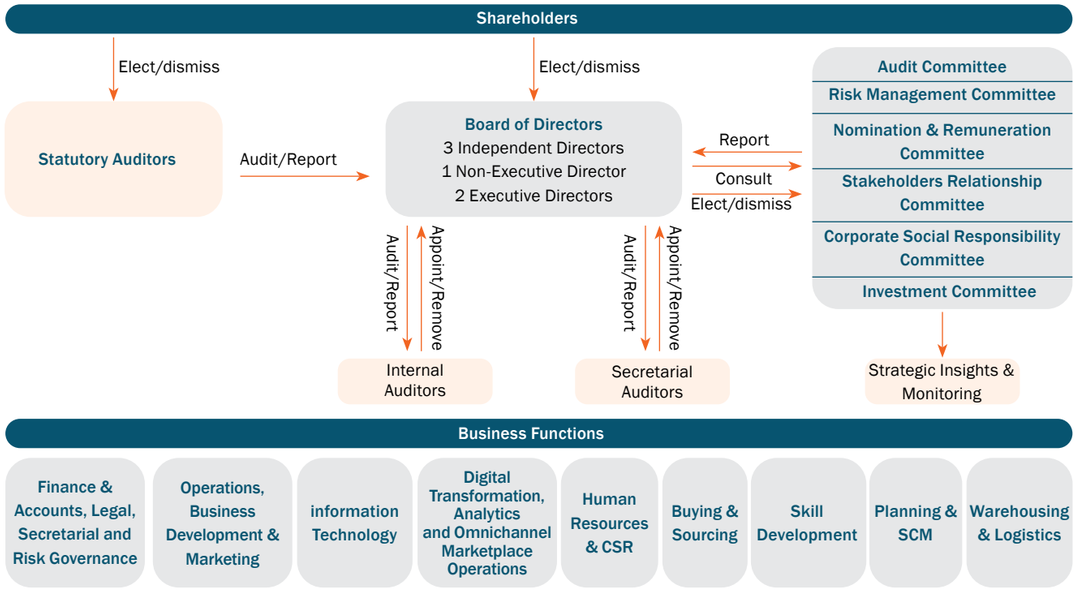
Our Company's governance practices are aligned with the G20/OECD Principles of Corporate Governance—globally recognized benchmarks that guide the development of sound governance frameworks. These principles support policymakers in strengthening the legal, regulatory, and institutional foundations of corporate governance, thereby reinforcing market confidence, promoting economic efficiency, enabling sustainable growth, and safeguarding financial stability across economies.

We have embedded these principles into our governance framework, ensuring that they are not only aspirational but actionable. Corporate governance at our Company is driven by a vigilant Board of Directors and underpinned by resilient management processes. This includes a comprehensive Code of Conduct, a proactive risk management framework, stringent internal controls, and a detailed suite of governance policies and procedures.

By adhering to these globally accepted standards, we reinforce our commitment to ethical behaviour, transparency, and accountability—cornerstones that support stakeholder trust and contribute to the long-term health, stability, and resilience of our business.



B. BOARD OF DIRECTORS



The Board of Directors, elected by the shareholders, serves as the highest governing authority of the Company. Entrusted with the stewardship of the organization, the Board plays a pivotal role in guiding the Company's strategic direction, overseeing management performance, and ensuring effective governance aligned with our long-term objectives.

In compliance with the Companies Act, 2013, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Board is structured with an optimal blend of Executive and Non-Executive Directors. This balance ensures independent judgment, diverse perspectives, and effective governance, thereby enhancing the accountability and integrity of the Board's functioning.

COMPOSITION OF BOARD OF DIRECTORS

The composition of the Board of Directors ("the Board") adheres to the requirements of the Companies Act and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. As of March 31, 2025, the Board consists of six Directors: a Non-Executive Chairperson, a Managing Director, a Whole-time Director, and three other Non-Executive & Independent Directors, including one Independent Woman Director.

The composition of the Board as of March 31, 2025, is as follows:

- **Executive Promoter Directors: 2**
- **Non-Executive & Non-Independent: 1**
- **Non-Executive & Independent Directors (including Woman Director): 3**

In accordance with Section 149(7) of the Companies Act, 2013, the Company has received the requisite declarations from all the three Independent Directors, affirming their continued compliance with the criteria specified under Section 149(6) of the Act and Regulation 16 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. Each Independent Director has also confirmed that there has been no change in their circumstances that could affect their status or independence during the financial year.

CHANGES IN DIRECTORATE

Pursuant to the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company appointed Ms. Shweta Kumar (DIN: 08596612) and Mr. Raghuvesh Sarup (DIN: 10626162) as Additional Directors in the capacity of Non-Executive Independent Directors with effect from May 14, 2024. At the Annual General Meeting dated July 31, 2024, the shareholders approved their appointments, and both Mr. Raghuvesh Sarup and Ms. Shweta Kumar were appointed as Non-Executive Independent Directors for a term of five years, effective from May 14, 2024, to May 13, 2029 and not liable to retire by rotation.

The tenure of Mr. Aakash Moondhra (DIN: 02654599) as an Independent Director concluded on 22nd September 2024, following the completion of his second term of five consecutive years. Further, at the Annual General Meeting held on 31st July 2024, he was appointed as a Non-Executive Non-Independent Director for a term of five (5) years, w.e.f. 23rd September 2024 and he is liable to retire by rotation.

Additionally, Mr. Murli Ramachandran (DIN: 00264018) and Ms. Sonal Mattoo (DIN: 00106795) was initially appointed on the Board of the Company on 22nd January, 2015 and subsequently re-appointed, their term as an Independent Director ended on 21st January, 2025. Consequently, Mr. Murli Ramachandran and Ms. Sonal Mattoo have ceased to be an Independent Director of the Company with effect from the closure of business hours on 21st January, 2025.

SKILLS/EXPERTISE/COMPETENCE OF THE BOARD OF DIRECTORS

As per SEBI Listing Regulations, the "required" as well as "the actually available" skills/expertise/competence of the Board of Directors are as follows:

Board of Directors: Mapping Skills/Expertise/Competence						
Skills/Expertise/Competence Required	**Aakash Moondhra**	**Lalit Agarwal**	**Madan Agarwal**	**Govind S. Shrikhande**	**Raghuvesh Sarup**	**Shweta Kumar**
	Chairperson & Non Independent Director	**Managing Director**	**Whole-time Director**	**Independent Director**	**Independent Director**	**Independent Director**
Buying & Procurement		√	√	√		
Supply Chain & Logistics		√		√		
Planning & Allocation		√	√	√		
Retail Operations		√	√	√	√	
Visual Merchandising		√	√	√		
CRM & Analytics	√			√	√	
Digital Technology	√				√	
Labour Relations & Compliance		√				√
Financial Planning & Analysis	√	√		√	√	
Leadership Development	√	√	√	√		√
Talent Management	√	√		√		√
Change Management	√			√		√
Diversity & Inclusion						√
Marketing				√	√	√
Corporate Governance	√	√	√	√	√	√
Investor Relations	√	√		√		
Strategic Planning	√			√	√	√
Scalability & Expansion	√	√	√	√	√	
Project Management	√			√		

The detailed profile of all the Board members is available on the Company's website at https://vmart.co.in/team-leadership/.

Details of Equity shares held by the Directors in the Company and Names of the listed entities where he/she is a director as on March 31, 2025

Name of Director	Indian Listed Companies*	Relationship with other Directors	Holding of Equity Shares of the company**
Executive Directors			
Mr. Lalit Agarwal	V-Mart Retail Limited	Son of Mr. Madan Gopal Agarwal	12,77,275
Mr. Madan Gopal Agarwal	V-Mart Retail Limited	Father of Mr. Lalit Agarwal	Nil
Non-Executive & Non-Independent Director			
Mr. Aakash Moondhra	V-Mart Retail Limited	None	924
Non-Executive & Independent Director			
Mr. Govind S. Shrikhande	V-Mart Retail Limited	None	Nil
	Donear Industries Limited		
	Brand Concepts Limited		
	Arvind Fashions Limited		
Mr. Raghuvesh Sarup	V-Mart Retail Limited	None	Nil
Ms. Shweta Kumar	V-Mart Retail Limited	None	Nil

*All the directorships held by the directors in other listed companies (i.e except V-Mart Retail Limited) are in the capacity of Non-Executive, Independent directors.

**it includes holding in the individual capacity only.

INDEPENDENT DIRECTORS

All Independent Directors have confirmed their compliance with the independence criteria as stipulated under Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Section 149(6) of the Companies Act, 2013, along with the applicable rules. The Board has duly reviewed and recorded these declarations and, in its considered opinion, affirms that all Independent Directors meet the prescribed independence parameters and remain independent of the Company's management.

None of the Independent Directors resigned prior to the completion of their respective tenures during the financial year.

Independent Directors are selected based on a well-rounded mix of expertise, experience, and insight across domains such as finance, legal affairs, management, marketing, administration, corporate governance, technology, operations, and other areas relevant to the Company's business landscape. This diversity of knowledge significantly contributes to strategic oversight and board effectiveness.

In compliance with the Companies (Appointment and Qualification of Directors) Rules, 2014, each Independent Director has registered their name in the online databank maintained by the Indian Institute of Corporate Affairs (IICA).

Familiarization Programme for Independent Directors:

To ensure seamless integration into the governance structure and a clear understanding of their roles, rights, and responsibilities, the Company has an existing Familiarization Program for Independent Directors. This structured initiative provides insights into the Company's operations, strategic priorities, industry environment, and the regulatory landscape in which it operates, thereby enabling informed contributions to Board deliberations.

Independent directors receive training on the Company's operations and functioning at the time of their appointment and thereafter continue to stay informed about the Company's affairs.

a. Familiarization upon induction of new Independent Directors

The Company has a well-structured Induction Program to seamlessly onboard newly appointed Directors, enabling them to gain a comprehensive understanding of the organization and its business environment. This program is thoughtfully designed to familiarize Directors with the Company's vision, values, culture, governance framework, strategic priorities, and the industry landscape in which it operates.

As part of the induction process, Directors participate in one-on-one interactions with key members of the senior leadership team and functional heads. These sessions offer valuable insights into the Company's operations, products and services, customer-centric approach, and business model. To enhance on-ground understanding, store visits are also organized, allowing Directors to engage directly with teams, experience the customer journey, and observe operational dynamics.

New Independent Directors are provided with a comprehensive Induction Kit that includes essential information on:

- The Annual Report for the last three Financial Years
- The Company's Articles and Charter Documents
- Code of Conduct and internal policies
- Charters of the Board Committees
- Minutes of Board Meeting & Committee Meetings.

This immersive onboarding process ensures that new Directors are well-equipped to contribute meaningfully to Board deliberations from the outset, while aligning with the Company's ethos of ethical leadership and effective governance.

b. Continual Familiarization Programme

The Company prioritizes informed decision-making by ensuring that all Directors stay up-to-date. Regular presentations and updates during Board meetings, conducted by the Managing Director or Senior Management, cover a wide range of Operational and Strategic topics. These include industry insights, Company performance, product updates, strategic plans, budgets, risk management, investments, funds flow, HR policies, and management succession planning etc. The goal is to equip Directors with comprehensive information about all important parts of the Company for effective governance.

Business and functional heads, along with Company executives, actively participate in board or committee meetings. Their presence provides a platform for interaction with the Company's Senior Management, allowing the Directors to have better understanding of business operations. Additionally, an established communication channel enables Independent Directors to seek clarifications and raise queries. This transparency fosters fairness in decision-making and contributes to a robust corporate governance structure. Furthermore, formal meetings and conference calls focus on strategic matters, ensuring ongoing involvement and progress.

The Board members also visit outlets/stores and meet customers and frontend staff for gaining first-hand experience about the market, products and customers from time to time.

The details of the familiarization programme has been posted on the Company's website (https://vmart.co.in/wp-content/uploads/Familiarization-Programme-FY-24-25.pdf)

Separate Meeting of Independent Directors:

Pursuant to the provisions of Section 149(8) read with Schedule IV of the Act and Regulation 25(3) and 25(4) of the SEBI Listing Regulations, the independent directors meet without the presence of the Management and Non-Executive Directors. During the year under review, 2 (Two) meetings of Independent Directors were held on October 29, 2024 & February 04, 2025 to inter alia review the performance of Non-Independent Directors and the Board as a whole and, the performance of the Chairperson, taking into account the views of Executive and Non-Executive Directors. The quality, quantity and timeliness of flow of information between the management and the Board is also assessed. The attendance of the independent directors at the meeting of the independent directors held in FY 2024-25 is provided below:

Name of Independent Director	Meeting attended (29th October 2024)	Meeting attended (4th February 2025)
*Mr. Murli Ramachandran	Yes	-
*Ms. Sonal Mattoo	Yes	-
Mr. Govind S. Shrikhande	Yes	Yes
Mr. Raghuvesh Sarup	Yes	Yes
Ms. Shweta Kumar	Yes	Yes

* The term of the office of Mr. Murli Ramachandran & Ms. Sonal Matto was completed on 21st January, 2025.

BOARD PROCEDURES

Scheduling and calendar management:

Efficient scheduling and calendar coordination of Board & Committee meetings remain a cornerstone of effective corporate governance and meaningful director participation. For FY 2024-25, meetings and board calls were pre-scheduled and communicated to all directors through a rolling annual calendar, shared well in advance. This proactive approach enabled directors to plan their schedules, minimize conflicts, and ensure optimal participation.

Advance intimation of meetings also allowed directors sufficient time to review agendas, read through pre-circulated materials, and allocate bandwidth for meeting-related deliberations. This preparation significantly enhanced the quality of discussions and decision-making. Any queries or clarifications related to agenda items were addressed prior to the meetings, ensuring that discussions during the sessions remained focused, informed, and productive.

Preparation and Distribution of Meeting Materials

Ahead of each meeting, a detailed agenda accompanied by explanatory notes and relevant supporting documents is circulated to all members of the Board. The Board enjoys unrestricted access to all company-related information necessary for effective governance and decision-making.

The Company Secretary plays a pivotal role in facilitating this process, ensuring that the Board and its Committees are provided with all pertinent documents and insights. The agenda for each meeting is formulated in consultation with the Managing Director and Chief Financial Officer, and is finalized after alignment with the Chairperson. The agenda of the Committees are finalised post alignment with the Chairperson of respective Committees.

To uphold confidentiality standards and promote sustainable practices, the Company has adopted a secure, web-based digital platform for the dissemination of Board and Committee documents. Directors can access these materials seamlessly via laptops, tablets, mobile devices, and web browsers, thereby eliminating the need for paper-based circulation.

All key information, including disclosures mandated under Part A of Schedule II of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, is shared with the Board well in advance, enabling directors to review the material thoroughly and share their queries beforehand—resulting in well-structured and concise meetings.

The management remains committed to continuously enhancing the quality and timeliness of information made available to the Board. Directors are regularly updated on all critical developments impacting the Company, enabling informed and forward-looking decision-making.

Board Engagements/Conduct of Meetings

A. **Board and Committee meetings:** Board and Committee meetings form the backbone of our corporate governance framework, serving as a forum for strategic oversight, policy deliberation, and long-term planning. These sessions bring together directors and committee members who collectively guide the Company's direction, ensuring that its operations remain aligned with our core values, regulatory obligations, and ethical standards. During these meetings, the Board and its Committees engage in a thorough review of financial performance, assess key operational and strategic metrics, deliberate on critical policy matters, and make informed decisions that shape the Company's trajectory. This collaborative approach reinforces a culture of transparency, accountability, and responsible leadership, ultimately propelling the Company towards sustained growth and value creation.

B. **Board Calls:** In addition to the regular Board and Committee Meetings, the Company conducts periodic pre-scheduled conference calls with the Board and senior management team to ensure continuous involvement and review of strategic and significant matters. These board calls are pre-scheduled for the entire year, with calendars of all relevant participants finalized at the beginning of the financial year. These calls serve as important touch points for the Board and Senior Management to discuss key initiatives, address emerging challenges, and make informed decisions in a timely manner.

C. **Shorter Notice Meetings and Circular Resolutions:** When time-sensitive business matters arise, the Company expedites approvals through shorter notice meetings or circular resolutions. Shorter notice meetings are convened swiftly to address urgent issues, while circular resolutions facilitate decision-making without convening formal meetings. These agile processes enable prompt responses, ensure continued operational efficiency, and uphold governance standards and transparency at all times.

D. **Strategy Board Meeting:** At every quarterly Board Meeting, as well as during scheduled monthly Board Calls, dedicated time is set aside for focused strategic discussions. These deliberations ensure that all major decisions are in alignment with the Company's long-term goals, vision, and overall strategic direction. The Board reinforces its commitment to forward-looking planning through initiatives such as special strategy-focused events, including offsite gatherings.

One such strategic offsite session was held on September 27, 2024. During this meeting the Board Members engaged deeply with various aspects of the Company's operations by personally visiting retail outlets. This hands-on approach provided Directors with critical insights into market dynamics, customer experiences, and the operational realities of the business. Direct interactions with frontline teams and real-time observations of operations allowed the Board to identify on-ground challenges, explore emerging opportunities, and offer informed perspectives to shape strategic priorities. These immersive experiences are supplemented with reviews of market trends, competitor benchmarking, and performance evaluations against predefined KPIs. Additionally, the Board evaluates and approves key strategic initiatives, such as market expansion, product diversification, and potential mergers and acquisitions.

During each Board and Committee Meeting, the management delivers detailed presentations covering all key functions and significant business activities. These presentations are designed to provide directors with a clear and comprehensive view of the Company's operational, financial, and strategic landscape. In addition, the management team regularly shares updates on critical areas such as functional performance, enterprise risk management, business operations, and overall corporate performance. This structured flow of strategic and material information enables informed, transparent, and effective decision-making by the Board.

The Company Secretary is present at all Board and Committee Meetings and plays a central role in ensuring procedural compliance. Responsibilities include drafting and maintaining accurate minutes of the meetings. With the prior consent of the Chairperson of the Board or respective Committees, members of the senior management and departmental heads are invited to attend relevant portions of the meetings. This inclusion fosters greater transparency and provides an opportunity for Board and Committee members to directly engage with the operational leadership.

Further, the Audit Committee independently invites both Internal and Statutory Auditors to present audit reports. These sessions also include confidential, executive-level discussions with the auditors in the absence of the management team.

The Company diligently complies with all applicable provisions of the Companies Act, 2013, the relevant Rules, Secretarial Standards, and the SEBI Listing Regulations regarding the conduct of Board, Committee, and General Meetings.

Post - Meeting Follow Up

Following each Board and Committee Meeting or call, all key decisions and action points are systematically monitored until implementation. An "Action Taken Report" is prepared and presented in subsequent meetings to apprise the Board of the progress and seek acknowledgment or further input. The Company has established a structured post-meeting follow-up and reporting mechanism as an integral part of its governance practices.

This approach ensures that previously discussed items and actionable items are revisited with the necessary rigor. Comprehensive tracking systems, clear accountability frameworks, and progress updates contribute to effective oversight. By emphasizing active listening, clear documentation, and prompt execution, the Company ensures all decisions are implemented efficiently and in a timely manner.

Directors and Officers Insurance ("D&O Insurance")

In line with the requirements of Regulation 25(10) of the Listing Regulations, the Company has in place a Directors and Officers Liability Insurance policy. The Board of Directors on an annual basis reviews the quantum of the D&O Insurance.

Number of Board Meetings

During the Financial Year 2024–25, the Board convened five (5) meetings. The gap between any two meetings remained within the 120-day limit, in accordance with the Companies Act, 2013, and SEBI Listing Regulations. These meetings were held on May 14, 2024, August 5, 2024, September 27, 2024, October 29, 2024, and February 4, 2025.

The Board encourages all members to attend meetings in person; however, considering the geographical spread of Independent Directors, the Company facilitates participation through video conferencing whenever necessary. This ensures consistent engagement and inclusivity without compromising effectiveness. Notably, all Board meetings during the year achieved the requisite quorum, whether through physical presence or virtual participation.

The composition of the Board of Directors, details of their attendance at Board meetings, and other relevant particulars are provided below:

Name of Directors	Meeting Dates					% of Attendance	No. of other directorships in other listed companies* as on 31/03/2025	Attendance in the last AGM	No. of Committee** positions held in other public companies as on 31/03/2025	
	14-05-2024	05-08-2024	27-09-2024	29-10-2024	04-02-2025				Chairperson	Member
Mr. Aakash Moondhra (02654599) (Non-Executive Chairperson)	✓	✓ / 🎥	✓	✓ / 🎥	✓	100	-	✓	-	-
Mr. Lalit Agarwal (00900900 (Executive Managing Director)	✓	✓	✓	✓	✓	100	-	✓	-	-
Mr. Madan Gopal Agarwal (02249947) (Executive Whole Time Director)	✓	✓	✓ / 🎥	⊗	✓	80	-	✓	-	-
#Mr. Murli Ramachandran (00264018) (Independent Director)	✓ / 🎥	✓ / 🎥	✓ / 🎥	✓ / 🎥	-	100	1	✓	-	-
Mr. Govind S Shrikhande (00029419) (Independent Director)	✓	✓ / 🎥	✓	✓ / 🎥	✓	100	3	✓	-	2
#Ms. Sonal Mattoo (00106795) (Independent Director)	✓	⊗	✓	✓ / 🎥	-	80	1	✓	-	1
Mr. Raghuvesh Sarup (10626162) (Independent Director)	✓	✓	✓	✓	✓	100	-	✓	-	-
Ms. Shweta kumar (08596612) (Independent Director)	✓	✓ / 🎥	✓	✓ / 🎥	✓	100	-	✓	-	-

✓ Yes ⊗ Leave of Absence 🎥 Video Conference ● 100% Attendance ● 80% Attendance

* Alternate directorships and directorships in private companies, foreign companies and Section 8 companies are excluded.

**Includes Chairpersonships/Memberships of only Audit Committee and Shareholders'/Investors' Grievance Committee.

Mr. Murli Ramachandran & Ms. Sonal Mattoo's tenure as an Independent Director on the Board of the Company was completed on 21st January, 2025.

The number of Directorship, Committee Membership and Chairpersonship of all the Directors of the Company are within the respective limits prescribed under Companies Act, 2013 and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

Matters placed before the Board

The information/matters being provided to the Board inter-alia includes:

Strategic Matters

- Review of the business expansion strategy aimed at sustaining long-term growth and competitiveness.
- Assessment of current market trends, customer insights, competitive landscape, and growth opportunities.
- Debrief of Brand Strategy Workshop, including Brand USP, Promise, and customer personas.
- Review of strategic investment decisions, including exploration of new store formats and omni-channel alignment.
- Review of strategic priorities across key verticals including Market Expansion, Merchandising, Digital, People, Customer Experience, ESG, and Technology.
- Discussion on strategic risks and assumptions underlying the growth targets and brand evolution.

Operational Matters

- Updates on the Annual Operating Plans, Budgets, and their ongoing progress.
- Review of Capital Budgets along with relevant status updates.
- Monitoring performance metrics, growth trends, supply chain dynamics, merchandise strategy, competitive landscape, and both micro and macroeconomic factors, including NSO updates.
- Reporting on significant developments within the Human Resources function.
- Regular operational updates covering merchandising, customer engagement, supplier relations, CSR initiatives, investment activities, and warehouse management.

Finance Matters

- Quarterly results for the entity and its operating divisions.
- Any material default in financial obligations.
- Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
- Quarterly details of foreign exchange exposures and the steps taken by management to limit the risks of adverse exchange rate movement, if material.
- Review, consider and approval of Related Party Transactions.
- Amount Spent on CSR Activities during the year.

Governance Matters

- Minutes of meetings of the Board Meeting & Audit Committee and other Committees of the Board of Directors.
- Information on recruitment and remuneration of senior officers just below the level of Managing Director, including appointment or removal of Chief Financial Officer and the Company Secretary.
- Discussion on material Risk and opportunities during the year.
- Amendment in the Articles of Association.
- Detailed discussions on material risks and emerging opportunities faced by the Company during the year.
- Updates on Environmental, Social, and Governance (ESG) initiatives and progress.
- Show cause, demand, prosecution notices and penalty notices, which are materially important.
- Review & Monitoring of all regulatory, statutory or listing requirements and shareholders service such as payment of dividend, Share Transfer/Transmission, Resolution of Grievances of Shareholders etc.
- Any issue, which involves possible public or product liability claims of substantial nature, including any judgment or order which may have passed structures on the conduct of the listed entity or taken an adverse view regarding another enterprise that may have negative implications on the listed entity if any.

BOARD EVALUATION

In line with the Companies Act, 2013 and the SEBI (LODR) Regulations, 2015, the Company undertook its annual performance evaluation of the Board of Directors, its Committees, and individual Directors. This assessment is crucial for reinforcing good governance practices and enhancing the effectiveness of the Board.

The evaluation covered the overall functioning of the Board and Committees, as well as the contributions of individual Directors. Key parameters included strategic alignment, regulatory compliance, role clarity, participation, and the exercise of independent judgment.

To ensure transparency and objectivity, the Company engaged an external agency, M/s GBAB & Associates, to independently validate the evaluation process. The certification provided by the firm is attached as **Annexure-I.**

This evaluation exercise was carried out through a structured assessment framework covering various key aspects such as Board and Committee composition, experience and skillsets, performance of assigned roles and responsibilities, participation in meetings, independent judgment, and governance contributions.

This evaluation framework is designed to ensure an objective, consistent, and meaningful review. A brief outline of the evaluation criteria is provided below:

Sl. No.	Category	Evaluation Criteria
1.	Board of Directors	Evaluated based on factors such as participation inputs and engagement, skill diversity, strategic agenda setting, performance, risk and strategy, stakeholder engagement, ethical standards, regulatory compliance, acumen, and continuous learning.
2.	Board Committees	Assessed on criteria including appropriate size, member diversity and expertise, clarity of role and mandate, independence, procedural robustness, policy guidance, risk oversight, quality of recommendations, frequency and effectiveness of meetings, and adequacy of resources and support.
3.	Independent Directors	Evaluated on participation quality, ethical conduct, confidentiality, domain knowledge, preparation for meetings, objectivity in judgment, role clarity, adherence to the Code of Conduct, ability to provide unbiased inputs, and commitment to governance responsibilities.
4.	Executive Directors	Reviewed based on active involvement in discussions, integrity, domain expertise, role clarity, strategic and operational insight, achievement of financial and business goals, leadership within the organization, policy advocacy, transparency, team building, stakeholder relations, and overall contribution to growth.
5.	Chairperson	Assessed on leadership effectiveness, meeting facilitation, balanced participation, domain knowledge, strategic insight, ability to promote open dialogue, communication effectiveness, fairness in deliberations, building shareholder confidence, and commitment to fostering an inclusive and transparent governance culture.

A structured questionnaire was circulated among the Board members to facilitate the evaluation process. All Directors actively participated in the survey, which was conducted through a peer review mechanism, ensuring that each Director was excluded from evaluating themselves. The Secretarial Department compiled the responses, and the consolidated findings were subsequently presented to the Nomination and Remuneration Committee and the Board. Following deliberations, the Board reviewed the outcomes and finalized an appropriate action plan for improvement and follow-up.

Outcome of board evaluation and action plan

During the fiscal year 2024–25, the Board undertook a comprehensive review of the Board Evaluation Report and is pleased to note that the overall performance of the Board and its Committees has been commendable. The Committees have discharged their functions effectively, adhering to their respective charters and legal obligations while fostering insightful and meaningful discussions on key business matters. The Directors demonstrated strong engagement and professionalism, offering thoughtful inputs that highlight their unwavering commitment to governance and stewardship.

The Board and its Committees are functioning effectively, with a strong commitment to good governance and strategic oversight. The Committees are not only fulfilling their statutory responsibilities but are also actively engaged in discussions on key issues that support the Company's growth and long-term objectives. The evaluation highlighted the active involvement and meaningful contributions of individual Directors, reflecting their deep engagement and alignment with the Company's vision. Going forward, the Board remains focused on driving strategic priorities, closely monitoring progress, and adapting execution as needed to ensure sustainable growth, enhanced shareholder value, and long-term resilience.

Action taken on outcome of last year performance evaluation

As part of its ongoing commitment to strategic oversight, the Board has institutionalized dedicated time in every meeting for in-depth strategy discussions. The Board initiated the practice of conducting offsite strategy meetings to deepen its understanding of the market landscape, competitive environment, and the Company's overall performance. Additionally, the Company facilitates periodic Board calls to ensure ongoing engagement on key issues between formal meetings. These practices reflect the Board's proactive approach to strengthening strategic oversight and driving sustainable growth.

REMUNERATION TO DIRECTORS

The structure of remuneration is designed to reflect the scale and complexity of the Company's operations, the dynamics of the industry it operates within, and the Company's overall financial capability to sustain such remuneration. It aims to align with market benchmarks while supporting retention and motivation of Directors.

Non-Executive Directors ("NEDs"), including Independent Directors ("IDs"), are eligible to receive remuneration in the form of sitting fees for attending meetings of the Board and its Committees, along with commission on the Company's profits, within the thresholds defined by statutory provisions. The quantum of sitting fees is subject to periodic review, as deemed appropriate. Recommendations on such payments are made by the Nomination and Remuneration Committee and approved by the Board of Directors, ensuring alignment with applicable legal guidelines.

Executive Directors, including the Managing Director, are compensated through a mix of fixed (salary, perquisites, and benefits) and variable (commission linked to net profits) components, as approved by the shareholders and the Board, based on the Nomination and Remuneration Committee's recommendation.

During the financial year under review, Non-Executive Directors including Independent Directors were paid sitting fees of ₹ 1,00,000 for each Board meeting attended and ₹ 75,000 for attending each meeting of the Audit Committee and the Nomination and Remuneration Committee.

Further, the shareholders at the Annual General Meeting held on August 30, 2022, approved a commission not exceeding 1% per annum of the Company's net profits (as computed under Section 198 of the Companies Act, 2013) to be distributed among all Non Executive Directors collectively.

The Board, along with its committees, determines the distribution based on criteria such as:

- Revenue generated during the financial year;
- Profitability performance for the year;
- Individual contribution and active participation of Directors;
- Any additional relevant factor as may be applicable.

The details of remuneration paid (including commission due as on 31/03/2025 but not paid, if any) to the Directors (including Independent Directors) for the period of 12 months ended on March 31, 2025 are given below:

(Amount in Rs. lakhs)

Name of Director	Designation	Salary	Commission	Value of perquisites u/s 17(2) of the Income tax Act, 1961	Sitting Fee	Total
Mr. Aakash Moondhra	Chairperson and Non-Independent Director	-	5.4	-	9.5	**14.90**
Mr. Lalit Agarwal	Managing Director	113	49	75	-	**237**
Mr. Madan Gopal Agarwal	Whole-time Director	41	17	-	-	**58**
*Mr. Murli Ramachandran	Independent Director	-	1.90	-	8.5	**10.40**
*Ms. Sonal Mattoo	Independent Director	-	3.90	-	4.5	**8.40**
Mr. Govind S. Shrikhande	Independent Director	-	1.20	-	11	**12.20**
**Mr. Raghuvesh Sarup	Independent Director	-	4.20	-	7.25	**11.45**
**Ms. Shweta Kumar	Independent Director	-	4.30	-	7.25	**11.55**

*Mr. Murli Ramachandran & Ms. Sonal Mattoo's tenure as an Independent Director on the Board of the Company was completed on 21st January, 2025.

**Mr. Raghuvesh Sarup and Ms. Shweta Kumar was appointed as an Independent Director on the Board of the Company w.e.f. 14th May, 2024.

Service Contract, Severance Fees and Notice Period:

Mr. Lalit Agarwal was re-appointed as the Managing Director of the Company for a term of five years effective from May 31, 2022. His re-appointment was approved by the Shareholders at the 20th Annual General Meeting held on August 30, 2022, following the recommendation of the Board of Directors. The terms of his appointment do not include any provision for severance fees. A notice period of three (3) months applies from either party.

Mr. Madan Gopal Agarwal was re-appointed as the Whole-time Director of the Company for a five-year term effective from May 31, 2022. His re-appointment was also ratified by the Shareholders at the 20th AGM held on August 30, 2022. No separate severance fee is payable to the Whole-time Director, and a mutual notice period of three (3) months is applicable.

SENIOR MANAGEMENT PERSONNEL

During the year under review, Ms. Suchishree Mukherjee- CEO LimeRoad had resigned on May 16, 2024.

The names of the Senior Management Personnel as on March 31, 2025 are as under:

Sr. No.	Name of Senior Management Personnel	Designation
1.	Vineet Jain	Chief Operating Officer
2.	Anand Agarwal	Chief Financial Officer
3.	Jayesh Kothari	President (Merchandising)
4.	Snehal Shah	Sr. Vice President (Projects & Business Development)
5.	Jaideep Jaiman	Chief Digital Officer
6.	Ramesh Agarwal	Vice President (Supply Chain Management)
7.	Syed Ali Athar	Vice President (Skill Development Initiative)
8.	Anjali Goel	Vice President (Human Resource & CSR)
9.	Dinesh Srivastava	Assistant Vice President (Information Technology)
10.	Nitin Goel	Assistant Vice President (Planning)
11.	Megha Tandon	Company Secretary & Compliance Officer

The brief Profiles of the Senior Management Personnel can be accessed at https://vmart.co.in/team-leadership/.

C. COMMITTEES OF THE BOARD

AUDIT COMMITTEE

The Company has constituted an Audit Committee in line with the provisions of Regulation 18 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 177 of the Companies Act, 2013.

Brief description of terms

The terms of reference of the Audit Committee include:

1. Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees/remuneration.
3. Review and monitor the auditor's independence, performance and effectiveness of audit process;
4. Examination of the financial statement and the auditors' report thereon.
5. Approval or any subsequent modification of transaction(s) of the Company with related party/(ies);
6. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
7. Scrutiny of inter-corporate loans and investments;
8. Valuation of undertaking or assets of the Company, wherever it is necessary;
9. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to;
   a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report;
   b. Changes, if any, in accounting policies and practices and reasons for the same;
   c. Major accounting entries involving estimates based on the exercise of judgment by management;
   d. Significant adjustments made in the financial statements arising out of audit findings;
   e. Compliance with listing and other legal requirements relating to financial statements;
   f. Disclosure of any related party transactions;
   g. Modified opinion/Qualifications in the draft audit report and Limited Review Reports.
10. Reviewing, with the management, the quarterly financial statements before submission to the board for approval.
11. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of

a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.

12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.

13. Evaluation of internal financial controls and risk management systems.

14. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

15. Discussion with internal auditors any significant findings and follow up there on.

16. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.

17. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

18. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.

19. To review the functioning of the Whistle Blower/ Vigil mechanism.

20. Approval of appointment of CFO (i.e., the Whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

21. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

22. The Audit Committee may call for the comments of the auditors about the internal control system, the scope of the audit, including the observations of the auditors and review of financial statements before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and management of the Company.

23. The Audit Committee at least once in a financial year shall review compliance with the provisions of SEBI (Prohibition of Insider Trading)(Amendment) Regulations, 2018 and amendment(s) thereto, from time to time and shall verify the systems for internal control are adequate and are operating effectively.

24. Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing.

25. The Audit Committee shall also perform other functions/roles as may be specified/prescribed/ applicable under Companies Act, 2013, rules made thereunder, including any amendment and Listing Agreement with the stock exchanges from time to time.

The Audit Committee shall mandatorily review the following information:

1) Management discussion and analysis of financial condition and results of operations;

2) Statement of significant related party transactions (as defined by the audit committee), submitted by management;

3) Management letters/ letters of internal control weaknesses issued by the statutory auditors, if any;

4) Internal audit reports relating to internal control weaknesses; and

5) The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee;

6) Statement of deviations, if any;

   a. Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

   b. Annual statement of funds utilized for purposes other than those stated in the offer document/ prospectus/notice in terms of Regulation 32(7).

The recommendations of the Audit Committee on any matter relating to financial management, including the audit report, are binding on the Board. If the Board is not in agreement with the recommendations of the Audit Committee, reasons for disagreement shall have to be recorded in the Board minutes and the same has to be communicated to the Shareholders. The Chairperson of the Committee is required to attend the Annual General Meetings of the Company to provide clarifications on matters relating to the audit.

Meetings of the Committee:

During the financial year 2024-25, 4 (four) Audit Committee Meetings were held. The meetings were held on 14/05/2024, 05/08/2024, 29/10/2024 and 04/02/2025. The time gap between any two meetings was not more than 120 days.

The composition of the Committee and details of attendance at the Meetings during the period ended March 31, 2025 is as follows:

Name of Members	Category	Status	Meeting Dates				% of Attendance
			14-05-2024	05-08-2024	29-10-2024	04-02-2025	
*Mr. Govind S. Shrikhande	Independent Director	Chairperson	✓	✓ 🎥	✓ 🎥	✓	100%
*Mr. Murli Ramachandran	Independent Director	Chairperson	✓ 🎥	✓ 🎥	✓ 🎥	-	100%
Mr. Aakash Moondhra	Non-Independent Director	Member	✓	✓ 🎥	✓ 🎥	✓	100%
**Mr. Raghuvesh Sarup	Independent Director	Member	-	-	✓	✓	100%
**Ms. Shweta Kumar	Independent Director	Member	-	-	-	✓	100%

✓ Yes ⊗ Leave of Absence 🎥 Video Conference 100% Attendance

*Mr. Murli Ramachandran ceased to be the Chairperson of the Audit Committee w.e.f. October 29, 2024 (no longer a part of the Committee) and Mr. Govind Shridhar Shrikhande becomes the Chairperson of the Committee w.e.f. October 29,2024 (from the closure of business hours).

**Mr. Raghuvesh Sarup & Ms. Shweta Kumar has been appointed as the members of the Audit Committee w.e.f. October 29, 2024 and February 04, 2025 respectively.

The Chief Financial Officer, Statutory Auditors and the Internal Auditors are permanent invitees to the Audit Committee Meetings The Company Secretary acts as the Secretary to the Audit Committee.

Governance:

a. The composition and terms of reference of the Audit Committee are in line with the applicable provisions of the Listing Regulations and the Act.

b. The members of the Audit Committee are financially experienced and have relevant expertise in financial management.

c. The meetings of the Audit Committee are also attended by the Managing Director, Statutory Auditors, Internal Auditors, CFO & Company Secretary and other senior members of the Finance function of the Company.

NOMINATION & REMUNERATION COMMITTEE

The Company has constituted a Nomination & Remuneration Committee in accordance with provisions of Regulation 19 of SEBI of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Section 178 of the Companies Act, 2013.

Brief description of terms

The terms of reference of the Nomination and Remuneration Committee include:

1. The Nomination & Remuneration Committee shall identify persons who are qualified to hold the position of directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board their appointment and removal.

2. Whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors.

3. The Committee shall specify the manner for effective evaluation of performance of the Board, its committees and individual directors to be carried out either by the Board, by the Nomination and Remuneration Committee or by an independent external agency and review its implementation and compliance.

4. The Committee shall formulate the criteria for determining qualifications, positive attributes and independence of a director, and

5. Recommend to the Board a policy, relating to the remuneration for directors, key managerial personnel and other employees including ESOP, pension rights and any other compensation payment.

6. The Nomination & Remuneration Committee while formulating the above policy shall ensure that:

   a. Level and composition of remuneration is reasonable and sufficient to attract, retain, and motivate directors of the quality required to run the Company successfully;

   b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

   c. Remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentives pay reflecting short and long–term performance objectives appropriate to working of the Company and its goals.

7. For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

   a. use the services of an external agencies, if required;

   b. consider candidates from a wide range of backgrounds, having due regard to diversity; and

   c. consider the time commitments of the candidates.

8. The Nomination & Remuneration Committee shall also formulate the criteria for evaluation of Independent Directors and the Board and also laid down the policy on Board's diversity.

9. The Nomination & Remuneration Committee shall recommend to the board, all remuneration, in whatever form, payable to senior management, Managerial person and Directors of the Company.

   "Senior Management: comprises all members of the management one level below one level below chief executive officer/managing director/whole time director/ manager (including chief executive officer/manager, in case they are not part of the board) and shall specifically include company secretary and chief financial officer."

10. Framing the Employees Share Purchase Scheme / Employees Stock Option Scheme and recommending the same to the Board/ shareholders for their approval and implementation/administration & monitoring of the scheme approved by the shareholders.

11. Suggesting to Board/ shareholders changes in the ESPS/ ESOP schemes.

12. The Nomination & Remuneration Committee shall also perform other functions/roles as may be specified/ prescribed/applicable under the Companies Act, 2013, rules made thereunder, including any amendment and Listing regulations with the stock exchanges from time to time.

The Nomination & Remuneration Committee coordinates and oversees the annual self-evaluation of the Board and of individual Directors. It also reviews the performance of all the executive Directors on such intervals as may be necessary on the basis of the detailed performance parameters set for each executive Director. The Nomination & Remuneration Committee may also regularly evaluate the usefulness of such performance parameters, and make necessary amendments.

Meetings of the Committee:

During the financial year 2024-25, 4 (four) Nomination & Remuneration Committee Meetings were held. The meetings were held on 14/05/2024, 05/08/2024, 29/10/2024 and 04/02/2025. The time gap between any two meetings was not more than 120 days.

The composition of the Committee and details of attendance at the Meetings during the period ended March 31, 2025 is as follows:

Name of Members	Category	Status	Meeting Dates				% of Attendance
			14-05-2024	05-08-2024	29-10-2024	04-02-2025	
**Ms. Shweta Kumar	Independent Director	Chairperson	-	-	✓ / 🏛	✓	100%
*Mr. Govind S. Shrikhande	Independent Director	Chairperson	✓	✓ / 🏛	✓	✓	100%
*Ms. Sonal Mattoo	Independent Director	Member	✓	⊗	🏛	-	66.67%
*Mr. Murli Ramachandran	Independent Director	Member	✓ / 🏛	✓ / 🏛	✓ / 🏛	-	100%
**Mr. Aakash Moondhra	Non-Independent Director	Member	-	-	✓ / 🏛	✓	100%
***Mr. Raghuvesh Sarup	Independent Director	Member	-	-	-	✓	100%

✓ Yes ⊗ Leave of Absence 🏛 Video Conference 100% Attendance 66.67% Attendance

* Mr. Murli Ramachandran & Ms. Sonal Mattoo ceased to be the member of the Nomination & Remuneration Committee w.e.f October 29, 2024.

**Further w.e.f October 29, 2024 Ms. Shweta Kumar becomes the Chairperson of the Committee (from the closure of business hours) and Mr. Aakash Moondhra also became the member of the committee.

***Mr. Raghuvesh Sarup becomes the member of the Nomination & Remuneration Committee w.e.f. February 04, 2025.

The Company Secretary acts as the Secretary to the Nomination & Remuneration Committee.

Governance:

a. The composition and terms of reference of the Nomination & Remuneration Committee are in line with the applicable provisions of the Listing Regulations and the Act.

b. All the decisions and recommendations made by the Committee during the year were approved by requisite majority by the members of the Committee.

Succession planning for the Board and Senior Management

The Company places strong emphasis on developing and maintaining a robust succession planning framework for its Board of Directors and senior management, recognizing their pivotal role in ensuring organizational continuity and long-term resilience. These succession plans are strategically aligned with the Company's broader business objectives and vision, enabling a seamless leadership transition process across critical roles, including Executive Directors and senior managerial positions.

To facilitate an effective and orderly transition, the Company has institutionalized a structured mechanism that ensures continuity in leadership, while sustaining the optimal balance of experience, expertise, and diversity across the organization. This mechanism is designed to identify potential successors, develop internal talent, and maintain a future-ready leadership pipeline.

Further, the Company undertook a comprehensive assessment of key roles and their potential successors, factoring in leadership capabilities, functional knowledge, and readiness levels. The succession planning approach includes initiatives such as leadership exposure, mentoring programs, rotational assignments, and other development interventions to enhance capabilities. The Human Resources department reviews this succession matrix on a quarterly basis, maintaining an updated inventory of critical roles, identified successors, their readiness timelines, and corresponding contingency plans.

The framework has since been broadened to include a larger portfolio of critical positions, with a formalized process for talent identification, mentoring, and structured development initiatives. It also lays down a clear roadmap to enhance governance, monitor leadership readiness, and mitigate talent-related risks. The Board periodically reviews the succession framework and provides strategic feedback to ensure its continuous refinement and alignment with the Company's future needs.

Our ongoing commitment to fostering a culture of opportunity is rooted in developing internal talent and preparing future leaders to support sustained organizational success.

RISK MANAGEMENT COMMITTEE

The Company has constituted a Risk Management Committee in accordance with provisions of Regulation 21 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 134 of the Companies Act, 2013.

Brief description of terms

The terms of reference of the Risk Management Committee include:

1. To formulate a detailed risk management policy which shall include:

   a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee;

   b. Measures for risk mitigation including systems and processes for internal control of identified risks;

   c. Business continuity plan;

2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;

7. Coordinate its activities with other committees, in instances where there is any overlap with the activities of such committees, as per the framework laid down by the board of directors;

8. Assign the roles and responsibilities to the concerned stakeholders and teams for managing and remediating the enterprise-level risks;

9. Ensuring the chosen risk approach is aligned with the organizational vision, mission, strategy, goals and objectives;

10. Nominate a Risk Management Steering Committee (RM-STECO) for identifying, analyzing, evaluating, consulting, treating, monitoring, reviewing and communicating the strategic, operational, regulatory, compliance and cyber-security risks. (RM-STECO shall comprise of Chief Financial Officer (CFO) and Chief Operating Officer (COO). The RMC is authorized to nominate any other member in the RM-STECO.);

11. Be responsible for a regular overview of risk management activities in the organization and meet at least twice a year to review the risks identified by the RM-STECO. (The quorum for a meeting of the RMC shall be either two members or one-third of the members of the committee, whichever is higher, including at least one member of the board of directors in attendance. The meetings of the risk management committee shall be conducted in such a manner that continuously not more than one hundred and eighty days shall elapse between any two consecutive meetings.); and

12. Have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it is considered necessary.

The Risk Management Committee shall coordinate its activities with other committees, in instances where there is any overlap with activities of such committees, as per the framework laid down by the board of directors.

Meeting of the Committee:

During the financial year 2024-25, 4 (four) Risk Management Committee Meetings were held. The meetings were held on 14/05/2024, 05/08/2024, 29/10/2024 and 04/02/2025.

The composition and attendance of Risk Management :Committee during the period ended March 31, 2025 is as under:

Name of Members	Category	Status	Meeting Dates				% of Attendance
			14-05-2024	05-08-2024	29-10-2024	04-02-2025	
*Mr. Murli Ramachandran	Independent Director	Chairperson	✓	✓	✓	-	●
			🎥	🎥	🎥		
*Mr. Aakash Moondhra	Non-Independent Director	Member	✓	✓	✓	-	●
					🎥		
Mr. Govind S. Shrikhande	Independent Director	Member	✓	✓	✓	✓	●
				🎥	🎥		
**Mr. Raghuvesh Sarup	Independent Director	Chairperson	-	-	✓	✓	●
**Ms. Shweta Kumar	Independent Director	Member	-	-	-	✓	●

✓ Yes ⊗ Leave of Absence 🎥 Video Conference ● 100% Attendance

*Mr. Murli Ramachandran ceased to be the Chairperson of the Risk & Management Committee (no longer a part of the Committee) & Mr. Aakash Moondhra ceased to be the member of the Committee w.e.f. October 29, 2024 (no longer a part of the Committee).

**Further w.e.f. October 29, 2024 Mr. Raghuvesh Sarup becomes the Chairperson of the Committee and Ms. Shweta becomes the member of the committee w.e.f. February 04, 2025.

Governance:

a. The composition and terms of reference of the Risk Management Committee are in line with the applicable provisions of the Listing Regulations.

b. The Risk Management Committee is responsible for oversight on overall risk management processes of the Company and to ensure that key strategic and business risks are identified and addressed by the management.

STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has constituted a Stakeholders Relationship Committee in accordance with provisions of Regulation 20 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 178 of the Companies Act, 2013.

In addition to the roles and responsibilities provided under SEBI Listing Regulations, the Company has included additional responsibilities to the Committee pertaining to Sustainability and commitment of the Company towards its various ESG initiates.

Brief Description of Terms

The terms of reference of the Stakeholders Relationship Committee include:

1. Resolving the grievances of the security holders of the listed entity including complaints related to transfer/ transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.;

2. Review of measures taken for effective exercise of voting rights by shareholders;

3. Review of adherence to the service standards adopted by the Company in respect of various services being rendered by the Registrar & Share Transfer Agent;

4. Review of the various measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/ annual reports/statutory notices by the shareholders of the Company.

5. The Committee shall also be responsible to consider/ approval of following request from the security holders of the Company on behalf of the Board of Directors of the Company:

   a. Approval of split-up/sub-division and consolidation of shares;

   b. Approval of demat and remat requests for the shares;

   c. Approval of registration of transfers of the shares;

   d. Approval of issue of duplicate share certificates in replacement of those which are old, decrepit or worn out, or where the cages on the reverse of recording transfers have been fully utilized;

   e. Approval of issue of duplicate share certificates in replacement of those that are torn, defaced, lost or destroyed;

   f. Other necessary approval for transfer/demat/ remat of shares

   g. Transfer of shares to IEPF Authority.

   h. Release of shares from the unclaimed suspense account of the Company.

   i. Registration of Power of Attorneys, Probate, Letters of transmission or similar other documents

   j. Any allied matter(s) out of and incidental to these functions and not herein above specifically provided for.

6. The Committee shall:

   a. Guide the creation of the ESG Vision & Ambitions of the company and continuously take into updates on the ESG vision and goals thereon;

   b. Ensure that the Company is taking the appropriate measures to undertake and implement actions to further its ESG vision and ambitions. The Committee shall have access to any internal information necessary to fulfill its role, in this regard;

   c. Periodically report to the Board the performance of the Company with respect to the implementation of ESG goals designed;

   d. Review the methods of communicating V-Mart's sustainability performance including approving the Sustainability Report and the ESG and Business Responsibility & Sustainability Reporting (BRSR) sections published in the Integrated Annual Report prior to publication as deem fit;

   e. Advise the Board on the aspects of diversity (including but not limited to: gender, qualifications, representation, etc.) that need to constitute the leadership committees (including the Board) of the organization in order to drive an ESG culture across all aspects of decision making;

   f. Advise the Board to enable it to discharge its responsibilities, having regard to the law and the expected international standards of sustainability and governance.

The Committee also approves transfer, transmission of shares and issues like split, sub-division, consolidation of securities, issue of duplicate share certificates, dematerialization/ re-materialization of shares etc.

The Stakeholders Relationship Committee comprises one Independent Director and two Executive Directors.

Meeting of the Committee

During the financial year 2024-25, 4 (four) Stakeholders Relationship Committee Meetings were held. The meetings were held on 14/05/2024, 05/08/2024, 29/10/2024 and 04/02/2025.

The composition and attendance of Stakeholders Relationship Committee during the period ended March 31, 2025 is as under:

Name of Members	Category	Status	Meeting Dates				% of Attendance
			14-05-2024	05-08-2024	29-10-2024	04-02-2025	
*Ms. Sonal Mattoo	Independent Director	Chairperson	✓	⊗	✓	-	◐
					🎥		
Mr. Lalit Agarwal	Managing Director	Member	✓	✓	✓	✓	●
Mr. Madan Gopal Agarwal	Whole Time Director	Member	✓	✓	⊗	✓	◐
*Ms. Shweta Kumar	Independent Director	Chairperson	-	-	✓	✓	●
					🎥		

✓ Yes ⊗ Leave of Absence 🎥 Video Conference ◐ 66.67% Attendance ◐ 75% Attendance ● 100% Attendance

*Ms. Sonal Mattoo ceased to be the Chairperson of the Stakeholders Relationship Committee (no longer a part of the Committee) w.e.f. October 29, 2024 and Ms. Shweta Kumar becomes the Chairperson of the Committee w.e.f. October 29, 2024 from the closure of business hours.

Ms. Megha Tandon Company Secretary, is the Compliance Officer in accordance with Regulation 6 of the Listing Regulations. Ms. Megha Tandon is a Fellow member of Institute of Company Secretaries of India.

Investors' Grievance Redressal

Details of investor complaints received and resolved during the year under review are as follows:

Particulars	Complaints
Received during the year	0
Disposed-off during the year	0
Remaining unresolved as on March 31, 2025	NA

The complaints received from the investors have been redressed to their satisfaction.

Governance

a. The composition and terms of reference of the Stakeholders Relationship Committee are in line with the applicable provisions of the Listing Regulations and the Act.

b. All the decisions and recommendations made by the Committee during the year were approved by requisite majority by the members of the Committee.

CORPORATE SOCIAL RESPONSIBILITY COMMITTEE

In accordance with Section 135 of the Companies Act, 2013 read with (Corporate Social Responsibility Policy) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being enforce), the Corporate Social Responsibility (CSR) Committee has been constituted by the Board of Directors to formally look into the CSR activities of the Company in line with requirements of the Companies Act, 2013.

Brief Description of Terms

The terms of reference of the Corporate Social Responsibility Committee include:

1. Formulation and recommendation to the Board, a Corporate Social Responsibility Policy which shall indicate the activities to be undertaken by the Company as specified in Schedule VII of the Act;
2. Work with the Board/Management/CSR STECO to establish and develop the Company's strategic framework and objectives with respect to corporate social responsibility matters.
3. Ensure the activities included by the Company in its CSR policy are related to the activities of Schedule VII of Companies Act, 2013;
4. Decide the priority of the activities to be undertaken under CSR as per the proposal.
5. Carry out assessment of any CSR activities either on its own or through CSR STECO or any external agency.
6. Delegate powers to CSR STECO to do necessary compliance under the CSR provisions.
7. Recommend Annual Operating Plan to the Board of Directors for their approva
8. Receive reports from management/CSR STECO on current and emerging issues and trends in the field of corporate social responsibility, including a discussion on the potential impact thereon on the Company.
9. Meet at least twice in a year and as many additional times as the Committee may consider necessary to carry out its duties effectively
10. Invite such officers, directors, and employees of the Company as it may see fit from time to time to attend its meetings and assist in the discussion and consideration of any matter.
11. Review the reports of CSR STECO of new projects or findings or any investigation.
12. Take any other steps required under statutory obligations.
13. Develop internal operating structure and transparent monitoring mechanism; and
14. Periodically monitor the implementation of CSR Policy of the Company.

The disclosures as per Companies (Corporate Social Responsibility Policy) Rules, 2014 is made in prescribed form which is appended to the Directors' Report forming part of this Annual Report.

Meeting of the Committee

The committee met 4 (four) times on 14/05/2024, 05/08/2024, 29/10/2024 and 04/02/2025. during the financial year 2024-25. The composition and attendance of the Corporate Social Responsibility Committee are as under:

Name of Members	Category	Status	Meeting Dates				% of Attendance
			14-05-2024	05-08-2024	29-10-2024	04-02-2025	
*Ms. Sonal Mattoo	Independent Director	Chairperson	✓	✗	🎥	-	
Mr. Lalit Agarwal	Managing Director	Member	✓	✓	✓	✓	
Mr. Madan Gopal Agarwal	Whole Time Director	Member	✓	✓	✗	✓	
**Mr. Raghuvesh Sarup	Independent Director	Chairperson	-	-	✓	✓	

✓ Yes ✗ Leave of Absence 🎥 Video Conference 66.67% Attendance 75% Attendance 100% Attendance

*Ms. Sonal Mattoo ceased to be the Chairperson of the Corporate Social Responsibility Committee w.e.f October 29, 2024 (no longer a part of the Committee).

**Further w.e.f October 29, 2024 Mr. Raghuvesh Sarup becomes the Chairperson of the Committee (from the closure of business hours.)

Governance

a. The composition and terms of reference of the Corporate Social Responsibility are in line with the applicable provisions of the Act.

b. All the decisions and recommendations made by the Committee during the year were approved by requisite majority by the members of the Committee.

INVESTMENT COMMITTEE

The Board of Directors in their Meeting dated January 22, 2021 had constituted an Investment Committee for the purposes of undertaking various actions for the purposes of the proposed QIP, for raising funds aggregating up to Rs. 500 crores through the issuance of securities (including but not limited to the finalization of relevant date, floor price, issue price, approval of the preliminary placement document and the placement document, identification and finalization of investors, and issuance, allotment and listing of the Equity Shares) in terms of the SEBI ICDR Regulations and Companies Act, 2013 and the applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014 and the Companies (Share Capital and Debentures) Rules, 2014, each including any amendment(s), statutory modification(s), or re-enactment(s) thereof and other matters incidental thereto.

Brief Description of Terms

The terms of reference of the Investment Committee include:

The committee is authorized to do such acts, deeds, and things, in its absolute discretion, as it deems necessary or desirable in connection with offering, issuing, and allotting the Equity Shares, including, without limitation, the following:

1. Offer, issue and allot the Equity Shares, subject to such terms and conditions, as determined by the committee, in its absolute discretion;
2. Determining the terms and conditions of the QIP, including among other things, the date of opening and closing of the QIP, pricing (including the determination of any premium or discount, subject to applicable law) and / or finalizing the objects of the QIP and the monitoring of the same;
3. Approving, finalizing, and executing the preliminary placement document and the placement document and to approve and finalize any bid cum application form, confirmation of allocation notes, and any other documents in this regard;
4. Approving, finalizing, executing, ratifying and amending / modifying agreements and documents, including any powers of attorney, lock-up letters, and agreements in connection with the appointment of any intermediaries and / or advisors (including for marketing, listing, trading, and appointment of book running lead managers / legal counsel / bankers / advisors /registrars / any other intermediaries as required) and to pay any fees, commission, costs, charges and other expenses in connection therewith;
5. Providing such declarations, affidavits, certificates, consents and / or authorities as required from time to time;
6. Seeking any consents and approvals, including, among others, consent from the Company's lenders, customers, vendors, and other parties with whom the Company has entered into agreements and from concerned statutory and regulatory authorities;
7. Filing requisite documents with the Securities and Exchange Board of India, the stock exchanges where the Equity Shares are listed (**"Stock Exchanges"**), the Government of India, the Reserve Bank of India, and any other statutory and / or regulatory authorities, and any amendments, supplements or additional documents in relation thereto, as may be required;
8. Seeking the listing of the Equity Shares on the Stock Exchanges, submitting the listing application to such Stock Exchanges and taking all actions that may be necessary in connection with obtaining such listing approvals (both in-principle and final listing and trading approvals);
9. Opening one or more bank accounts in the name of the Company, as may be required, subject to requisite approvals, if any, and to give such instructions including closure thereof as may be required and deemed appropriate by the Board / its duly constituted committee;
10. Accepting and appropriating and investing of the proceeds of the QIP including taking decisions to invest the funds from the QIP or other surplus funds of the company into any avenues as per the Investment Policy of the Company, as modified from time to time by the Board of Directors of the Company;

11. Affixing the common seal of the Company, as required, on any agreement, undertaking, deed or other document, in the presence of any one or more of the directors of the Company or any one or more of the officers of the Company as may be authorized by the Board / its duly constituted committee in accordance with the memorandum of association and articles of association of the Company;

12. Further authorizing and empowering any director(s) and / or officer(s) of the Company, to execute and deliver, for and on behalf of the Company, any and all other documents or instruments and to do or cause to be done any and all acts or things as the director(s) / officer(s) may deem necessary, appropriate or advisable in order to carry out the purposes and intent of the foregoing, or in connection with the QIP, and any documents or instruments so executed and delivered or acts and things done or caused to be done by the director(s)/ officer(s) shall be conclusive evidence of the authority of the director(s) /officer(s) and the Company in doing so; and

13. To do all such incidental and ancillary acts and things as may be deemed necessary, and to give such directions that may be necessary or settle any issues, questions, difficulties or doubts that may arise in regard to or in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions and the members of the Company shall be deemed to have given their approval thereto expressly by the authority of this resolution and all actions taken by the Board / its duly constituted committee in connection with any matter(s) referred to or contemplated in any of the foregoing resolutions are hereby approved, ratified and confirmed in all respects.

Meeting of the Committee

The meeting of the Committee was held on 14/05/2024 during the financial year 2024-25. The composition and attendance of the Investment Committee during the period ended March 31, 2025 is as under:

Name of Members	Category	Status	Meeting Dates	% of Attendance
			14-05-2024	
Mr. Lalit Agarwal	Managing Director	Chairperson	Yes	100
Mr. Madan Gopal Agarwal	Whole- Time Director	Member	Yes	100
Mr. Govind S. Shrikhande	Independent Director	Member	Yes	100
Mr. Anand Agarwal	Chief Financial Officer	Member	Yes	100

D. GENERAL BODY MEETINGS

The details of Annual General Meetings held during the last three years are as follows:

Financial Year	Day & Date	Time	Location of the Meeting	Special Resolution Passed
2023-24	Wednesday, July 31, 2024	11:00 A.M.	Meeting held through Video Conferencing/Other Audio Visual Means	1. Appointment of Mr. Raghuvesh Sarup (DIN: 10626162) as an Independent Director of the Company. 2. Appointment of Ms. Shweta Kumar (DIN: 08596612) as an Independent Director of the Company. 3. Approval for Adoption of new set of Articles of Association of the Company
2022-23	Friday, September 15, 2023	11:00 A.M.	Meeting held through Video Conferencing/Other Audio Visual Means	1. Re-appointment of Mr. Govind Shridhar Shrikhande (DIN: 00029419) as an Independent Director of the Company
2021-22	Tuesday, August 30, 2022	11:00 A.M.	Meeting held through Video Conferencing/Other Audio Visual Means	1. Approval for the re-appointment of Mr. Lalit M Agarwal (DIN: 00900900) as Managing Director of the Company and revision in his remuneration. 2. Approval for re-appointment of Mr. Madan Gopal Agarwal (DIN: 02249947) as Whole-time Director of the Company and revision in his remuneration. 3. Approval for amendment in the V-Mart Retail Ltd. Employee Stock Option Plan 2020 (“ESOP Scheme, 2020”) of the Company.

During the period of the last four years, no Extra-Ordinary General Meeting of the members was held.

All the resolutions were approved by the shareholders of the company during the last 3 years.

POSTAL BALLOT

During the year under review, no resolution has been passed through the exercise of postal ballot.

CEO/CFO CERTIFICATION

As required under Regulation 17(8) of the Listing Regulations, the MD & CFO certificate for the financial year 2024-25 signed by Mr. Lalit Agarwal, Managing Director and Mr. Anand Agarwal, CFO was placed before the Board of Directors at its meeting held on May 02, 2025.

E. INFORMATION TO SHAREHOLDERS

DATE, TIME AND VENUE OF THE 23RD ANNUAL GENERAL MEETING

Tuesday, July 29, 2025 at 11:00 A.M. (IST) through Video Conferencing/Other Audio Visual Means.

FINANCIAL YEAR

April 1, 2024 to March 31, 2025

DIVIDEND DATE

The Board has not recommended any dividend during the year under review.

LISTING IN STOCK EXCHANGES

The Equity Shares of the Company are listed in the following Stock Exchanges:

NATIONAL STOCK EXCHANGE OF INDIA LIMITED	BSE LIMITED
“Exchange Plaza” Bandra-Kurla Complex Bandra (E), Mumbai-400 051 Scrip Code: VMART	Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip code: 534976

ISIN No. INE665J01013

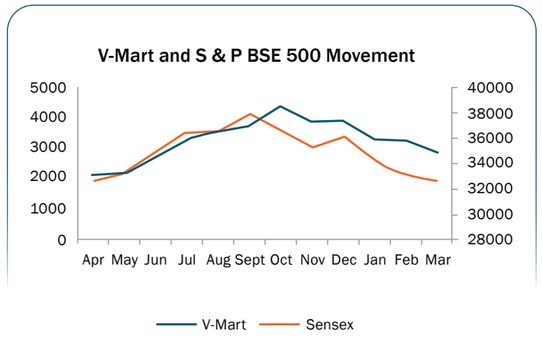
The Securities of the Company were listed on both Stock Exchange throughout the year.

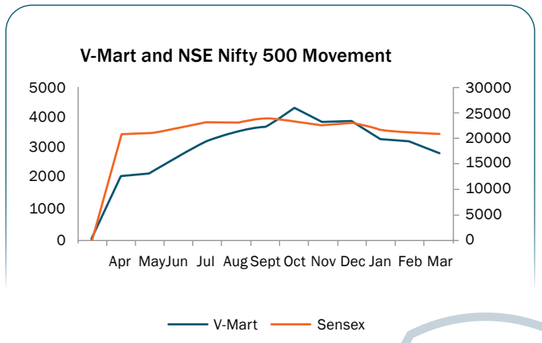
Listing Fees: Listing fees, as prescribed for the financial year 2025-26, have been paid to all Stock Exchanges where the shares of the Company are listed.

STOCK MARKET DATA

Monthly High and Low Share Price of V-Mart Retail Ltd. for the 2024-2025 at BSE and NSE

Month	Bombay Stock Exchange(BSE)		National Stock Exchange (NSE)	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April – 2024	2250	2029	2253	2030
May – 2024	2325	2059	2334	2054
June – 2024	2967	2092	2960	2087
July – 2024	3602	2794	3606	2784
August – 2024	3816	3127	3820	3125
September – 2024	4146	3492	4153	3487
October – 2024	4517	3851	4520	4061
November – 2024	4463	3390	4476	3389
December – 2024	4136	3495	4141	3650
January – 2025	4027	2740	4039	2732
February – 2025	3767	2796	3775	2784
March – 2025	3000	2700	3004	2704





REGISTRAR AND SHARE TRANSFER AGENT

The Company in compliance with SEBI guidelines has appointed a common Share Transfer Agent for both the physical and electronic form of Shareholding. The Company's Registrar and Share Transfer Agent (RTA) namely, **KFin Technologies Limited** can be contacted at the following address:

KFin Technologies Limited

Registered Office Address: 301, The Centrium, 3rd Floor, 57, Lal Bahadur Shastri Road, Nav Pada, Kurla (West), Kurla, Mumbai, Maharashtra 400070

CIN: L72400MH2017PLC444072

Tel No.: +91 40-67162222/ +91-40-7961 1000

Fax No.: 040 23420814

Email: reghu.veedha@kfintech.com

Website: www.kfintech.com

SHARE TRANSFER SYSTEM

Pursuant to SEBI's Circular, the shares of the Company held in the dematerialized form are electronically traded in the Depository can be transferred and the Company shall not entertain any request for physical transfer of shares, However the request for transmission can be entertained by the Company. In such cases transmission in physical form which are lodged at the above offices of the Registrar and Share Transfer Agent, such transmission requests are processed within the stipulated time period. All share transmissions are approved by the officials authorized by the Board and thereafter ratified by the Stakeholders Relationship Committee.

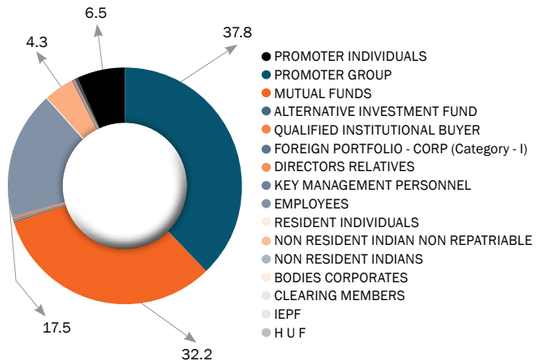
SHAREHOLDING PATTERN

The Shareholding Pattern of the Company as on March 31, 2025 is as follows:

Sl. No	Description	No. of Cases	Total Shares	% Equity
1.	PROMOTER INDIVIDUALS	1	1277275	6.45
2.	PROMOTER GROUP	1	7490673	37.83
3.	MUTUAL FUNDS	31	6380187	32.22
4.	ALTERNATIVE INVESTMENT FUND	6	78774	0.40
5.	QUALIFIED INSTITUTIONAL BUYER	2	60726	0.31
6.	FOREIGN PORTFOLIO - CORP (Category - I)	111	3459353	17.47
7.	DIRECTORS RELATIVES	2	16856	0.09
8.	KEY MANAGEMENT PERSONNEL	1	3434	0.02
90.	EMPLOYEES	38	29324	0.15
10.	RESIDENT INDIVIDUALS	17178	866307	4.38
11.	NON RESIDENT INDIAN NON REPATRIABLE	255	19384	0.10
12.	NON RESIDENT INDIANS	342	18542	0.09
13.	BODIES CORPORATES	153	74954	0.38
14.	CLEARING MEMBERS	2	10510	0.05
15.	IEPF	2	205	0.001
16.	H U F	281	13037	0.06
	Total:	**18406**	**19799541**	**100**

*with grouping

Shareholding as on March 31, 2025



Distribution Schedule As On March 31, 2025:

Category (Shares)	No. of Holders	% To Holders	No. of Shares	% To Equity
1 - 500	17853	98.43	457327	2.31
501 - 1000	112	0.62	81320	0.41
1001 - 2000	50	0.28	71749	0.36
2001 - 3000	21	0.12	53570	0.27
3001 - 4000	14	0.08	48980	0.25
4001 - 5000	5	0.03	22121	0.11
5001 - 10000	22	0.12	164656	0.83
10001 - 20000	15	0.08	221551	1.12
20001 and above	45	0.25	18678267	94.34
TOTAL:	**18137**	**100.00**	**19799541**	**100.00**

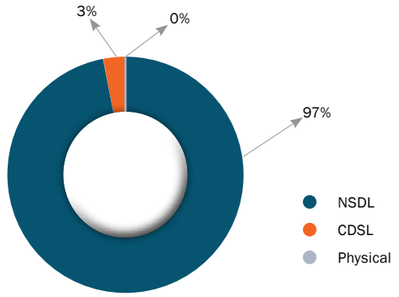
*with grouping

DEMATERIALISATION OF SHARES

The shares of the Company are in the compulsory demat segment. The Reconciliation of the Share Capital Audit Report of the Company obtained from the Practicing Company Secretary has been submitted to Stock Exchanges within a stipulated time period. The below mentioned table contains detail break – up of share capital, held in dematerialized or physical mode, of the Company as on March 31, 2025:

No. of shares held in dematerialized and physical mode:

Sl. No	Description	Total Shares	% Equity
1	Shares held in dematerialized form in CDSL	6,05,091	3.0561
2	Shares held in dematerialized form in NSDL	1,91,94,450	96.9439
3	Shares held in physical form	NIL	0.00
	Total:	**1,97,99,541**	**100**



OUTSTANDING GDRS / ADRS / WARRANTS / OPTIONS

The Company has not issued any GDRs or ADRs or Warrants or Convertible instruments.

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

The company does not undertake any commodity hedging activities to counter the commodity price risk or foreign exchange risk, since it does not engage in any exports or imports.

PLANT LOCATIONS

The Stores locations and the location of warehouses are forming part of the Annual Integrated Report. The Company does not have any plant as it is not a manufacturing concern.

CORRESPONDENCE

Registered Office

610-611, Guru Ram Dass Nagar,

Main Market, Opp. SBI Bank,

Laxmi Nagar, New Delhi - 110092.

Corporate Office

Plot No. 862, Udyog Vihar, Industrial Area, Phase V,

Gurgaon-122016 (Haryana)

Shareholder's Issues

The Shareholders may send their queries to the e-mail address – cs@vmart.co.in, which the Company proactively manages for more details please refer the Investor Support Section on the website of the Company.

Analysts

Analysts may schedule their conference calls and meetings with the following individuals via email ir_vmart@vmartretail.com

1. Mr. Lalit Agarwal, Managing Director, and
2. Mr. Anand Agarwal, Chief Financial Officer

Subsidiary Companies

The Company does not have any subsidiary hence, no such provisions are applicable.

Compliance Officer

In terms of Regulation 7 of SEBI (Listing Obligation & Disclosure Requirements) Regulations, 2015, Ms. Megha Tandon, Company Secretary is designated as the Compliance Officer for complying with the requirements of Securities Laws and Listing Regulations with the Stock Exchanges in India.

CREDIT RATING

The Investment Information and Credit Rating Agency of India Limited (ICRA) has reaffirmed the earlier Bank facilities credit rating of the Company, mentioned here-under as on March 31, 2025:

Facility Existing	Previous Rating	Current Rating Reaffirmed
Long term bank limits	[ICRA] AA- (ICRA double A minus) (with stable outlook)	[ICRA] AA- (ICRA double A minus) (with stable outlook)
Short term bank limits	ICRA A1 + (ICRA A one plus)	ICRA A1 + (ICRA A one plus)

UPDATE E-MAILS FOR RECEIVING NOTICE/ DOCUMENTS IN E-MODE

The Ministry of Corporate Affairs (MCA) has through its circulars issued in 2011, allowed service of documents by Companies including Notice calling General Meeting(s), Annual Report etc. to their shareholders through electronic mode. This green initiative was taken by MCA to reduce paper consumption and contribute towards a green environment. As a responsible corporate citizen, your Company fully supports the MCA's endeavor.

In accordance with the same, your company will send Notice calling General Meetings, Annual Report and other documents in electronic mode to all the shareholders on their email addresses. It was also requested to inform the Company in case the shareholders wish to receive the above documents in physical form. Accordingly, the Annual Report along with Notice will be sent to the shareholders in electronic mode at their email addresses. Physical copy will be sent to only those shareholders whose e-mail addresses are not registered with the Company or RTA.

The shareholders who have not registered their email addresses with the Company are requested to kindly register their e-mail addresses with the RTA of the Company i.e. **KFin Technologies Limited** to better service shareholder correspondence through e-mode.

F. COMMUNICATION

Stock Exchanges (BSE & NSE)	The Results of the Company are furnished to the Stock Exchanges on a periodic basis (quarterly, half yearly and annually) after the approval of the Board of Directors. The Company also submits the requisite corporate announcements, material information, periodical fillings etc. through respective web portals of NSE and BSE
Financial Express, Business Standard & Jansatta	The results were normally published in "Financial Express, Business Standard, Jansatta" Newspapers within 48 hours after the approval by the Board.
Company's Website www.vmart.co.in.	The Company's website contains a separate section for investors. Information on various topics such as the Board of Directors, Committees of the Board, Policies, Press Release, Annual Report, Quarterly Results and Shareholding Pattern of the company and other intimations to stock exchanges are available on the website of the Company:
SEBI Complaints Redress System (SCORES) & Online Dispute Resolution Portal (ODR Portal)	The Company has enrolled itself on the unified SEBI Complaints Redress System (SCORES) & Online Dispute Resolution Portal (ODR Portal), for an online grievance redressal facilitation platform provided by SEBI.
Presentation to Analysts and Investors	After announcing its results, the Company holds earnings calls with analysts and investors. These calls are recorded and transcribed, and the audio/ video clips are posted on the Company's website. Additionally, presentations made to institutional investors and financial analysts are submitted to stock exchanges and uploaded on the website.

The details of the publications of the financial results in the year along with the trading window closure are as under:

Description	Result Declaration Date	Trading Window Closure
Unaudited financial results for the first quarter ended June 30, 2024	August 05, 2024	July 1, 2024 till August 7, 2024
Unaudited financial results for the second quarter and the half year ended September 30, 2024	October 29, 2024	October 01, 2024 till October 31, 2024
Unaudited financial results for the third quarter and the nine months ended December 31, 2024	February 04, 2025	January 01, 2025 till February 06, 2025
Audited financial results for the fourth quarter and the year ended March 31, 2025	May 02, 2025	April 01, 2025 till May 04, 2025

G. DISCLOSURES

NON-DISCRETIONARY

Disclosures of related party transactions

There have been no significant material related party transactions. The related party transactions are disclosed in the Notes to the Accounts in this Integrated Annual Report. All details relating to business transactions where Directors may have a potential interest are provided to the Board and the interested Directors neither participate in the discussions nor do they vote on such matters. The policy on material related party transactions is available on https://vmart.co.in/wp-content/uploads/Related-Party-Transaction-Policy.pdf

Details of Non-compliance by the Company

During the last three years there has been no instance of non-compliance by the Company on any matter related to capital markets and hence no penalties or strictures have been imposed on the Company by the Stock Exchanges or SEBI or any other statutory authority.

Whistle Blower / Vigil Mechanism

The Company is committed to conducting its affairs in a fair, transparent, and ethical manner, upholding the highest standards of integrity, professionalism, and ethical conduct. In line with this commitment, a Vigil Mechanism/ Whistle Blower Policy ("the Policy") has been established to provide a secure and confidential platform for stakeholders including Directors, Employees, Customers, Vendors, Associates, and Suppliers to voice concerns regarding suspected fraud, violations of legal or regulatory requirements, misrepresentation of financial statements, breaches of Company policy or Code of Conduct, and other unethical behaviour.

The objective of this Policy is to encourage stakeholders to report actual or suspected misconduct without fear of retaliation, discrimination, or any form of unfair treatment. The mechanism ensures that genuine concerns can be raised in confidence and are addressed promptly and effectively.

Protected disclosures under the Policy may be submitted directly to the Chairperson of the Audit Committee or the designated Vigilance Officer. (http://vmart.co.in/corporate-governance/)

During the year under review no person has been denied access to the Audit Committee.

Compliance

The Company has complied with all mandatory requirements and adopted non mandatory requirements as mentioned.

Material Subsidiary

The Company doesn't have any material subsidiary for the year under review.

Details of Utilization Of Funds Raised Through Qualified Institutions Placement

The Shareholders of the Company in their 18th Annual General Meeting, had authorized to create, issue, offer and allot as may be decided by the Board in terms of the applicable regulations and as permitted under the applicable law, in one or more tranches, with or without green shoe option for an aggregate amount of up to Rs. 500 Crore (Rupees Five Hundred Crore Only) to such investors, whether Indian or foreign, that may be permitted to invest in such issuance of Securities, including eligible qualified institutional buyers (the "QIBs") as defined in the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, by way of a public issue, preferential allotment, private placement, including a qualified institutions placement (the "QIP") in accordance with the provisions of Chapter VI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Pursuant to the above approval, the Company through its Investment Committee has issued and listed 1,530,612 equity shares of Rs. 10/- each at price of Rs. 2,450/- per equity share aggregating to Rs. 3,749,999,400 on 03.02.2021 to 30 qualified institutional buyers (the "QIBs") under the applicable provision of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The proceeds of funds raised under Qualified Institutional Placement of the Company are utilized as per Objects of the Issue. From the raised total of Rs.375 Crores, Rs.5 Crores were allocated towards QIP expenses, and the remaining balance of Rs.370 Crores has been fully utilized as of December 31, 2022.

Certificate from Company Secretary in practice

As per the requirements of the listing regulations, a certificate from practicing Company Secretary, confirming that none of the Directors of Board of the Company has been debarred or disqualified from being appointed or continuing as director of the Company by SEBI/ Ministry of Corporate Affairs or any such statutory authority. The certificate is enclosed with this report as **Annexure-II**.

Details of recommendation of any Committee of the Board not accepted by the Board and reasons thereof

During the year under review, the Board of your Company has accepted all the recommendations made by its Committee(s), from time to time.

Details Of The Total Fees Paid To The Statutory Auditors

The details of the total fees for all the services paid by the Company to statutory auditors are as follow:

Type of service	Fees paid in FY 2024-25 (Amount in lakhs)
Audit Fees	59
Tax Audit Fee	–
Reimbursement of expenses (excluding taxes)	6
Total	65

Disclosures In Relation To The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013

The disclosure pertaining to Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been provided in the Board Report for the reference of the stakeholders.

Details of Loan and Advances

There are no loans and advances in the nature of loans to firms/ companies in which directors are interested for the year under review, for more details refer to Financial Statements of the Company being part of this Integrated Annual Report.

Compliance with Corporate Governance Requirements

The company has complied with the requirements specified in Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DISCRETIONARY REQUIREMENTS

- **Board:** The Chairperson of the Company holds the position of Non-Executive Chairperson. Having a Non-Executive Director as Chairperson is pivotal in reinforcing the principles of good corporate governance. This structure ensures effective oversight and a balanced decision-making process by maintaining a clear separation between the executive and non-executive functions of the Company. It enhances transparency, accountability, and objectivity, thereby contributing to the Company's credibility, integrity, and long-term sustainability.
- **Shareholders' Rights/Information:** The Company has adopted the policy of sending quarterly financial results to shareholders at their registered email ids. Further, information like financial results, official news releases, press releases, presentations to analysts etc. is displayed on the Company's website. i.e. www.vmart.co.in
- **Unmodified audit opinions/ reporting:** The Company follows a regime wherein the opinion whether modified or unmodified is reported to the members of the Board and its committee formed for this purpose.

- **Separation of Role of Chairperson and Managing Director:** In order to strengthen the Corporate Governance framework of the Company, the Board on the recommendation of the Nomination & Remuneration Committee separated the role of Chairman & Managing Director at its meeting held on November 8, 2021.

- **Internal Auditor Reporting:** The Internal auditor presents reports on the audit being done for the time period directly to the audit committee wherein the detailed discussion takes place.

NON-MANDATORY REQUIREMENTS:

- **Diversity:** The Company values diversity and inclusivity in top management, emphasizing varied backgrounds, experiences, and gender to enhance decision-making and organizational success.

- **Transparency:** Transparency is a core value for the Company, and trust is built through regular and authentic communication. Stakeholders along the value chain receive sufficient information using various tools like certifications, labels, ratings, and disclosure platforms, including engagements such as meetings, conference calls, reports, and websites.

- **Standard Operating Procedures (SOPs):** The Company has implemented a range of SOPs that offer detailed instructions for performing routine activities. By following SOPs consistently, the organization ensures compliance with industry regulations and business standards while promoting consistency. These SOPs encompass policies, processes, and standards essential for the Company's success. The benefits of these SOPs include error reduction, increased efficiency and profitability, a safe work environment, and guidelines for issue resolution and overcoming obstacles.

- **Shareholder Satisfaction Survey:** During the year, the company has rolled out a comprehensive shareholder survey to obtain their views on the subjects mentioned in the survey such as Transparency, Communication to Shareholders, Corporate Governance etc. The same is also available on the website of the Company at https://vmart.co.in/survey-form/.

- **Quarterly mails:** The company shares the financial results to shareholders through emails to ensure transparency and disclosure of information within the timeline.

- **Weekly flashcards:** To increase the awareness among the employees of the company for the corporate governance practices being followed in the company, the secretarial department rolled out the weekly informative flashcards highlighting the key information on topics such as Insider Trading, Trading Window Closure, SDD Module and Duties of Designated Persons.

- **Compliance Tool:** The company has implemented a compliance tool to ensure the repository of statutory records to be maintained through the automated tool and used for conducting the Board meeting throughout the year. Additionally, the tool integrates multiple modules to streamline management processes. These include Internal Financial Control, Litigation, License, Contract, and labor compliance.

- **ESOP Automation Tool:** The company has implemented an ESOP tool to streamline the management and tracking of employee stock options. This tool automates the process of granting, tracking, and managing stock options, ensuring compliance with regulatory requirements. It also provides real-time updates on the status of options and improves overall transparency.

- **BRSR Independent Review:** The firm of Chartered Accountants has carried out an independent review on sustainability disclosures presented in this report. The Independent Review Statement issued by M/s GBAB & Associates forms a part of this Report.

Declaration by Managing Director

The Company Board has adopted a Code of Conduct for members of the Board and Senior Management ("Code"). The Code lays down, in detail, the standards of business conduct, ethics and governance.

The company has revised the code of conduct for Board members and Senior Management Personnel to align it with the recent amendments made in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and SEBI (Prohibition of Insider Trading) Regulation, 2015 and the Board has approved the same in its meeting held on May 14, 2024.

A revised copy of the Code has been posted on the Company's website https://vmart.co.in/wp-content/uploads/V-Mart_Code-of-Conduct-for-Directors-SMPs_May-2024.pdf .

The Code has been circulated to all the members of the Board and Senior Management and the compliance of the same has been affirmed by them. A declaration signed by the Managing Director to this effect is given below:

I hereby confirm that:

The Company has obtained from all the members of the Board and Senior Management Personnel, affirmation that they have complied with the Code in the financial year 2024-25.

Lalit Agarwal
Managing Director

Practicing Company Secretary's Certificate On Corporate Governance

The Company has obtained a Certificate from the Practicing Company Secretary regarding compliance of conditions of corporate governance as mandated in Regulation 34(3) of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The certificate is annexed as **Annexure-III** to this Annual Report.

Unclaimed Shares

Disclosure in regard to the provisions of Regulation 34(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Schedule V (F) are given below:

- Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year: Nil

- Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the year: Nil

- Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year: Nil

- Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year: Nil

Agreements Binding

During the year under review, no contract or agreement has been entered into by the company which is binding on the Listed Entity.

Annexure-I

Independent Assurance on process of Performance Evaluation of the Board

To,

The Board of Directors,

V-MART RETAIL LIMITED

CIN: L51909DL2002PLC163727

610-611, Guru Ram Das Nagar, Main Market,

Opp. SBI Bank, Laxmi Nagar, New Delhi -110092, India

Scope and Approach

We, M/S GBAB & Associates, has engaged by the management of V-Mart Retail Limited to validate the process of conducting Board Evaluation. Our scope of work included reviewing the Board evaluation form to ensure compliance with the Companies Act of 2013, rules made thereunder, and SEBI (Listing Regulations and Disclosure Requirements), 2015.

Responsibilities of the Management

The Company's Management and Board of Directors are responsible for the maintenance of record under the Companies Act, 2013 and compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards. Further the Company's management and the Board of Directors are also responsible for establishing and maintaining adequate systems and processes, commensurate with the size and operations of the Company to identify, monitor and ensure compliance with the applicable laws, rules, regulations and guidelines.

Basis of our Opinion

In order to form our conclusions, we undertook the following key steps:

- Reviewed the Company's Board evaluation form to ensure that it complies with the requirements of the Companies Act 2013 & rules made thereunder and SEBI (Listing Regulations and Disclosure Requirements), 2015;
- Examined and reviewed documents, data, and other information made available by the Company including minutes and communication to/from the Board in this regard to ensure the fairness and transparency of the process;
- Conducted interviews with the Chief financial officer, Company Secretary, and the Managing Director of the Company to validate the process.

Our conclusion

Based on the verification undertaken, we certify that the performance evaluation of the Board and its committees and Directors has been conducted in accordance with the requirements of the Companies Act of 2013, rules made thereunder, and SEBI (Listing Regulations and Disclosure Requirements), 2015. The Board of Directors of the Company has adopted a formal mechanism for evaluating its performance as well as that of its Committees and individual Directors, including the Chairman of the Board. The exercise was carried out through a structured evaluation process and it covers various aspects of the Board functioning such as composition of the Board and Committees, experience and competencies, performance of specific duties and obligations, contribution at the meetings and otherwise, independent judgment, governance issues, etc.

A structured questionnaire was circulated to the Board members in this connection. The Directors participated in the evaluation survey and the review was carried out through a peer- evaluation excluding the Director being evaluated. The outcome of the evaluation was presented and discussed in the subsequent meetings of the Nomination and Remuneration Committee and Board held in May 2024.

Restriction on use and distribution

Our work has been undertaken to enable use to express an independent validation on the process of the Board Evaluation undertaken by the Company. This will not be considered as an audit. We do not accept or assume any liability to any party other than the Company, for our work, for the Board Evaluation process or for the conclusion we have reached.

For GBAB & ASSOCIATES
Chartered Accountants
FRN: 031384N
Govind Basaiwala
Partner
Membership No. 062389
UDIN: 25062389BMLMMG1568

Place: Gurugram
Date: 10th June, 2025

Annexure-II

Corporate Governance Compliance Certificate

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Corporate Identification Number: L51909DL2002PLC163727

Nominal Capital: 25,00,00,000/-

To

The Members

V-MART RETAIL LIMITED

610-611, Guru Ram Dass Nagar, Main Market,

Opp. SBI Bank, Laxmi Nagar, New Delhi-110092 India.

We have examined all the relevant records of V-Mart Retail Limited ('the Company') for the purpose of certifying compliance with the conditions of the Corporate Governance under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") as amended, for the financial year ended March 31, 2025. We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of certification. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Company Secretaries of India ("the ICSI").

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all material requirements of Corporate Governance as stipulated in Regulation 17 to 27, Clauses (b) to (i) and (t) of Sub Regulation 2 of the Regulation 46 and Para C, D and E of the Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

The Compliance conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

The certificate is addressed and provided to the members of the Company solely for the purpose to enable the Company to comply with the requirement of the SEBI Listing Regulations, 2015, and it should not be used by any other person for any other purpose.

Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

For **OBEROI & ASSOCIATES;**
(Company Secretaries)

CS HARSH OBEROI
Practising Company Secretary
FCS: 11088 | CP No.: 17834
Peer Review Code: 938/2020
UDIN: F011088G000177177
23.04.2025 | Sonipat

Annexure-III

Certificate Of Non-Disqualification Of Directors

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i)
of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members of
V-MART RETAIL LIMITED
610-611, Guru Ram Dass Nagar,
Main Market, Opp. SBI Bank, Laxmi Nagar,
East Delhi, New Delhi – 110092, India.

We have examined the relevant registers, records, forms, returns, and disclosures received from the Directors of **V-MART RETAIL LIMITED** having **CIN L51909DL2002PLC163727** and having registered office at **610-611, Guru Ram Dass Nagar, Main Market, Opp. SBI Bank, Laxmi Nagar, East Delhi, New Delhi – 110092, India** (hereinafter referred to as 'the Company'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with the regulation 34(3) read with Schedule V, Para-C, Sub-clause 10(i) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

In our opinion and to the best of our information and according to the verifications [including "Directors Identification Number" (DIN)] status at the portal www.mca.gov.in, as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the financial year ending on March 31, 2024, have been debarred or disqualified from being appointed or continuing as directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs, or any such other Statutory Authority.

S. No	DIN	NAME OF DIRECTOR	DESIGNATION	DATE OF APPOINTMENT
1	02249947	Madan Gopal Agarwal	Whole Time director	24.07.2002
2	00900900	Lalit Agarwal	Managing Director	24.07.2002
3	00029419	Govind Shridhar Shrikhande	Director	02.11.2018
4	02654599	Aakash Moondhra	Director	18.03.2010
5	10626162	Raghuvesh Sarup	Director	14.05.2024
6	08596612	Shweta Kumar	Director	14.05.2024

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion based on the verification of the records maintained by the Company, annual disclosure received by the Company from its Directors, and verification of the status of DIN data of the Directors available on the Ministry of Corporate Affairs Portal.

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.

The certificate is addressed and provided to the members of the Company solely for the purpose of enabling the Company to comply with the requirement of the SEBI Listing Regulations, 2015. It should not be used by anyone or for any other purpose. Accordingly, we do not accept or assume any liability or duty of care for any other purpose or to any other person to whom this certificate is shown or whose hands it may come without our prior consent in writing.

For **OBEROI & ASSOCIATES;**
(Company Secretaries)

CS HARSH OBEROI
Practising Company Secretary
FCS: 11088 | CP No.: 17834
Peer Review Code: 938/2020
UDIN: F011088G000177177
23.04.2025 | Sonipat



BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

[under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]

SECTION A: GENERAL DISCLOSURES

I. Details of the listed entity

1	Corporate Identity Number (CIN) of the Listed Entity	L51909DL2002PLC163727
2	Name of Listed Entity	V-MART RETAIL LIMITED
3	Year of Incorporation	2002
4	Registered Office Address	610-611, Guru Ram Dass Nagar, Main Market, Opp. SBI Bank, Laxmi Nagar, East Delhi, New Delhi -110092, India
5	Corporate Address	Plot No.-862, Udyog Vihar, Industrial Area, Phase-V Gurugram - 122016, Haryana, India
6	E-Mail	cs@vmart.co.in
7	Telephone	+ 0124 4640030
8	Website	www.vmart.co.in
9	Financial year for which reporting is being done	Financial Year 2024-25 (April 01, 2024 to March 31, 2025)
10	Name of the Stock Exchange(s) where shares are listed	NSE (National Stock Exchange of India Limited) and BSE Limited (formerly Bombay Stock Exchange)
11	Paid-up Capital	₹19,79,95,410 (Nineteen Crores Seventy-Nine Lakhs Ninety- Five Thousand Four Hundred and Ten Rupees Only)
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report.	Megha Tandon, Company Secretary and Compliance Officer E-mail: cs@vmart.co.in Phone No.: + 0124-4640030, + 0124-4640046
13	Reporting boundary - Are the disclosures under this report made on a standalone basis (i.e., only for the entity) or on a consolidated basis (i.e., for the entity and all the entities which form a part of its consolidated financial statements, taken together)	Disclosures made in this report are on a Standalone Basis and pertain only to V-Mart Retail Limited.
14	Name of Assurance Provider	Not Applicable
15	Type of Assurance Obtained	Not Applicable

II. Products/services

16. Details of Business Activities (accounting for 90% of the Turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Retail Trade	Apparel	79%
		Non-Apparel	10%
		Retail Trading of FMCG	11%

Further details are provided in the Integrated Annual Report's Management Discussion and Analysis section.

17 Product/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/Service	NIC Code	% of total Turnover Contributed
1.	Apparel	47711	79%
2.	Non-Apparel	47711	10%
3.	Retail Trading of FMCG	47110	11%

III. Operations

18 Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of plants*	Number of Stores	Number of Offices**	Total
National	0	497 (309 Cities)	9	506
International	-	-	-	-

* The Company has retail stores and does not undertake any manufacturing activity

** It includes offices and warehouses

19 Markets served by the Entity

a. Number of Locations

Locations	Number
National (No. of States)	27 States
International (No. of Countries)	-

b. What is the contribution of exports as a percentage of the total turnover of the entity?

Not Applicable, as the Company does not export any Goods or Services.

c. A brief on types of customers: -

We primarily serve aspiring middle-class customers living in Tier 2 and Tier 3 towns across India, mainly through our physical retail stores under the V-Mart and Unlimited brands. Our core focus is on fashion apparel, which accounts for 80% of our business, while the remaining portion supports additional fashion and home-related needs of the same customer base.

IV. Employees

20. Details at the end of the Financial Year:

a. Employees and Workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. C	% (C / A)
	EMPLOYEES					
1	Permanent (D)	10,912	8,171	75%	2,741	25%
2	Other than Permanent (E)	1,273	845	66%	428	34%
3	**Total employees (D + E)**	**12,185**	**9,016**	**74%**	**3,169**	**26%**
	WORKERS					
4	Permanent (F)	NA	NA	NA	NA	NA
5	Other than Permanent (G)	NA	NA	NA	NA	NA
6	**Total workers (F + G)**	NA	NA	NA	NA	NA

b. Differently abled Employees and Workers:

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B / A)	No. C	% (C / A)
	DIFFERENTLY ABLED EMPLOYEES					
1	Permanent (D)	214	165	77%	49	23%
2	Other than Permanent (E)	41	35	85%	6	15%
3	**Total Differently Abled Employees (D + E)**	**255**	**200**	**78%**	**55**	**22%**
	DIFFERENTLY ABLED WORKERS					
4	Permanent (F)					
5	Other than Permanent (G)			NA		
6	**Total Differently Abled Workers (F + G)**					

21. Participation/Inclusion/Representation of Women

Particulars	Total (A)	No. and percentage of Females	
		No. (B)	% (B / A)
Board of Directors	6	1	16.67%
Key Managerial Personnel (**inclusive of BOD**)	4	1	25.00%

22 Turnover rate for permanent employees and workers

(Disclose trends of the past 3 years)

Particulars	F.Y. 2024-25 (Turnover rate in current FY)			F.Y. 2023-24 (Turnover rate in previous FY)			F.Y. 2022-23 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	66%	57%	64%	71%	67%	70%	67%	62%	66%
Permanent Workers					NA				

Note: The company has computed the Voluntary & Non Voluntary Turnover

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. Names of holding / subsidiary / associate companies / joint ventures

S. No.	Name of the holding/ subsidiary/ associate companies/ joint ventures (a)	Indicate whether holding/ subsidiary/ associate/ joint venture	No. Of shares held by listed entity	Does the entity indicate in the column a participant in the business responsibility initiatives of the listed entity? (Yes/ no)
-	NA			

Note: - As of 31.03.2025, the Company does not have any Holding, Subsidiary, Associate, and/or Joint Venture.

VI. CSR Details

24.

(i) Whether CSR is applicable as per Section 135 of Companies Act, 2013.	No*
(ii) Turnover (in Rs.)	Rs. 3,25,386 (Lakhs)
(iii) Net Worth (in Rs.)	Rs. 81,018 (Lakhs)

*The Company has voluntarily spent Rs. 13.34 Lakhs on CSR in the Financial Year 2024-25.

VII. Transparency and Disclosure Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Stakeholders group from whom complaint is received	Grievance Redressal Mechanism in place (yes/ no) (If yes, then provide the web link for grievance redressal policy)	FY- 2024-25 Current Financial Year			FY- 2023-24 Previous Financial Year		
		Number of Complaints filed during the year	Number of Complaints pending resolution at the close of the year	Remarks	Number of Complaints filed during the year	Number of Complaints pending resolution at the close of the year	Remarks
Communities	Yes https://vmart.co.in/wp-content/uploads/2023/07/Investor-Grievance-Redressal-Policy.pdf	17	0	-	3	1	Complaints resolved by 15th May 2024
Investors (other than Shareholders)	Yes https://vmart.co.in/wp-content/uploads/2023/07/Investor-Grievance-Redressal-Policy.pdf	0	0	NA	0	0	-
Shareholders	Yes, https://vmart.co.in/wp-content/uploads/2023/07/Investor-Grievance-Redressal-Policy.pdf and https://vmart.co.in/wp-content/uploads/Stakeholder-Engagement-Policy.pdf	0	0	NA	1	0	-
Employees and Workers	Yes, https://vmart.co.in/wp-content/uploads/Stakeholder-Engagement-Policy.pdf. https://vmart.co.in/contact/	239	2	Pending complaints are under review	104	5	Complaints resolved by 15th May 2024
Customers	Yes, https://vmart.co.in/wp-content/uploads/Stakeholder-Engagement-Policy.pdf https://vmart.co.in/contact/	1,14,387	161	All pending complaints were resolved before the approval date of BRSR	57,028	17	Complaints resolved by 15th May 2024
Value chain partners	Yes, https://vmart.co.in/wp-content/uploads/Stakeholder-Engagement-Policy.pdf	37,949	401	376 pending complaints were resolved before the approval date of BRSR.	52,402	308	Complaints resolved by 15th May 2024
other (please specify)	-				0	0	-

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same and approach to adapt or mitigate the risk along with its financial implications as per the following format:

S. No.	Material issues identified	Indicate whether risk or opportunity (r/o)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adopt or mitigate	Financial implications of the risk or opportunity (indicate positive or negative implications)
1	Climate Change, Energy efficiency and Reduction in emission.	R	Climate change is visible across the globe due to the effects of greenhouse gas (GHG) emissions. Rising temperatures are also causing global water levels to decline. Irregular weather patterns and adverse climate conditions may trigger supply shortages, disrupt logistics networks, and impact our operations. Resource availability—especially water—may face challenges, affecting our business and that of our value chain partners, potentially driving up operating costs. Supply chain disruptions from energy shortages or price fluctuations also pose risks to business continuity. Companies that continue to use outdated technologies may fall behind competitors who emphasize energy efficiency. At the same time, consumers are becoming increasingly aware of environmental concerns. They are showing a stronger preference for sustainable and eco-friendly products, influencing market trends and purchasing behavior.	We continued to reduce our carbon footprint by scaling solar energy generation (~5.7 lakh KWH annually), cutting CO_2 emissions by over 52% through reduced usage of fossil fuels. Water reuse exceeded 10 lakh litres across stores and warehouses through RO and STP systems. To reduce paper consumption, e-registers were implemented across stores and all printed sheets are reused for utilization of other side. We reused 17 lakh cartons (~83% reuse rate) and eliminated 23 Lakh polybags. Real-time SOP audit alerts and digital escalation tools enhanced our compliance with climate-related standards and operational efficiency.	Negative

S. No.	Material issues identified	Indicate whether risk or opportunity (r/o)	Rationale for identifying the risk/ opportunity	In case of risk, approach to adopt or mitigate	Financial implications of the risk or opportunity (indicate positive or negative implications)
2	Customer engagement & Satisfaction	O	Engaged customers tend to remain loyal, resulting in repeat purchases and favorable word-of-mouth promotion. Happy customers improve brand image and help boost sales. By focusing on customer experience, embracing digital innovations, and nurturing long-term relationships, companies can achieve a competitive advantage. Ultimately, customer-focused strategies fuel business growth and create meaningful, lasting bonds with consumers.	NA	Positive
3	Sustainable Packaging and Waste Management	R	Our products currently use plastic packaging. Reducing the use of virgin plastic, incorporating more recycled materials, and improving the recyclability of our packaging are essential for our long-term success. Unintentional non-compliance with current or upcoming regulations related to recycling and waste management could lead to legal penalties and harm our reputation.	We reused ~17 lakh cartons (~83% reuse rate) and removed 23 lakh polybags from pre-packs. Over 96,000 paper cups were eliminated by adopting reusable alternatives. E-registers replaced manual registers across stores, and warehouse paper was reused at the head office. STP-treated water supported daily reuse. Vendor sensitisation on sustainable packaging and recycling was also scaled up.	Negative
4	Health and Safety of People	R	The well-being of our employees is a top priority. Failing to address it can result in reduced productivity and higher operational costs.	We prioritised workplace safety through regular fire and medical emergency drills, maintained first aid kits at all stores, and continued safety training for employees and contractors. Over 99% of employees were covered under human rights and safety training. Awareness campaigns were run on fire safety, road safety, and emergency protocols across locations.	Negative
5	Business Ethics and Corporate Governance	O	Strong corporate governance practices enhance investor confidence, strengthen brand reputation, and help mitigate risks.	NA	Positive
6	Business Continuity	R	Ensuring business continuity is vital for the long-term sustainability of any organization. Through proactive planning for possible disruptions, businesses can reduce risks, uphold operational resilience, and strengthen customer trust. Key elements of sustainable practices include legal compliance, financial stability, effective supply chain management, and employee well-being. In the long run, a strong focus on business continuity supports brand reputation and offers a competitive edge.	The Company has a comprehensive Business Continuity Plan (BCP) covering People, Facilities, and Critical IT Infrastructure. Disaster Recovery (DR) sites are established and periodically tested to ensure seamless operations during disruptions. Our policies and training programs equip retail staff, managers, and leaders with the necessary skills and safety practices to respond effectively to unforeseen events and maintain continuity.	Negative

SECTION B: MANAGEMENT AND PROCESS DISCLOSURES

This section is aimed at helping businesses demonstrate the structures, policies, and processes put in place towards adopting the NGRBC Principles and Core Elements.

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and Management Processes										
1	(A) Whether your entity's policy/policies cover each principle and its core elements of the NGRBCS. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
	(B) Has the policy been approved by the Board? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
	(C) *Web Link of the Policies, if available	Y	Y	Y	Y	Y	Y	Y	Y	Y
2	Whether the entity has translated the policy into procedures. (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
3	Do the enlisted policies extend to your value chain partners? (Yes/No)	Y	Y	Y	Y	Y	Y	Y	Y	Y
4	Name of the national and international codes/ certifications/ labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trusts) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.					NA				
5	Specific commitments, goals, and targets are set by the entity with defined timelines if any.	Y	Y	Y	Y	Y	Y	Y	Y	Y
6	Performance of the entity against the specific commitments, goals, and targets along with reasons in case the same are not met.	The performance against the set targets undertaken for ESG has been published in the ESG Commitment section forming part of the Integrated Annual Report 2025								

*Website Links of the Policies which are covering each principle and its core elements of the NGRBCs

(a) V-Mart Ethical Policy

https://vmart.co.in/wp-content/uploads/2023/07/V-Mart-Ethics-Policy.pdf

(b) V-Mart Whistler Blower Policy

http://vmart.co.in/wp-content/uploads/2023/07/Whistle-Blower-Policy.pdf

(c) Code of Conduct for Director and Senior Management

https://vmart.co.in/wp-content/uploads/V-Mart_Code-of-Conduct-for-Directors-SMPs_May-2024.pdf

(d) V-Mart Environmental, Health and Safety Policy

http://vmart.co.in/wp-content/uploads/2022/09/Environmental_Health_Safety_Policy_1.pdf

(e) V-Mart Human Right Policy

http://vmart.co.in/wp-content/uploads/2022/09/Human_rights_Policy.pdf

(f) Prevention of Sexual Harassment Policy

http://vmart.co.in/wp-content/uploads/2023/07/Prevention-of-Sexual-Harassment-Policy.pdf

(g) V-Mart CSR Policy

http://vmart.co.in/wp-content/uploads/2022/09/CSR-Policy.pdf

(h) V-Mart Stakeholders Engagement

http://vmart.co.in/wp-content/uploads/2022/09/V_mart_-_stakeholder_engagement.pdf

(i) V-Mart Delivering value to Customers

http://vmart.co.in/wp-content/uploads/2022/09/V_mart_-_Delivering_value_to_customers.pdf

(j) V-Mart Public Influencing & Regulatory Policy

https://vmart.co.in/wp-content/uploads/2023/07/V-Mart-Public-Influencing-Regulatory-Policy.pdf

(k) V-Mart Policy on Sustainable Sourcing

http://vmart.co.in/wp-content/uploads/2022/09/Sustainable_Sourcing.pdf

(l) V-Mart Policy on investor grievance redressal Policy

http://vmart.co.in/wp-content/uploads/2022/09/Investor_grievance_redressal_Policy_2_1.pdf

(m) V-Mart Fraud Prevention and Reporting Policy

https://vmart.co.in/wp-content/uploads/V-Mart-Fraud-Prevention-Reporting-Policy-Final.pdf.pdf

(n) V-Mart Preservation of the Documents Policy

https://vmart.co.in/wp-content/uploads/2022/09/V-MartPreservationPolicy.pdf

(o) V-Mart Archival Policy

https://vmart.co.in/wp-content/uploads/2022/09/V-Mart-Archival-Policy.pdf

(p) V-Mart Materiality Policy

https://vmart.co.in/wp-content/uploads/2023/08/Materilatiy-Policy.pdf

(q) Dividend Distribution Policy

https://vmart.co.in/wp-content/uploads/2023/07/Dividend-Distribtion-Policy-1.pdf

(r) Related Party Transaction Policy

https://vmart.co.in/wp-content/uploads/2023/07/Related-Party-Transaction-Policy.pdf

(s) Enterprise Risk Management Policy

https://vmart.co.in/wp-content/uploads/VMart-Enterprise-Risk-Management-Policy.pdf

(t) V-Mart Code of Conduct on Insider Trading

https://vmart.co.in/wp-content/uploads/Insider-Trading-Code-of-Conduct.pdf

Governance, Leadership, and Oversight

7. Statement by director responsible for the business responsibility report, highlighting ESG-related challenges, targets, and achievements (listed entity has flexibility regarding the placement of this disclosure):

Our company is committed to upholding the highest standards of ethics, responsibility, transparency, and sustainability in all our operations. We aim to surpass societal and governmental expectations while prioritizing the interests of our stakeholders. Although we do not have manufacturing facilities, we remain dedicated to making a positive environmental impact through our initiatives. Key focus areas include energy efficiency, waste management, water conservation, sustainable supply chains, and eco-friendly practices. Our clearly defined ESG goals serve as the foundation for our sustainable business model. We take a responsible approach to using natural resources, minimizing environmental impact, and ensuring the long-term sustainability of our business while protecting the ecosystem for future generations. By embedding sustainability into our core values, we strive to lead by example and contribute to a more sustainable world.

8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility Policy (ies):

S. No.	Particulars	Detail
1	DIN Number, if applicable	00900900
2	Name	Mr. Lalit Agarwal
3	Designation	Managing Director
4	Telephone No.	0124-4640030
5	E-Mail id.	cs@vmart.co.in

9. Does the entity have a specified Committee of the Board/ Director responsible for decision making on sustainability related issues? (Yes / No). If yes, provide details:

Yes, Directors and Senior Leadership Team continuously monitor various aspects of Environmental, Social & Governance responsibilities, with key sustainability decisions handled by the Stakeholders Relationship Committee, chaired by Ms. Shweta Kumar, an Independent Director.

10. Details of review of NGBRCs by the company: -

Subject for Review	Indicate whether review was undertaken by the Director/ Committee of the Board/ any other committee									Frequency (Annually/Half-yearly/ Quarterly/ any other-please specify)								
	P1	P2	P3	P4	P5	P6	P7	P8	P9	P1	P2	P3	P4	P5	P6	P7	P8	P9
Performance against the above policies and follow-up action	Board									The policies are reviewed periodically as per the requirements.								
Compliance with statutory requirements of relevance to the principles and the rectification of any non-compliances	Board									Quarterly								

11.

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Has the entity carrying out an independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide the name of the agency.	Yes, the Internal Auditors, KPMG, review relevant processes and policies as per the Internal Audit plan approved by the Audit Committee. The Company is also carrying out Internal assessments through its Internal Control Team. The Team undertakes assessment/ evaluation of policies at regular intervals and ensures that all the policies are in conformity with NGRBC. Further, these policies were benchmarked by 'MGC Global Risk Advisory LLP'.								

12. If the answer to question (1) above is "No", i.e., not all Principles are covered by a policy, reasons to be stated: -

Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
The entity does not consider the principles material to its business (Yes/No)	The policies cover all the principles.								
The entity is not at a stage where it is able to formulate and implement the policies on specified principles (Yes/No)									
The entity does not have the financial or/human and technical resources available for the task (Yes/No)									
It is planned to be done in the next financial year (Yes/No)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

This section is aimed at helping entities demonstrate their performance in integrating the Principles and Core Elements with key processes and decisions. The information sought is categorized as "Essential" and "Leadership". While the essential indicators are expected to be disclosed by every entity that is mandated to file this report, the leadership indicators may be voluntarily disclosed by entities which aspire to progress to a higher level in their quest to be socially, environmentally and ethically responsible.

PRINCIPLE 1

BUSINESSES SHOULD CONDUCT AND GOVERN THEMSELVES WITH INTEGRITY AND IN A MANNER THAT IS ETHICAL, TRANSPARENT AND ACCOUNTABLE

ESSENTIAL INDICATORS

1. Percentage coverage by training and awareness programme on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under training and their impact	% of person in respective category covered by the awareness programmes
Board of Directors	9	During the year, the Board of Directors and Key Managerial Personnels of the Company invested time on various updates comprising matters relating to an array of issues pertaining to the business, regulations, economy & environmental, social and governance parameters.	100%
Key Managerial Personnel	9	During the year, the Board of Directors and Key Managerial Personnels of the Company invested time on various updates comprising matters relating to an array of issues pertaining to the business, regulations, economy & environmental, social and governance parameters.	100%
Employees other than BOD and KMPs	3	Code of Conduct, Company Values & POSH	100%
Workers		NA	

2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors / KMPs) with regulators/ law enforcement agencies/ judicial institutions, in the financial year, in the following format (Note: the entity shall make disclosures on the basis of materiality as specified in Regulation 30 of SEBI (Listing Obligations and Disclosure Obligations) Regulations, 2015 and as disclosed on the entity's website):

Monetary					
	NGRBC principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (in Rs.)	Brief of the case	Has an appeal been preferred? (yes/no)
Penalty/ Fine	1	Labour Court, Shahjahanpur, UP	31,35,865	Received an order passed by labour court for payment of Rs. 31,35,865/- based on a complaint filed by an ex-employee of V-Mart	Yes, Recall Application has been filed against this order
Penalty/ Fine	1	National Faceless Assessment Centre	35,76,558	Deviation in income reporting for the Assessment Year 2012-13.	The Company has filed an appeal before Commissioner of Income Tax (Appeals)
Penalty/ Fine	1	National Faceless Assessment Centre	37,53,854	Deviation in income reporting for the Assessment Year 2017-18, reflecting the variance in the amount claimed with the amount assessed by the IT Department	The Company has filed an appeal before Commissioner of Income Tax (Appeals)
Penalty/ Fine	1	State Tax Officer, Bardhaman Charge (West Bengal, Commercial Taxes)	35,09,697	Request for payment of entry tax along with interest and late fee etc of Rs. 35.09 Lakhs as per law and reason is "it was under proceeding with Hon'ble Division Bench of High Court at Calcutta"	The Company will file an appeal to the appellate authority
Settlement	Nil	Nil	Nil	Nil	Nil
Compounding Fee	Nil	Nil	Nil	Nil	Nil

Non-Monetary					
	NGRBC principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Amount (in Rs.)	Brief of the case	Has an appeal been preferred (yes/no)
Imprisonment	Nil	Nil	Nil	Nil	Nil
Punishment	Nil	Nil	Nil	Nil	Nil

3. Of the instances disclosed in Question 2 above, details of the Appeal/ Revision preferred in cases where monetary or non-monetary action has been appealed:

Case detail	Name of regulatory/ enforcement agencies/ judicial institutions
Received an order passed by labour court for payment of Rs. 31,35,865/- based on a complaint filed by an ex-employee of V-Mart	Labour Court, Shahjahanpur, UP
Deviation in income reporting for the Assessment Year 2012-13.	National Faceless Assessment Centre
Deviation in income reporting for the Assessment Year 2017-18, reflecting the variance in the amount claimed with the amount assessed by the IT Department	National Faceless Assessment Centre

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web link to the policy.

Yes, V-Mart's Code of Conduct and Ethics Policy establishes strict guidelines on anti-corruption and anti-bribery practices. We are fully committed to adhering to all relevant laws and regulations in every operational jurisdiction.

At V-Mart, Integrity and ethics are paramount. With a steadfast zero-tolerance for corruption and bribery, we ensure continuous compliance by regularly communicating our core policies, including Code of Conduct, Anti-Corruption, Anti-Bribery, and Gift guidelines, across the organization.

Additionally, this policy applies comprehensively to all individuals acting on our behalf—employees, officers, directors, agents, vendors, consultants, and other third parties—reinforcing our dedication to ethical conduct, legal compliance, and the prevention of all forms of bribery and corruption.

The web link of the detailed policies disseminated on the website are as follows:

V-Mart's Ethics Policy: (https://vmart.co.in/wp-content/uploads/2023/07/V-Mart-Ethics-Policy.pdf).

V-Mart's Fraud Prevention & Reporting Policy: https://vmart.co.in/wp-content/uploads/2023/09/V-Mart-Fraud-Prevention-Reporting-Policy.pdf

*Note: The Company's Anti-Bribery Policy is encompassed within its comprehensive Ethics Policy and Anti-Corruption policy is encompassed within its comprehensive Fraud Prevention & Reporting policy.

5. Number of directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

	FY-2024-25 Current Financial Year	FY-2023-24 Previous Financial Year
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

Note: No disciplinary action was taken against any Directors/ KMPs/ employees/ workers by any law enforcement agency for the charges of bribery/corruption.

6. Details of complaints about conflict of interest:

Particulars	FY-2024-25 Current Financial Year		FY-2023-24 Previous Financial Year	
	Number	Remark	Number	Remark
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	No Complaints were received in relation to the issue of Conflict of Interest of Directors.	0	No Complaints were received in relation to the issue of Conflict of Interest of Directors.
Number of complaints received in relation to issues of Conflict of Interest of the KMPs.	0	No Complaints were received in relation to the issue of Conflict of Interest of KMP.	0	No Complaints were received in relation to the issue of Conflict of Interest of KMP.

7. Provide details of any corrective action taken or underway on issues related to fines / penalties / action taken by regulators/ law enforcement agencies/ judicial institutions on cases of corruption and conflicts of interest.

Not Applicable, there were no cases of corruption or conflicts of interest which required action by regulators/ law enforcement agencies/judicial institutions during the reporting period.

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

Particulars	FY-2024-25 (Current Financial Year)	FY-2023-24 (Previous Financial Year)
Number of days of accounts payables	89*	93

*Number of days of account payable= Avg. Trade Payable for goods/ Purchases*365

9. Open-ness of business provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2024-25* (Current Financial Year)	FY 23-24 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	35%	38%
	b. Number of trading houses where purchases are made from	1224	1579
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	77%	8%
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	0	0
	b. Number of dealers / distributors to whom sales are made	0	0
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	0	0
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	0	0
	b. Sales (Sales to related parties / Total Sales)	0	0
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	0	0
	d. Investments (Investments in related parties / Total Investments made)	0	0

*Calculation has been made with reference to the industry standards on reporting of BRSR Core issued by SEBI dated 20th Dec, 2024

LEADERSHIP INDICATORS

1. Awareness programme conducted for value chain partners on any of the principles during the financial year: -

Total numbers of awareness programmes held	Topic/Principle covered under the training	% of value chain partners covered (by value of Business done with such Partner) under the awareness programmes
5	• Sedex Compliance Overview • Utilization of Sustainable Raw Materials • Implementation of ETP and CETP Systems in Dyeing and Printing Units • Introduction to Factory Compliance Standards: OEKO-TEX, SA8000, ECOCERT, and ZDHC • Waste Management and Recycling Initiatives • Incorporation of Recycled Materials in Apparel Production • Reduction of Polythene Usage and Adoption of Taffeta Labels as Eco-Friendly Alternatives to Paper and Plastic Tags • Benefits of a Green Supply Chain in Promoting Sustainable Practices	52%

2. Does the entity have processes in place to avoid/ manage conflict of interests involving members of the Board? (yes/no) if yes, provide details of the same.

1) Yes, each director of the company is required to disclose any concerns or interests in other companies, bodies corporate, firms, or associations of individuals, including any changes to their shareholding, in the manner prescribed.

Additionally, any director who has, whether directly or indirectly, an interest in a contract or arrangement being entered into with:

(a) A body corporate where the director, or the director along with any other director, holds more than two percent of the shareholding or is a promoter, manager, or CEO, or

(b) A firm or other entity where the director is a partner, owner, or member, must disclose the nature of their concern or interest at the board meeting discussing the contract or arrangement. Such directors do not participate in the discussion of these matters.

These details are recorded in a register, as required under the Companies Act, 2013 and are presented to the board for acknowledgment.

2) The company has established various parameters for identifying potential conflicts of interest in its Code of Conduct. The process for managing or avoiding conflicts of interest is outlined in V-Mart's Ethics Policy, which is available on the company's website.

PRINCIPLE 2

BUSINESSES SHOULD PROVIDE GOODS AND SERVICES IN A MANNER THAT IS SUSTAINABLE AND SAFE

ESSENTIAL INDICATORS

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of products and processes to total R&D and capex investments made by the entity, respectively.

	Current Financial Year 2024-25	Previous Financial Year 2023-24	Details of improvements in Environmental and Social impacts
R&D	0	0	NA
Capex	0	0.3%	NA

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

Yes

b. If yes, what percentage of inputs were sourced sustainably?

50%

3. **Describe the processes in place to safely reclaim your products for reusing, recycling, and disposing at the end of life for (a) Plastics (including packaging), (b) E-waste, (c) Hazardous waste and (d) other waste.**

   Our company is fully dedicated to sustainability, with the aim of becoming a leader in the sustainable fashion sector and generating value for all stakeholders. Sustainability is at the core of every decision we make across our business ecosystem.

   We prioritise sustainable sourcing, eco-friendly operations, responsible packaging, optimized poly bags, and eco-conscious dyeing methods. A key initiative involves reducing water usage in denim production. Every product meets at least one sustainable attribute, underscoring our persistent commitment to making a positive environmental and societal difference.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes / No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same. If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

   No, Since the Company is engaged in the Retail Industry, the Extended Producer Responsibility does not apply to the Company.

LEADERSHIP INDICATOR

1. **Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for the manufacturing industry) or its services (for the service industry)? If yes, provide details in the following format?**

NIC Code	Name of Product/ Service	% of Total Turnover Contributed	Boundary for which the Life Cycle Perspective/ Assessment was conducted	Whether conducted by an independent external agency (YES/NO)	Results communicated in the public domain (Yes/No) If yes, provide the web-link
			NA		

   The Company is not into manufacturing. Hence no LCA was conducted. However, the Company actively mitigates its operational carbon footprint, predominantly from in-store energy consumption, through ongoing initiatives.

2. **If there are any significant social or environmental concerns and/or risks arising from the production or disposal of your products/services, as identified in the Life Cycle Perspective / Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

Name of Product/ Service	Description of Risk/Concern	Action Taken
Carton dispatched from the vendors to warehouse	Shrink wrapping and excess carton waste	Reused ~17 lakh cartons (~83% reuse rate), reducing new carton consumption and shrink-wrap use.
Plastic Polybags	High plastic consumption; non-biodegradable packaging	Reduced polybag usage by 23 Lakh units, avoiding ~15 MT CO_2 emissions.
Fuel Consumption	Emissions from diesel generators and logistics	DG use reduced; process improvements via PTL/PNA restructuring improved efficiency.
Water	Wastewater discharge from RO and STP	Reused 2.64 lakh litres RO water for cleaning; STP recycles 40,000 litres/day for non-potable use.
Paper	Excessive usage of paper in registers and disposables	Implemented E-registers at all stores; warehouse paper reused; 96,000 paper cups eliminated.
Electricity Use	Carbon emissions from conventional energy sources	Installed 700 kWp solar at warehouse; 734% rise in renewable energy; 52% CO_2 emissions cut.

3. **Percentage of recycled or reused input material to total material (by value) used in production (for manufacturing industry) or providing services (for service industry).**

Indicate Input Material	Recycled or reused input material to total material	
	FY-2024-25 Current Financial Year	FY-2023-24 Previous Financial Year
-	-	-

The Company is in the retail business and trading of goods; there is no hazardous waste generation and minimal scrap waste which is recyclable.

4. **Of the products and packaging reclaimed at the end of life of products, the amount (in metric tonnes) reused, recycled, and safely disposed of, as per the following format:**

Particulars	FY-2024-25 Current Financial Year			FY-2023-24 Previous Financial Year		
	Re-used	Re-cycled	Safely Disposal	Re-used	Re-cycled	Safely Disposal
Plastic (including packaging)	0	0	14	0	5	0
E-Waste	0	0	0	0	8	0
Hazardous Waste	0	0	0	0	0	0
Other Waste	1,701	0	805	910	659	0

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

Indicate the product category	Reclaimed products and their packaging material as % of total products sold by respective category
-	-

Refer to Principle 2 Q3 of essential indicators (The Company engages with agencies who recycle scrap material and evaluate evolving technology to recycle materials on an ongoing basis.)

PRINCIPLE 3

BUSINESSES SHOULD RESPECT AND PROMOTE THE WELL-BEING OF ALL EMPLOYEES, INCLUDING THOSE IN THEIR VALUE CHAINS

ESSENTIAL INDICATORS

1. a. **Details of measures for the well-being of employees: -**

Category	Total (A)	% of Employees Covered by									
		Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Daycare Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male	8,171	8,171	100%	8,171	100%	-	-	1,581	19.35%	NA	NA
Female	2,741	2,741	100%	2,741	100%	2,741	100%	-	-	NA	NA
Total	**10,912**	**10,912**	**100%**	**10,912**	**100%**	**2,741**	**100%**	**1,581**	**19.35%**	**NA**	**NA**
Other than Permanent Employees											
Male	845	845	100%	845	100%			260	30.77%	NA	NA
Female	428	428	100%	428	100%	428	100%	-	-	NA	NA
Total	**1,273**	**1,273**	**100%**	**1,273**	**100%**	**428**	**100%**	**260**	**30.77%**	**NA**	**NA**

b. **Details of measures for the well-being of workers:**

Category	Total (A)	% of Employees Covered by									
		Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Daycare Facilities	
		Number (B)	% (B/A)	Number (C)	% (C/A)	Number (D)	% (D/A)	Number (E)	% (E/A)	Number (F)	% (F/A)
Permanent Employees											
Male											-
Female					NA						-
Total											**-**
Other than Permanent Employees											
Male											-
Female					NA						-
Total											**-**

Not Applicable because of no manufacturing facility.

c. **Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –**

	FY-2024-25 Current Financial Year	FY-2023-24 Previous Financial Year
Cost incurred on wellbeing measures as a % of total revenue of the company	0.17%	0.20%

2. Details of retirement benefits for Current Financial Year and Previous Financial Year.

Benefits	FY- 2024-25 Current Financial Year			FY- 2023-24 Previous Financial Year		
	No. Of employees covered as a % of total employees	No. Of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. Of employees covered as a % of total employees	No. Of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF	100	NA	YES	100	0	YES
Gratuity	100	NA	YES	100	0	YES
ESI	84	NA	YES	75	0	YES
Others-please specify	-	-	-	-	-	-

3. Accessibility of workplaces

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, few stores are accessible for easy movement of differently abled people. All stores located in malls have elevators and infrastructure for Differently abled people.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide the web link of the policy.

Yes

If so, provide a web link to the policy.

The Company has in place a Code of Conduct for the workplace culture, which talks about equal opportunities in the following manner: -

- The Company believes in equal opportunity for all its employees.
- The Company strictly follows no discrimination on any ground, including caste, religion, marital status, gender, sexual orientation, age, disability, or any other category protected by applicable law.
- When recruiting, coaching, and promoting employees, decisions should be based solely on performance, merit, competence, and potential. The web link for the same is: https://vmart.co.in/wp-content/uploads/2023/07/V-Mart-Ethics-Policy.pdf

5. Return to work and retention rates of permanent employees and workers that took parental leave.

Gender	Permanent Employees		Permanent Workers	
	Return to Work Rate	Retention Rate	Return to Work Rate	Retention Rate
Male	100%	72%	0	0
Female	79%	61%	0	0
Total	**87%**	**65%**	**0**	**0**

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and workers? If yes, give details of the mechanism in brief.

	Yes/No (if yes, give detail of the mechanism in brief)
Permanent Workers	NA
Other than Permanent Workers	
Permanent Employees	Yes, details of the mechanism are given below
Other than Permanent Employees	

The Company has established an Ethics Committee, which is responsible for aligning workplace practices with the Code of Conduct. Employees may register their grievances anonymously or otherwise by getting in touch with Ethics Committee members or through mail at speakup@vmart.co.in.

7. Membership of employees and workers in association(s) or unions recognized by the listed entity:

Category	FY- 2024-25 Current Financial Year			FY- 2023-24 Previous Financial Year		
	Total Employees / workers in respective category (A)	No. Of employees / Workers in respective category, who are part of association (s) or union. (B)	% (B/A)	Total Employees / workers in respective category (A)	No. Of employees / Workers in respective category, who are part of association (s) or union (B)	% (B/A)
Total Permanent Employees	10,912	0	0	9,827	0	0
Male	8,171	0	0	7,348	0	0
Female	2,741	0	0	2,479	0	0
Total Permanent Workers	0	0	0	0	0	0
Male	0	0	0	0	0	0
Female	0	0	0	0	0	0

8. Details of training given to employees and workers:

Category	FY-2024-25 Current Financial Year					FY-2023-24 Previous Financial Year				
	Total (A)	On Health & Safety Measures		On Skill Upgradation		Total (D)	On Health & Safety Measures		On Skill Upgradation	
		No. (B)	% (B/A)	No.(C)	% (C/A)		No. (E)	% (E/D)	No.(F)	% (F/D)
Employees										
Male	9,016	9,016	100	8,914	99	8,153	8,153	100	7,974	98
Female	3,169	3,169	100	3,108	98	2,782	2,782	100	2,670	96
Total	12,185	12,185	100	12,022	99	10,935	10,935	100	10,644	97
Workers										
Male										
Female					0					
Total										

9. Details of performance and career development reviews of employees and workers:

Category	FY- 2024-25 Current Financial Year			FY- 2023-24 Previous Financial Year		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	9,016	5,856	65	8,153	6,103	75
Female	3,169	1,871	59	2,782	1,995	71
Total	12,185	7,727	63	10,935	8,098	74
Workers						
Male	NA					
Female						
Total						

10. Health and safety management system: -

a. Whether an occupational health and safety management system has been implemented by the entity? (yes/ no/NA). If yes, the coverage of such a system?

Yes. V-Mart operates in the retail trading sector, and due to the nature of its business, there are no significant occupational health and safety risks. The company has established a clear policy with supporting processes to ensure the safety and well-being of its employees. Safety indicators, both lead and lag, are monitored by the Admin Team, in collaboration with the Internal Control team, and are reported to management on a case-by-case basis.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

Admin Team, in support of the Internal control team of the company, has provided a structured approach throughout the organization to identify and assess work-related hazards

c. Whether you have processes for workers to report the work-related hazards and remove themselves from such risks. (Y/N)

Not Applicable

d. Do the employees/ workers of the entity have access to non-occupational medical and healthcare services? (Yes/ No/NA)

Yes.

11. Details of safety-related incidents, in the following format:

Safety Incidents/Numbers	Category*	FY-2024-25 Current Financial Year	FY-2023-24 Previous Financial Year
Lost Time Injury Frequency Rate (LTIFR) (per one-million person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequences of work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

*Including the contract workforce

There were no lost time injuries and fatalities during the periods mentioned above.

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

V-Mart acknowledges that the health, safety, and overall physical and mental well-being of its employees are essential to its success and growth, as outlined in the Environment, Health, and Safety Policy. The company is committed to ensuring a safe workplace, focusing on preventing injuries and illnesses, and continuously working to eliminate hazards and minimize risks.

To address significant occupational health and safety impacts, V-Mart has implemented various mitigation measures, including:

- Providing medical assistance to employees.
- Ensuring the availability of First Aid Boxes at every store and company premises.
- Maintaining fire detection, alarm, and suppression systems.
- Conducting regular mock drills for both fire and medical emergencies.
- All office floors are well equipped with CCTV cameras and other security systems.
- Organizing employee engagement campaigns on health and safety topics, such as fire safety, road safety, and emergency evacuation procedures.
- Offering training to employees and contractors on workplace hazards, associated risks, and the measures in place to mitigate them.

13. Number of complaints on the following made by employees and workers: -

Category	FY- 2024-25 Current Financial Year			FY- 2023-24 Previous Financial Year		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Working Conditions	0	0	NA	0	0	NA
Health And Safety	0	0	NA	0	0	NA

14. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health & Safety Practices	0
Working Conditions	

Though we are not into the manufacturing business, 100 % of locations are reviewed periodically for process gaps.

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks / concerns arising from assessments of health & safety practices and working conditions.

- V-Mart has imparted comprehensive training to Retail Store Staff, Managerial and leadership staff in areas of functional expertise, leadership, and safety norms to maintain business continuity.
- The Company has placed SOPs at the retail outlets to ensure the safety of the employee and customers

LEADERSHIP INDICATORS

1. Does the entity extend any life insurance or any compensatory package in the event of death of

(a) Employees (Y/N)? - YES

(b) Workers (Y/N)? - NO

Yes, the employees are covered under ESI, Group Life Insurance, or Ex-gratia Staff Benevolent Fund.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value partners.

The Company's financial systems are structured to release payments to third-party manpower service providers, such as Security and Housekeeping agencies, only after receiving proof of monthly payment or deposit of dues to ESIC and PF authorities for their staff working at our Company's location. Additionally, the Company encourages its value chain partners to settle statutory dues on time and regularly verify the GST credits and TDS deductions made by these partners.

3. **Provide the number of employees / workers having suffered high consequence work-related injury / ill-health / fatalities (as reported in Q11 of essential indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:**

	Total No. of affected employees and workers		No. of employees and workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY-2024-25 Current Financial Year	FY-2023-24 Previous Financial Year	FY-2024-25 Current Financial Year	FY-2023-24 Previous Financial Year
Employees	0	0	0	0
Workers	0	0	0	0

No incidents were reported during F.Y. 2024-25 & 2023-24 related to employees/ workers suffering high consequence work-related injuries/ ill health/ fatalities.

4. **Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment? (YES/ NO)**

Yes,

Skilling upgradation of all employees remains a continuous activity during the employee's lifecycle with the company, which helps in getting employment opportunities even after separation from the Company.

5. **Details on assessment of value chain partners:**

	% of value chain partners (by the value of business done with such partners) that were assessed
Health & Safety Practices	68%
Working Conditions	68%

6. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

The company mandates that its value chain partners adhere to the Supplier Code of Conduct policy and will develop a method to evaluate compliance with Health and Safety practices and working conditions among these partners

PRINCIPLE 4

BUSINESSES SHOULD RESPECT THE INTERESTS OF AND BE RESPONSIVE TO ALL THEIR STAKEHOLDERS

ESSENTIAL INDICATORS

1. **Describe the processes for identifying key stakeholder groups of the entity.**

The company assesses and categorizes relevant stakeholders based on factors such as inclusivity, materiality, responsiveness, impact, interests, expertise on key issues, level of influence, integrity, willingness, and expectations. These stakeholder groups are either directly or indirectly affected by the company or have the potential to influence value creation in the short, medium, or long term. The company has identified its stakeholders and maintains consistent and effective communication with them. Key stakeholder categories include customers, vendors, suppliers, employees, shareholders, investors, government and regulatory authorities, and the broader community. To ensure accountability, we've established robust grievance redressal systems for customers, employees, and shareholders. Furthermore, our corporate social responsibility initiatives include special efforts to engage and support marginalized stakeholders.

2. **List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder Group	Whether identified as a Vulnerable & Marginalized Group (Yes/No)	Channels Of Communication (E-Mail, SMS, Newspaper, Pamphlets, Advertisements, Community Meetings, Notice Board, Website, Others)	Frequency Of Engagement (Annually/ Half-Yearly/ Quarterly/Others-Please Specify)	PURPOSE AND SCOPE OF ENGAGEMENT INCLUDING KEY TOPICS AND CONCERNS RAISED DURING SUCH ENGAGEMENT
Employees	No	**Other** Meetings, E-mails, Online HR Portal, Townhalls	**Others** Continuous-Meetings/e-mail, Online HR Portal, townhall- monthly	• To provide staff with strategic direction and keep them informed about Company activities. • To ensure that we remain an employer of choice that provides a safe, positive, and inspiring working environment. • To understand and respond to the needs and concerns of staff members. • Career Management and Growth Prospects.
Shareholders	No	**Other** Meetings, Notices, Annual Reports, E-mails, Website, Stock Exchange Intimations, Advertisements, Annual General Meeting	**Others** Quarterly: Financial Statements, Press Release, exchange notifications, Continuous: Website, Stock Exchange Intimations Annually: Annual General Meeting, Annual Report	• To provide current and future stakeholders with relevant information. • To manage shareholder expectations and reputational risk. • To maintain strong relationships, keep abreast of market developments and inform our shareholder targeting strategy. • To ensure good governance and deepen the trust placed in us and our brand.
Investors	No	**Other** Meetings, Notices, Annual Reports, E-Mails, Investor calls, Website, Investors Presentations	**Others** Continuous: Investors page on the website of the Company, Conference calls, E-Mails, Meetings Quarterly: Investor calls, Notices, Investor Presentations Annually: Annual General Meeting, Annual report	• To provide current and future stakeholders with relevant information. • To manage shareholder expectations and reputational risk. • To maintain strong relationships, keep abreast of market developments and inform our shareholder targeting strategy. • To ensure good governance and deepen the trust placed in us and our brand by maintaining transparency.
Customers	No	**Other** E-mails, SMS, Website, social media, Chats, Advertisements, Online Feedback Form, Surveys, Online Reviews, Web App	**Others** Continuous: V-Mart website; social media (LinkedIn, Twitter, Facebook, WABA) Quarterly: Customer satisfaction survey.	• To understand the client, industry, and business challenges. • To identify the opportunities to improve V-Mart Services and Products. • Deciding on investments and capabilities required to fulfil demand. • To enhance their livelihood.

Stakeholder Group	Whether identified as a Vulnerable & Marginalized Group (Yes/No)	Channels Of Communication (E-Mail, SMS, Newspaper, Pamphlets, Advertisements, Community Meetings, Notice Board, Website, Others)	Frequency Of Engagement (Annually/ Half-Yearly/ Quarterly/Others-Please Specify)	PURPOSE AND SCOPE OF ENGAGEMENT INCLUDING KEY TOPICS AND CONCERNS RAISED DURING SUCH ENGAGEMENT
Communities	No	Social Media, E-Mails	**Others** As needed transactional meetings; periodic reviews; surveys.	• To identify the opportunities to improve V-Mart Services and Products. • To provide appropriate advice, proactive financial solutions, and value-adding services. • To ensure that the Company maintains high service levels that they expect and deserve. • To enhance their livelihood.
Vendors	No	Emails, Vendor Portal and Vendor Meetings	**Others** Need basis	• For the performance of contracts and agreements. • To obtain suggestions/feedback for the improvisation of their services which leads to the Company's growth. • To maintain an ideal and timeous supply of goods and services for operations. • To encourage responsible practices across our supply chain, local procurement, supplier conduct and environmental considerations.
Regulators	No	**Other** Stock Exchange Intimations, Regulatory Filings, Website, E-Mails	**Others** Continuous: Stock Exchange Intimations, Regulatory Filings, Website	• To maintain open, honest, and transparent relationships and ensure compliance with all legal and regulatory requirements. • To retain our various operating licences and minimise operational risk
Government Agencies	No	**Other** Stock Exchange Intimations, Regulatory Filings, Website, E-Mails	**Others** Need basis: E-Mails	• To build and strengthen relationships with the government as a partner in the country's development and as a critical client. • To provide input into legislative development processes that will affect the economy and our activities and operations. • To continue learning through interaction with the industry and cross-sectorial organisations. • To use business associations as a forum through which we can promote our viewpoints on crucial industry issues. • To influence and promote common agendas .
Media	No	**Other** Press Release, Interviews, Website, Newspaper	**Others** Continuous: Stock Exchange Intimations, Regulatory Filings, Website	• To leverage the reach and influence of media channels to share our business and citizenship story with stakeholders. • To communicate with relevant stakeholders and the broader public to positively influence behaviour that will lead to desired business results. • To protect and manage our reputation.

LEADERSHIP INDICATORS

1. **Provide the processes for consultation between stakeholders and the board on economic, environmental, and social topics or if consultation is delegated, and how is feedback from such consultations provided to the board.**

   The Company fosters consistent and transparent communication with its stakeholders, which is vital for building and maintaining trust. We engage with stakeholders on ESG and other significant matters through various channels, including our website and annual reports, which are updated bi-annually and quarterly.

   For external stakeholders, we employ a range of communication methods, such as in-person meetings, events, and the distribution of marketing materials like brochures. Additionally, we run a proactive media communications program, ensuring the timely release of accurate information about our achievements, performance, and milestones across our website and social media platforms.

   For internal stakeholders, we maintain both formal and informal communication channels, promoting open and active dialogue among employees. These channels include the intranet, staff notices, Townhall meetings, and newsletters, ensuring that employees are well-informed about the Company's goals and their role in achieving them. This also facilitates knowledge sharing across the organization.

   The Board receives regular updates at each meeting on stakeholder feedback, alongside proposed initiatives and actions being considered by the Company.

2. **Whether stakeholder consultation is used to support the identification and management of environmental and social topics (yes / no). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into the policies and activities of the entity.**

   Yes, our senior leadership actively monitors and evaluates departmental activities, ensuring stakeholder engagement on all material issues. The Company regularly seeks stakeholder feedback and revises its policies when necessary. Additionally, the Company conducted a Shareholder Satisfaction Survey to gather input, which is available on our website.

   Moreover, the Company acknowledges that it is still in the 'learning phase' with respect to several evolving ESG issues and views stakeholder interactions as a critical part of refining its approach.

3. **Provide details of instances of engagement and actions taken to address the concerns of vulnerable/ marginalized stakeholder groups.**

   The Company has taken various initiatives in its CSR activities to address the concerns of the vulnerable and marginalised segment of society.

   - Community Free School - Serving education to street and rural children who belong to the underserved communities.
   - Girls Ashram - Providing education, food and shelter to the orphan, abandoned and Child in need of care & protection.
   - Karma Animal Foundation - Providing food and medical care to rescued dogs at the shelter homes and also street dogs.
   - Plantation Drive - Organized sapling planting activities led by store teams in partnership with local communities and customers.
   - Other Human Welfare activities – Distribution of food & necessary items for under-privileged section of society

PRINCIPLE 5

BUSINESSES SHOULD RESPECT AND PROMOTE HUMAN RIGHTS.

ESSENTIAL INDICATORS

1- **Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:**

Category	FY- 2024-25 Current Financial Year			FY- 2023-24 Previous Financial Year		
	Total (a)	No. Of employees/ workers covered (b)	% (B/a)	Total (c)	No. Of employees/ workers covered (d)	% (D/C)
	Employees					
Permanent	10,912	10,749	98.5	9,827	9,313	94.77%
Other than permanent	1,273	1,273	100	1,108	1,062	95.85%
Total employees	12,185	12,022	98.6	10,935	10,375	94.88%

Category	FY- 2024-25 Current Financial Year			FY- 2023-24 Previous Financial Year		
	Total (a)	No. Of employees/ workers covered (b)	% (B/a)	Total (c)	No. Of employees/ workers covered (d)	% (D/C)
Workers						
Permanent						
Other than permanent			0			
Total workers						

2- Details of minimum wages paid to employees and workers, in the following format:

Category	FY-2024-25 Current Financial Year					FY-2023-24 Previous Financial Year				
	Total (A)	Equal to Minimum Wage		More than Minimum Wage		Total (D)	Equal to Minimum Wage		More than Minimum Wage	
		No. (B)	% (B/A)	No.(C)	% (C/A)		No. (E)	% (E/D)	No.(F)	% (F/D)
Employees										
Permanent										
Male	8,171	3,965	48.5	4,206	51.4	7,348	3,291	45%	4,057	55%
Female	2,741	1,752	63.9	989	36.1	2,479	1,320	53%	1,159	47%
Other than permanent										
Male	845	773	91.5%	72	8.5	805	675	84%	130	16%
Female	428	373	87.1%	55	12.8	303	227	75%	76	25%
Workers										
Permanent										
Male	NA									
Female										
Other than permanent										
Male	NA									
Female										

3- Details of remuneration/salary/wages, in the following format:

a. Median Remuneration/Wages

	Male		Female	
	Number	Median remuneration/ salary/ wages of respective category	Number	Median remuneration/ salary/ wages of respective category
Board of directors (BOD)	6	13,50,000	2	10,00,000
KMPs	3	2,02,59,016	1	23,00,000
Employees other than BODs and KMPs	9,013	1,41,612	3168	1,28,544
Workers	0			

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY-2024-25 Current Financial Year	FY-2023-24 Previous Financial Year
Gross wages paid to females as % of total wages	19%	20%

4- Do you have a focal point (individual / committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (yes/no)

Yes,

The Head-Human Resource oversees the human resources function in the Company.

In addition, the Ethics Committee and Internal Complaint Committee are responsible for addressing any human rights issues caused or contributed by the business.

5- Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company considers respect for human rights a fundamental core value and is committed to supporting, protecting, and promoting human rights in all aspects of its operations. We strive to uphold fair and ethical business and employment practices, ensuring a safe and inclusive environment for all, regardless of ethnicity, region, sexual orientation, race, caste, gender, religion, disability, job role, or any other characteristic. The Company is dedicated to maintaining a workplace free from violence, harassment, intimidation, or any unsafe or disruptive conditions, whether caused by internal or external factors. To this end, we have established robust mechanisms to protect the rights of employees while respecting their privacy and dignity.

The company also has zero tolerance towards all forms of child labour, violence or physical, sexual, psychological or verbal abuse. All stakeholders (Internal/External) have 24*7 access to raise their grievances and report anonymously any breach with respect to the Human Rights Policy or whistle blower matters at vigilance. officer@vmartretail.com. In case of ambiguity, the employee can raise their concerns to speakup@vmart.co.in also.

6- Number of complaints on the following made by employees and workers:

Category	FY- 2024-25 Current Financial Year			FY- 2023-24 Previous Financial Year		
	Filed during the year	Pending resolution at the end of the year	Remarks	Filed during the year	Pending resolution at the end of the year	Remarks
Sexual Harassment	8	0	Complaints Resolved	12	0	Complaints Resolved
Discrimination at Workplace	0	0	-	0	0	
Child Labor	0	0	-	0	0	
Forced Labor/ Involuntary Labor	0	0	-	0	0	
Wages	0	0	-	5	0	Complaints Resolved
Other Human Rights-Related Issues	41	2	Pending Complaints are under review	87	5	All Complaints Resolved as on 15th May 2024.

7- Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY-2024-25 Current Financial Year	FY-2023-24 Previous Financial Year
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	8	12
Complaints on POSH as a % of female employees / workers	0.25%	0.40%
Complaints on POSH upheld	6	0

8- Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

Our Whistleblower Policy outlines clear guidelines to prevent retaliation against individuals who file complaints. Complainants are guaranteed full anonymity, unless disclosure is mandated by law enforcement authorities.

The Company's policies explicitly discourage retaliation, intimidation, or misconduct toward complainants or witnesses. Any such behaviour is treated as a disciplinary violation, reinforcing a safe reporting environment. An Independent Internal Committee (IC), composed of Senior Management, is empowered to make independent decisions and take appropriate actions in accordance with the Sexual Harassment at Workplace Act, 2013.

9- Do human rights requirements form part of your business agreements and contracts? (yes/no)

Yes,

The Company has robust policies and procedures in place to address and manage human rights issues. We are actively encouraging our suppliers and vendors to adopt sustainable practices within their value chains. Human rights clauses are incorporated into our business agreements with vendors.

10- Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child Labour	100%
Forced Labour/ Involuntary Labour	
Sexual Harassment	
Discrimination At Workplace	
Wages	
Other- please Specify	

11- Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at question 10 above.

We needed to increase the awareness about the laws regarding the workers, contractors, and subcontractors among value chain partners. In FY 2025, we rolled out awareness sessions for suppliers on relevant topics.

LEADERSHIP INDICATORS

1- Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

(a) The Company is committed to upholding human rights principles and complies with all relevant laws, regulations, policies, and procedures.

(b) The Company actively respects and promotes human rights, aligning with the guiding principles on business and human rights.

(c) The Company regularly reviews its business processes to identify any potential issues that could lead to human rights grievances.

At this time, no specific business process has been identified as being modified or influenced directly as a result of addressing human rights grievances.

2- Details of the scope and coverage of any human rights due diligence conducted.

The Company conducts due diligence through internal assessments. Further, the company had achieved certification from 'Ambition Box Employee Choice Awards 2024', which included a multi-dimensional review of People practices and taking independent employee feedback on the related aspects.

3- Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the rights of persons with Disabilities Act, 2016?

Yes, many stores are equipped to accommodate the mobility needs of people with disabilities. Stores in malls and in the southern zone also have infrastructure and elevators specifically designed for individuals with disabilities.

4- Details on assessment of value chain partners

	% of value chain partners (by value of business done with such partners) that were assessed*
Child Labour	68%
Forced Labour/ Involuntary Labour	
Sexual Harassment	
Discrimination At Workplace	
Wages	
Other- please Specify	

*The calculation has been done taking into account the value of business done with such vendors

5- Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at question 4 above.

Not Applicable.

PRINCIPLE 6

BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

ESSENTIAL INDICATORS

1. Details of total energy consumption (joules or multiples) and energy intensity are in the following format:

Parameter	FY-2024-25 Current Financial Year	FY-2023-24 Previous Financial Year
From Renewable Sources		
Total Electricity Consumption (A)	2055.4	245.8
Total Fuel Consumption (B)	0	0
Energy Consumption through Other Sources (C)	0	0
Total Energy Consumed from Renewable Sources (A+B+C)	**2055.4**	**245.8**
From Non-Renewable Sources		
Total Electricity Consumption (D)	2,51,594	2,23,345
Total Fuel Consumption (E)	84,313	71,805
Energy Consumption through Other Sources (F)		
Total Energy Consumed from Non-Renewable Sources (D+E+F)	**3,35,907**	**2,95,150**
Total Energy Consumption (A+B+C+D+E+F)	**3,37,962**	**2,95,396**
Energy intensity per rupee of turnover (Total energy consumption / Revenue from operations)	1.04*	1.06*
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	21.45	21.52**
Energy intensity in terms of physical output	NA	NA
Energy intensity (optional) – the relevant metric may be selected by the entity.	NA	NA

* The numbers are in Giga Joules/Lakh Rupees

** FY23-24 data has been updated with reference to the industry standards on reporting of BRSR Core issued by SEBI dated 20th Dec, 2024

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by the external agency? (Y/N).) If yes, name of the external agency.

No

2. Does the entity have any sites / facilities identified as designated consumers (DCs) under the performance, achieve, and trade (pat) scheme of the government of India? (y/n) if yes, disclose whether targets set under the pat scheme have been achieved. In case targets have not been achieved, provide the remedial action taken if any.

No,

The Retail sector does not come under the scope of the industry classification requirement.

3. Provide details of the following disclosures related to water in the following format:

Parameter	FY-2024-25 Current Financial Year	FY-2023-24 Previous Financial Year
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	1,53,446**	1,36,993**
(iii) Third-party water	1,001	1,158
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**1,54,447**	**1,38,151**
The total volume of water consumption (in kilolitres)	1,54,447	1,38,151
Water intensity per rupee of turnover (Total Water consumption / Revenue from operations)	0.5*	0.5*
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	9.8**	10**
Water intensity in terms of physical output	NA	NA
Water intensity (optional) – the relevant metric may be selected by the entity.	NA	NA

*The numbers are in Kilo Litres/Lakh Rupees

** The water consumption for FY 24-25 has been calculated with reference to the industry standards on reporting of BRSR Core issued by SEBI dated 20th Dec, 2024 and the working for FY 2023-24 has been updated accordingly.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by the external agency? (Y/N). If yes, the name of the external agency.

No

4. Provide the following details related to water discharged:

Parameter	FY-2024-25 Current Financial Year	FY-2023-24 Previous Financial Year
Water discharge by destination and level of treatment (in kilolitres)		
(I) to surface water	NA	NA
- No treatment	-	-
- With treatment-please, specify the level of treatment	-	-
(II) To groundwater	NA	NA
- No treatment	-	-
- With treatment-please, specify the level of treatment	-	-
(III) To seawater	NA	NA
- No treatment	-	-
- With treatment-please, specify the level of treatment	-	-
(IV) Sent to third party	NA	NA
- No treatment	-	-
- With treatment-please, specify the level of treatment	-	-
(V) Others	NA	NA
- No treatment	-	-
- With treatment-please, specify the level of treatment	-	-
Total water discharge (in kilolitres)	-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by the external agency? (Y/N). If yes, the name of the external agency.

No

5. Has the entity implemented a mechanism for zero liquid discharge? If yes, provide details of its coverage and implementation.

The capacity of the STP plant is 1,00,000 Liters, out of which we prepare 50,000 Liters of water per day, out of which we draw 10,000 Liters of water and we use 40,000 Liters of water per day at our warehouse. Out of 5,000 Liters whatever wastewater we generate monthly, we dry it through filter press and use it as compost and any surplus is used in maintaining gardens & landscapes.

6. Please provide details of air emissions (other than GHG emissions) by the entity in the following format:

Parameter*	Please Specify Units	FY-2024-25 Current Financial Year	FY 2023-24 Previous Financial Year
NOx	Metric Tones	5.85	4.98
Sox	Metric Tones	0.48	0.41
Particulate Matter (PM)	Metric Tones	0.11	0.09
Persistent Organic Pollutants (POP)	-	-	-
Volatile Organic Compound (VOC)	-	-	-
Hazardous Air Pollutants (HAP)	-	-	-
Others- Please Specify **(Carbon and Its Compounds)	Metric Tones	5,893.9	4985.4

** Carbon and its compounds: - Methane, Carbon Dioxide, Carbon Monoxide, etc.

*The emission for FY 2024-25 has been calculated with reference to the industry standards on reporting of BRSR Core issued by SEBI dated 20th Dec, 2024 and the working for FY 2023-24 has been updated accordingly.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by the external agency? (Y/N). If yes, the name of the external agency.

No

7. Provide details of greenhouse gas emissions (scope 1 and scope 2 emissions) & their intensity in the following format:

Parameters	Units	FY-2024-25 Current Financial Year	FY-2023-24 Previous Financial Year
Total scope 1 emissions (break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	5,853.9	4,985.4**
Total scope 2 emissions (break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	50,039.3	44,421**
Total Scope 1 and Scope 2 emissions per rupees of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)*	Metric tonnes of CO2 equivalent/lakhs	0.17	0.18**
Total scope 1 and scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations adjusted for PPP)	NA	3.6	3.6**
Total Scope 1 and Scope 2 emission intensity in terms of physical output		NA	NA
Total scope 1 and scope 2 emission intensity (optional) – the relevant metric may be selected by the entity.		0	0

*The numbers are in Metric Tonnes/Lakh Rupees.

** FY23-24 data has been updated with reference to the industry standards on reporting of BRSR Core issued by SEBI dated 20th Dec, 2024.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by the external agency? (Y/N). If yes, the name of the external agency.

No

8. Does the entity have any project related to reducing greenhouse gas emissions? If yes, then provide details.

Yes, we have implemented a 700 KWP Solar Power Plant at our Warehouse located in Palwal reduces our reliance on grid electricity. Further we're exploring expanding this initiative to our stores and head office.

Additionally, the stores are actively reusing poly packs for returning stock to the warehouse and for inter-store transfers. Around 17,00,000 corrugated cartons have been reused by stores and returned to the warehouse, supporting waste reduction and sustainable logistics practices.

9. Provide details related to waste management by the entity in the following format:

Parameter	FY-2024-25 Current Financial Year	FY-2023-24 Previous Financial Year
Total Waste Generated (In Metric Tonnes)		
Plastic Waste (A)	14	5
E-Waste (B)	NA	8
Bio-Medical Waste (C)	NA	NA
Construction and Demolition Waste (D)	NA	NA
Battery Waste (E)	1	NA
Radioactive Waste (F)	NA	NA
Other Hazardous Waste, Please Specify, if any (G)	2,505	1570
Other Non-Hazardous Waste Generated (H), please specify if any. (Break up by composition, i.e., by Material Relevant to The Sector)	NA	NA
Total (A+B+C+D+E+F+G+H)	**2,520**	**1583**
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.008*	0.0057*
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.16*	0.0057*
Waste intensity in terms of physical output	NA	NA
Waste intensity (optional) – the relevant metric may be selected by the entity	NA	NA
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)		
Category Of Waste		
(I) Recycled	0	673
(II) Reused	1,700	910
(III) Other Recovery Operations	0	0
Total	**1,700**	**1583**

Parameter	FY-2024-25 Current Financial Year	FY-2023-24 Previous Financial Year
For each category of waste generated, total waste disposed of by nature of disposal method (in metric tonnes)		
(I) Incineration	0	0
(II) Landfilling	0	0
(III) Other Disposal Operations	0	0
Total	**0**	**0**

*The numbers are in Metric Tonnes/Lakhs Rupees

The Company is not into manufacturing business & does not manufacture products; aforesaid laws are not directly applicable. However, at the store level & Warehouse level, the company is compliant with all the applicable environmental laws for waste disposal.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by the external agency? (Y/N). If yes, the name of the external agency.

No

10. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce the usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

The Company has implemented waste management strategies that prioritize waste prevention, reduction, reuse, removal, and disposal. Their goal is to minimize waste generation to the greatest extent possible. Regular visual inspections are conducted in all waste storage and collection areas to detect any accidental releases, ensuring proper labelling and disposal of waste. As a retail business, the Company procures readymade garments from vendors and value chain partners, ensuring that no hazardous or toxic chemicals are used in their products.

11. **If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) Where environmental approvals / clearances are required, please specify details in the following format:**

S. No.	Location of operations/ offices	Type of operations	Whether the conditions of environmental approval / clearance being complied with? (Y/N) if no, the reasons thereof and corrective action taken, if any.
-	-	-	-

Not Applicable.

12. **Details of environmental impact assessments of projects undertaken by the entity based on applicable laws in the current financial year:**

Name and brief detail of the project	EIA Notification No.	Date	Whether conducted by an independent external agency (Yes/ No)	Results communicated in public domain (Yes/ No)	Relevant web link
-	-	-	-	-	-

Not Applicable, as the entity has undertaken no such project.

Yes, the entity does adhere with the compliances with respect to Plastic waste Management.

13. **Is the entity compliant with the applicable environmental laws/ regulations/ guidelines in India, such as the water (prevention and control of pollution) act, air (prevention and control of pollution) act, environment protection act and rules thereunder (Y/N)? If not, provide details of all such non-compliances in the following format: -**

S. No.	Specify the law/ regulation/ guideline which was not complied with	Provide detail of non-compliance	Any fines/penalties/action taken by regulatory agencies such as pollution control board or by courts	Corrective actions taken, if any
		-	-	-

Not Applicable

LEADERSHIP INDICATORS

1. **Water withdrawal, consumption, and discharge in areas of water stress (in kilolitres):**

For each facility / plant located in areas of water stress, provide the following information: -

(i) Name of the area

(ii) Nature of operations

(iii) Water withdrawal, consumption, and discharge in the following format:

Parameter	FY-2024-25 Current Financial Year	FY-2023-24 Previous Financial Year
Water withdrawal by source (in kilolitres)		
(I) Surface water	-	-
(II) Groundwater	-	-
(III) Third-party water	-	-
(IV) Seawater / desalinated water	-	-
(V) Others	-	-
The total volume of water withdrawal (in kilolitres)	-	-
The total volume of water consumption (in kilolitres)	-	-
Water intensity per rupee of turnover (water consumed / turnover)	-	-
Water intensity (optional)– the relevant metric may be selected by the entity.	-	-
Water discharge by destination and level of treatment (in kilolitres)		
(I) Into surface water	NA	NA
No treatment	-	-
With treatment- please specify the level of treatment	-	-
(II) Into groundwater	NA	NA
No treatment	-	-
With treatment- please specify the level of treatment	-	-
(III) Into seawater	NA	NA
No treatment	-	-
With treatment-please specify the level of treatment	-	-
(IV) Sent to third parties	NA	NA
No treatment	-	-
With treatment-please specify the level of treatment	-	-
(V) Others	NA	NA
No treatment	-	-
With treatment- please specify the level of treatment	-	-
Total water discharge (in kilolitres)	-	

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by the external agency? (Y/N). If yes, the name of the external agency.

No

2. **Please provide details of total scope 3 emissions & their intensity in the following format:**

Parameters	Units	FY-2024-25 Current Financial Year	FY-2023-24 Previous Financial Year
Total scope 3 emissions (break-up of the GHG into CO2, CH4, N2O, HFCS, PFCS, SF6, NF3, if available)	Metric Tonnes of CO2 equivalent	-	-
Total scope 3 emissions per rupee of turnover		-	-
Total scope 3 emission intensity (optional) – the relevant metric may be selected by the entity		-	-

The Company is only working on scope 1 and scope 2 emissions.

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by the external agency? (Y/N). If yes, the name of the external agency.

No

3. **With respect to the ecologically sensitive areas reported in question 11 of the essential indicators above, provide details of the significant direct & indirect impact of the entity on biodiversity in such areas along with prevention and remediation activities.**

Not Applicable, as provided in Question 11 of essential indicators above.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency or reduce impact due to emissions / effluent discharge / waste generated, please provide details of the same as well as the outcome of such initiatives, as per the following format:

S. No.	Initiatives Undertaken	Details of Initiatives (Web Link, if any, may be provided along with a summary)	Outcomes of Initiatives
1	Save Water	Through the installation of RO wastewater recovery systems across multiple retail locations, we are reusing approximately 2.64 lakh litres of RO water for cleaning purposes	Reuse of approx. 2.64 lakh litres of RO water; 25,000 litres/day of STP-treated water reused, improving water efficiency.
2	Packaging Waste Reduction	Reused ~17 lakh cartons (~83% reuse rate) and reduced usage of shrink wrap and plastic polybags by 23 lakh units	Avoided large-scale packaging waste and ~15 MT CO_2 emissions through reduced plastic usage.
3	STP	Sewage Treatment Plants installed to treat and recycle water for non-potable applications across facilities.	25,000 litres/day of treated water reused, reducing freshwater consumption and wastewater discharge.
4	Solar Power Panel	700 KWP solar power plant has been installed at the warehouse, generating approximately 9.1 lakh kWh electricity annually. This has significantly increased renewable energy usage.	Rise in renewable energy share and reduction in CO_2 emissions from conventional electricity sources.
5	Paper Waste Reduction	E-registers implemented in stores, warehouse paper reused, and 96,000 paper cups eliminated.	Reduced paper consumption significantly across retail and warehouse operations.

5. Paper Waste Reduction

E-registers implemented in stores, warehouse paper reused, and 96,000 paper cups eliminated.

Reduced paper consumption significantly across retail and warehouse operations.

6 Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

The Company has established a comprehensive Business Continuity Plan (BCP) that covers personnel, facilities, and critical IT infrastructure across the organization. Disaster Recovery (DR) sites are strategically located to ensure seamless operation during disruptions. These sites are tested periodically, and the results are reviewed to identify any required improvements. The BCP policies and programs are designed to strengthen the Company's resilience and ability to effectively respond to unforeseen disasters or events that could impact business continuity.

7. Disclose any significant adverse impact on the environment arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard?

The Company specializes in retailing fashion garments and is dedicated to minimizing its environmental footprint across the entire product life cycle. This includes a thorough assessment of environmental impacts at every stage, from design and manufacturing (through external vendors) to inventory management and waste disposal. The Company strives to reduce environmental impact at each stage, aiming to ensure that the product life cycle remains sustainable and environmentally responsible.

8. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

16%

9. How many Green Credits have been generated or procured:

a. By the Listed Entity - Nil

b. By the top ten (in terms of value of purchases and sales, respectively) value chain partners - Nil

PRINCIPLE 7

BUSINESSES, WHEN ENGAGING IN INFLUENCING PUBLIC AND REGULATORY POLICY, SHOULD DO SO IN A MANNER THAT IS RESPONSIBLE AND TRANSPARENT

ESSENTIAL INDICATORS

1. A. Number of affiliations with trade and industry chambers/ associations.

The Company is a member of 2 (Two) Trade Associations.

B. List the top 10 trade and industry chambers/ associations (determined based on the total members of such body) the entity is a member of/ affiliated to:

S. No.	Name of trade and industry Chamber/ Associations	Reach of trade and industry Chambers/ Associations (State/ National)
1	Retailers Association of India (RAI)	National
2	Confederation of Indian Industry (CII)	National

2. Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.

Name of the authority	Brief of the case	Corrective action taken
-	-	-

Not Applicable, as regulatory authorities have not passed any adverse orders against the Company.

LEADERSHIP INDICATORS

1. Details of public policy positions advocated by the entity:

S. No.	Public policy advocated	Method resorted for such advocacy	Whether information available in public domain (Yes/No)	Frequency of review by board (annually/ half yearly/ quarterly/ others-please specify)	Web link, if available
1	RETAILERS ASSOCIATION OF INDIA (RAI)	Active participation in various seminars, conferences and other forums on issues and policy matters that impact the interest of its stakeholders	Yes	Whenever Conducted by the associations	http://vmart.co.in/wp-content/uploads/2022/09/Public_Influencing_Regulatory_Policy.pdf
2	CONFEDERATION OF INDIAN INDUSTRIES (CII)	Active participation in various seminars, conferences and other forums on issues and policy matters that impact the interest of its stakeholders	Yes	Whenever Conducted by the associations	http://vmart.co.in/wp-content/uploads/2022/09/Public_Influencing_Regulatory_Policy.pdf

PRINCIPLE 8

BUSINESSES SHOULD PROMOTE INCLUSIVE GROWTH AND EQUITABLE DEVELOPMENT

ESSENTIAL INDICATORS

1. Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws in the current financial year.

Name and brief detail of the project	SIA notification no.	Date of notification	Whether conducted by an independent external agency (yes/no)	Results communicated in the public domain (Yes/No)	Relevant Web link
-	-	-	-	-	-

Not Applicable, since the Company has not undertaken any such project which requires Social Impact Assessment.

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity in the following format:

S. No.	Name of project for which R&R is ongoing	State	District	No. of project affected families (PAFs)	% of PAFs covered by R&R	Amount paid to PAFs in the FY (in INR)
-	-	-	-	-	-	-

Not Applicable, as there is no ongoing project wherein Rehabilitation and Resettlement (R&R) is being undertaken.

3. Describe the mechanisms to receive and redress grievances of the community.

V-Mart has multiple modes of communication where a community can raise their concerns and present their needs and requirements and address their concerns through respective grievance redressal mechanisms of the Company.

Any person can approach V-Mart to register any concerns or complaint by way of the following means:

- By phone on Customer Care +91 9027057057
- By Email- (customercare@vmart.co.in, speakup@vmart.co.in, info@vmart.co.in, cs@vmart.co.in) Whistle Blower Grievance (vigilance.officer@vmartretail.com)
- By Customer support section in LimeRoad App
- By Feedback Form (Available at stores)

4. Percentage of input material (inputs to total inputs by value) sourced from suppliers:

	FY-2024-25 Current Financial Year	FY-2023-24 Previous Financial Year
Directly sourced from MSME/ small producers.	53%	0
Directly from within India	100%	0

Not Applicable, as the company does not carry out any manufacturing activity. It buys readymade garments from the vendors.

5. Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the following locations, as % of total wage cost

Location	FY-2024-25 Current Financial Year	FY-2023-24 Previous Financial Year
Rural	1%	3%
Semi-urban	8%	21%
Urban	63%	15%
Metropolitan	28%	62%

(Place categorized as per RBI Classification System - rural / semi-urban / urban / metropolitan)

LEADERSHIP INDICATORS

1. Provide details of actions taken to mitigate any negative social impacts identified in the social impact assessments (reference: question 1 of essential indicators above):

Detail of negative social impact identified	Corrective action taken
-	-

Not Applicable since the Company has not undertaken any Social Impact Assessment.

2. Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies:

S. No.	State	Aspirational district	Amount spent (in INR)
		Nil	

3. A- Do you have a preferential procurement policy where you give preference to purchases from suppliers comprising marginalized /vulnerable groups? (yes/no)

Yes,

Our Company operates within the dynamic fashion industry and is committed to promoting equal opportunities for all vendors, irrespective of their caste, creed, gender, or business size. We believe in providing a fair and inclusive environment where vendors with the capability to meet market demands are given equal consideration. V-Mart actively supports small and marginalized vendors by offering them a platform to showcase their products in our stores and business premises. As part of our ongoing commitment to inclusivity, we consistently implement initiatives that empower suppliers from vulnerable groups, ensuring they can grow and succeed in the fashion industry.

B- From which marginalized /vulnerable groups do you procure?

We procure from various marginalised/vulnerable groups, including Widows/Women workers, NGOs, MSME and Self-help groups across the company. Additionally, we encourage our suppliers to follow the same practice, supporting these underrepresented communities. By sourcing from and empowering these groups, we strive to foster a more inclusive and socially responsible business environment.

C- What percentage of total procurement (by value) does it constitute?

The Company procure 53% of input by value from the MSME/Small Producers

4. Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge:

S. No.	Intellectual property based on traditional knowledge	Owned/ acquired (yes/no)	Benefit shared (yes/no)	Basis of calculating benefit share
NA	NA	NA	NA	NA

Not Applicable, as the Company has not derived or shared any benefit from the intellectual properties based on traditional knowledge.

5. Details of corrective actions taken or underway, based on any adverse order in intellectual property-related disputes wherein usage of traditional knowledge is involved.

Name of authority	Brief of case	Corrective action taken
-	-	-

Not applicable, as such, no adverse orders passed by any regulatory authorities against the Company related to Intellectual property disputes.

6. Details of beneficiaries of CSR projects:

S. No.	CSR projects	No. of persons who benefitted from CSR projects	% of beneficiaries from vulnerable and marginalized groups
1	Community Free School	240	100%
2	Girls Ashram	25	100%
3	Animal Care	205	100%*
4	Plantation Drive	-	-
5	Other Human Welfare Activities	400	100%

*The Program relates to providing food and shelter to stray dogs.

- Community Free School (240) - Serving education to street and rural children who belongs to the underserved communities.
- Girls Ashram (25) - Providing education, food and shelter to the orphan, abandoned and Child in need of care & protection.
- Animal Care (205) - Providing food and medical aid to the rescued dogs at the shelter home and for street dogs.
- Plantation Drive - Organized sapling planting activities led by store teams in partnership with local communities and customers.
- Other Human Welfare activities (400) – Distribution of food & necessary items for under-privileged section of society.

PRINCIPLE 9

BUSINESSES SHOULD ENGAGE WITH AND PROVIDE VALUE TO THEIR CONSUMERS IN A RESPONSIBLE MANNER

ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

V-Mart promotes a 'Customer First' culture throughout the organization. To ensure easy access for customers, the Company provides multiple communication channels, including phone support, WhatsApp, social media, and email. We actively monitor and collect real-time customer feedback via platforms like Facebook and Twitter.

A structured data management system and service-level agreements (SLA) are in place to guarantee timely responses to all customer inquiries. In cases of escalation, a designated grievance officer manages the complaint and communicates with the customer until resolution. All customer complaints, whether related to products, replacements, billing issues, staff behavior, hygiene, or corporate matters, are addressed promptly by the customer care team.

Customers can reach out to V-Mart to register any concerns through the following channels: -

- By phone on Customer Care +91 9027057057
- By Email- (customercare@vmart.co.in, speakup@vmart.co.in , info@vmart.co.in , cs@vmart.co.in) Whistle Blower Grievance (vigilance.officer@vmartretail.com)
- By Customer support section in LimeRoad App
- By Feedback Form (Available at stores)
- By whatsapp in response to feedback asked with each digital invoice shared

2. Turnover of products and/or services as a percentage of turnover from all products/services that carry information about:

	As a percentage of Total Turnover
Environmental and Social parameters relevant to the product	0
Safe and responsible usage	*11%
Recycling and safe disposal	**79%

*Our product portfolio includes FMCG & staples meant for safe human consumption.

** Major business focus is apparel that isn't hazardous to customers, and of all the waste generated materials that can be recycled are being reused.

3. A number of consumer complaints in respect of the following: -

	FY 2024-25 Current Financial Year			FY 2023-24 Previous Financial Year		
	Received during the year	Pending resolution at the end of the year	Remarks	Received during the year	Pending resolution at the end of the year	Remarks
Data Privacy	0	0		0	0	
Advertising	0	0		0	0	
Cyber Security	0	0		0	0	
Delivery of Essential Services	0	0		0	0	
Restrictive Trade Practices	0	0		0	0	
Unfair Trade Practices	0	0		0	0	
Others	1,14,387	161	All pending complaints were resolved before the approval date of BRSR.	57,028	17	All complaints resolved by 15th May'2024

For more details, please refer to Question 23 of Section A.

4. Details of instances of product recalls on account of safety issues: -

	Number	Reasons for recall
Voluntary recalls	0	There has been no instance of a product recall on account of safety issues. Our products undergo rigorous testing and quality assurance from a safe usage and handling perspective. In addition, our product information, such as manual, leaflet and product packaging, carry safe usage instructions
Forced recalls	0	There has been no instance of a product recall on account of safety issues. Our products undergo rigorous testing and quality assurance from a safe usage and handling perspective. In addition, our product information, such as manual, leaflet and product packaging, carry safe usage instructions.

5. Does the entity have a framework/ policy on cyber security and risks related to data privacy? (yes/no) if available, provide a web link to the policy.

Yes, the Company has implemented a comprehensive policy that addresses data privacy and cybersecurity concerns.

We have a Segregation of Duties (SOD) Policy as part of our security framework, which outlines the distribution of responsibilities for information security management across the organization. This policy ensures that all individuals have clearly defined roles and responsibilities related to information security.

Additionally, our information security structure promotes effective coordination of security tasks, such as incident response, access control, risk assessment, and compliance.

Our robust risk management policy specifically covers information and cybersecurity risks, outlining a systematic approach to identify, assess, and monitor these risks.

By employing effective risk management practices, we protect our information assets and actively mitigate potential threats.

(Only Link to be provided in case answer is Yes)

http://vmart.co.in/privacy-policy/

6. Provide details of any corrective actions taken or underway on issues relating to advertising and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty / action taken by regulatory authorities on safety of products / services.

During the Financial Year 2024–2025, no noteworthy problems with consumer data privacy, cyber security, or advertising for vital services, or with product recalls, have come to light. Furthermore, authorities have not imposed any fines or taken any regulatory action in relation to our goods or services.

7. Provide the following information relating to data breaches:

a. Number of instances of data breaches along-with impact- 0

b. Percentage of data breaches involving personally identifiable information of customers- 0

c. Impact, if any of the data breaches

Throughout the Financial Year 2024-25, the entity did not receive any reports or raise any concerns regarding data breaches from any third party.

LEADERSHIP INDICATORS

1. Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).

V-Mart's all products are now available at LimeRoad.com.

The company's vision is to serve customers through its own LimeRoad omnichannel platform, and it aims to be a top shopping destination both online and in stores.

OneClick process in all stores has been implemented, through which CSA can offer to customers to place their unavailable size at store through the LimeRoad Platform.

To specifically check out the V-Mart range, the company has built a standalone section on the LimeRoad website and App - https://www.limeroad.com/vmart/exclusive.

Through social media platforms like Instagram, YouTube, and Facebook posts, specific products are linked to the curated collection of V-Mart products on the LimeRoad platform.

To spread the online presence of V-Mart products, the company is currently available on Myntra and Flipkart serving Myntra and Flipkart customers through all the stores and warehouses.

In FY 25, the company stopped selling on Amazon due to a strategic tie-up with Myntra. Additionally, the company has stopped operations on vmartretail.com portal and redirected customers to LimeRoad.com.

2. Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.

Our Company ensures that all safety instructions are clearly displayed on product labels. To educate consumers, we provide detailed and easy-to-understand guidelines on washing, drying, cleaning, avoiding bleach, ironing, and other care instructions. Additionally, we make sure to share essential information about product size, pattern, color, fabric type, and other key details across all consumer touchpoints and platforms. Our dedication to transparency and consumer education ensures a smooth, informed, and responsible shopping experience

3. Mechanisms are in place to inform consumers of any risk of disruption/ discontinuation of essential services.

Not Applicable

4. Does the entity display product information on the product over and above what is mandated as per local laws? (yes/no/ not applicable) if yes, provide details in brief. Did your entity carry out any survey about consumer satisfaction relating to the major products / services of the entity, significant locations of operation of the entity or the entity as a whole? (yes/no)

Yes, the Company displays all requisite information on the product as per the applicable laws (such as Legal Metrology).

Yes, customer surveys, customer data analytics and other customer research were carried out during the year based on the business need. The Company conducts surveys through its customer's feedback received via online rating and by filling up questionnaires as provided by Company.

FINANCIAL STATEMENTS

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Fresh fashion fits for kids

INDEPENDENT AUDITOR'S REPORT

To the Members of **V-Mart Retail Limited**

Report on the Audit of the Financial Statements

Opinion

We have audited the financial statements of **V-Mart Retail Limited** ("the Company"), which comprise the Balance sheet as at March 31, 2025, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity for the year then ended, and notes to the financial statements, including a summary of material accounting policies and other explanatory information .

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2025, its profit including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

Basis for Opinion

We conducted our audit of the financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the financial statements for the financial year ended March 31, 2025. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. For each matter below, our description of how our audit addressed the matter is provided in that context.

We have determined the matters described below to be the key audit matters to be communicated in our report. We have fulfilled the responsibilities described in the Auditor's responsibilities for the audit of the financial statements section of our report, including in relation to these matters. Accordingly, our audit included the performance of procedures designed to respond to our assessment of the risks of material misstatement of the financial statements. The results of our audit procedures, including the procedures performed to address the matters below, provide the basis for our audit opinion on the accompanying financial statements.

Key audit matters	How our audit addressed the key audit matter
Valuation of inventories with respect to estimated markdown due to slow moving and obsolete inventories (including shrinkage) (as described in notes 31 and 43 of the financial statements)	
As at March 31, 2025, the carrying value of inventories amounted to Rs. 98,683 lakhs after considering markdown on account of slow moving, obsolete inventories (including shrinkage) of Rs. 6,454 lakhs. The Company assesses inventory levels at warehouse and stores, and further, evaluate the process of determining the markdown to be made to the inventories including shrinkage. Such assessment involves significant estimates, such as management expectations of forecasted inventory demand, anticipated future recoverability of such inventory items and the estimated costs to sell. Since it involves significant management's judgement and estimate, this matter has been determined as Key Audit Matter	Our audit procedures, among others included the following: • Obtained an understanding of the process and controls, evaluated the design and tested the operating effectiveness of controls over valuation of inventories with respect to estimated markdown due to slow moving and obsolete inventories (including shrinkage). • Obtained ageing of inventories and tested the ageing on sample basis. • Obtained inventory markdown calculation from the Company and reperformed the calculation of the inventory markdown as per the policy of the Company. • Assessed the inventory shrinkage provision by assessing the level of inventory write downs during the period and applying the shrinkage rate to the year-end stock. Tested the shrinkage rate used to calculate the provision. • Assessed the adequacy of the disclosures made in the financial statements. • Obtained management representation in respect of appropriateness of estimated markdown due to slow moving and obsolete inventories (including shrinkage).
Assessment of impairment of goodwill and other intangible assets (as described in note 5 of the financial statements)	
As at March 31, 2025, the financial statements include goodwill of Rs. 150 lakhs and other intangible assets of Rs. 3,726 lakhs acquired on acquisition of Limeroad business in earlier years.	Our audit procedures, among others included the following: • Obtained an understanding of the process and controls, evaluated the design and tested the operating effectiveness of internal controls over the impairment assessment process, including preparation of the DCF model.
Considering the requirements of Indian Accounting Standard (Ind AS) 36 'Impairment of Assets', the management has tested the above-mentioned assets for impairment using a Discounted Cash Flow (DCF) model. We considered this as a key audit matter because of the significant carrying value of the above-mentioned assets and high estimation uncertainty in assumptions used such as discount rate, rate of growth over the estimation period and terminal growth rate which are affected by future market and economic conditions and, hence, are inherently uncertain.	• Evaluated the Company's accounting policy in respect of impairment assessment of goodwill and other intangible assets. • Obtained an understanding of the cash flow projections and assumptions used in the DCF model and tested the mathematical accuracy. • Assessed the recoverable value headroom by performing sensitivity testing of key assumptions used. • Involved experts to review the assumptions used by the management. • Assessed the adequacy of disclosures in the financial statements for compliance with disclosure requirements under the accounting standards.

We have determined that there are no other key audit matters to communicate in our report.

Other Information

The Company's Board of Directors is responsible for the other information. The other information comprises the Director's Report, Corporate Governance Report and Management Discussion and Analysis, but does not include the financial statements and our auditor's report thereon.

Our opinion on thefinancial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether such other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of the Management and Those Charged with Governance for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the Company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- • Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the financial statements, including the disclosures, and whether the financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the financial statements for the financial year ended March 31, 2025 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "**Annexure 1**" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, we report to the extent applicable, that:

(a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

(b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph (i)(vi) below on reporting under Rule 11(g);

(c) The Balance Sheet, the Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account ;

(d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Companies (Indian Accounting Standards) Rules, 2015, as amended;

(e) On the basis of the written representations received from the directors as on March 31, 2025 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2025 from being appointed as a director in terms of Section 164 (2) of the Act;

(f) The modification relating to the maintenance of accounts and other matters connected therewith are as stated in the paragraph (b) above on reporting under Section 143(3)(b) and paragraph (i)(vi) below on reporting under Rule 11(g)

(g) With respect to the adequacy of the internal financial controls with reference to financial statements and the operating effectiveness of such controls, refer to our separate Report in "**Annexure 2**" to this report;

(h) In our opinion, the managerial remuneration for the year ended March 31, 2025 has been paid / provided by the Company to its directors in accordance with the provisions of section 197 read with Schedule V to the Act.

(i) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, as amended in our opinion and to the best of our information and according to the explanations given to us:

i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer note 32 to the financial statements;

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses;

iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company;

iv. a) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 51 to the financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;

b) The management has represented that, to the best of its knowledge and belief, as disclosed in the note 51 to the financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall, whether, directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries; and

c) Based on such audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (a) and (b) contain any material misstatement.

v. No dividend has been declared or paid during the year by the Company.

vi. Based on our examination which included test checks, the Company has used accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software except that, audit trail feature is not enabled for direct changes to data when using certain access rights, as described in note 54 to the financial statements. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, in respect of accounting software where the audit trail has been enabled. Additionally, the audit trail of prior year has been preserved by the Company, to the extent enabled, as per the statutory requirements for record retention.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number:
301003E/E300005

per Gaurav Kumar Gupta
Partner
Membership Number: 509101
UDIN: 25509101BM0LCI8695

Place of Signature: Gurugram
Date: May 02, 2025

Annexure 'I'

referred to in paragraph under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: V-Mart Retail Limited ("the Company")

In terms of the information and explanations sought by us and given by the Company and the books of account and records examined by us in the normal course of audit and to the best of our knowledge and belief, we state that

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangibles assets.

(b) All property, plant and equipment have not been physically verified by the management during the current year. However, there is regular programme of verification once in three years which in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were identified on such verification.

(c) The title deeds of immovable properties (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee) disclosed in note 3 to the financial statements included in property, plant and equipment are held in the name of the Company. Certain lease agreements of retail stores which are not duly executed in the name of the Company, the details of immovable assets at these stores are as follows:

Description of Property	Gross carrying value (In Rs. Lakhs)	Net carrying value (In Rs. Lakhs	Held in name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in the name of Company
Leasehold improvements and immovable fixtures at 38 stores	3,060	1,118	Lease property on which leasehold improvement done and immovable fixtures are attached, were held in the name of respective landlords.	No	Various periods	The Company is in the process to renew the expired lease agreements with the respective landlords.

(d) The Company has not revalued its Property, Plant and Equipment (including Right of use assets) or intangible assets during the year ended March 31, 2025.

(e) There are no proceedings initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) Physical verification of inventory has been conducted at reasonable intervals during the year by management. In our opinion, the coverage and procedure of such verification by the management is appropriate. There were no discrepancies of 10% or more noticed, in the aggregate for each class of inventory.

(b) As disclosed in note 50(x) to the financial statements, the Company has been sanctioned working capital limits in excess of Rs. five crores in aggregate from banks during the year on the basis of security of current assets of the Company. Based on the records examined by us in the normal course of audit of the financial statements, the quarterly returns/ statements filed by the Company with such banks are in agreement with the audited books of accounts of the Company. The Company do not have sanctioned working capital limits in excess of Rs. five crores in aggregate from financial institutions during the year on the basis of security of current assets of the Company.

(iii) (a) During the year, the Company has provided loans to employees as follows:

Particulars	Loans (Amount in Rs. Lakhs)
Aggregate amount granted/ provided during the year to:	56
- Others (Loan to employees)	
Balance outstanding as at balance sheet date in respect of above cases	28
- Others (Loan to employees)	

Apart from above, during the year, the Company has not provided loans, advances in the nature of loans, stood guarantee and provided security to Limited Liability Partnerships or any other parties.

(b) During the year, the terms and conditions of the grant of loans to its employees are not prejudicial to the Company's interest. During the year, the Company has not made investments, provided guarantees, provided security and granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties.

(c) The Company has granted loans during the year to its employees where the schedule of repayment of principal, and the repayment or receipts are regular. These loans are interest free. Apart from above, the Company has not granted loans and advances in the nature of loans to companies, firms, Limited Liability Partnerships or any other parties.

(d) There are no amounts of loans granted to its employees which are overdue for more than ninety days. Apart from above, the Company has not granted loans and advances in the nature of loans to companies, firms, limited liability partnerships or any other parties.

(e) There were no loans or advance in the nature of loan granted to companies, firms, Limited Liability Partnerships or any other parties which was fallen due during the year, that have been renewed or extended or fresh loans granted to settle the overdues of existing loans given to the same parties.

(f) The Company has not granted any loans or advances in the nature of loans, either repayable on demand or without specifying any terms or period of repayment to companies, firms, Limited Liability Partnerships or any other parties. Accordingly, the requirement to report on clause 3(iii)(f) of the Order is not applicable to the Company.

(iv) There are no loans, investments, guarantees, and security in respect of which provisions of Sections 185 and 186 of the Companies Act, 2013 are applicable and accordingly, the requirement to report on clause 3(iv) of the Order is not applicable to the Company.

(v) The Company has neither accepted any deposits from the public nor accepted any amounts which are deemed to be deposits within the meaning of sections 73 to 76 of the Companies Act and the rules made thereunder, to the extent applicable. Accordingly, the requirement to report on clause 3(v) of the Order is not applicable to the Company.

(vi) To the best of our knowledge and as explained by the management, the Central Government has not specified the maintenance of cost records under Section 148(1) of the Companies Act, 2013, for the products/services of the Company.

(vii) (a) The Company is regular in depositing with appropriate authorities undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, cess and other statutory dues applicable to it. According to the information and explanations given to us and based on audit procedures performed by us, no undisputed amounts payable in respect of these statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

(b) The dues of goods and services tax, provident fund, employees' state insurance, income-tax, sales-tax, service tax, duty of custom, duty of excise, value added tax, cess, and other statutory dues have not been deposited on account of any dispute, are as follows:

Name of the statute	Nature of the dues	Amount (In Rs. Lakhs)	Amount paid under protest (In Rs. Lakhs)	Period to which the amount relates	Forum where the dispute is pending
The Income Tax Act, 1961	Income tax Act, 1961	171	-	FY 2011-12, 2013-14 and 2016-17	Commissioner Income Tax (Appeals), Kolkata
The Income Tax Act, 1961	Income tax Act, 1961	481	-	FY 2019-20	The Hon'ble High Court of Kolkata
The Income Tax Act, 1961	Income tax Act, 1961	8	-	FY 2021-22	Deputy Commissioner of Income Tax
Finance Act, 1994	Service Tax	75	38	FY 2007-08 - FY 2011-12	The Hon'ble Supreme Court of India
Punjab Value Added Tax Act, 2005	Value added tax	2	-	FY 2012-23	Excise and Taxation Commissioner (Appeals), Jalandhar
Uttarakhand Value Added Tax Act, 2008	Value added tax	8	-	FY 2016-17	Commissioner of State Goods & Service Tax, Dehradun
Central Goods and Services Tax Act, 2017	Goods and service tax	7	1	FY 2018-19	Commissioner of State Goods & Service Tax (Appeals), Uttarakhand
Central Goods and Services Tax Act, 2017	Goods and service tax	14	-	FY 2017-18	Office of the Appellate Authority, Jammu and Kashmir.
Haryana Value Added Tax Act, 2003	Value added tax	8	5	FY 2015-16	The Hon'ble High Court of Haryana
Minimum Wages Act, 1948	Wages	67	5	FY 2014-15, 2015-16, 2022-23 and 2023-24	Deputy Labour Commissioner, Uttar Pradesh and Deputy Labour Commissioner, Jharkhand
Industrial Dispute Act, 1947	Salary and wages	66	-	FY 2012-13, 2015-16, 2016-17 and 2020-21	Hon'ble District Labour Courts

(viii) The Company has not surrendered or disclosed any transaction, previously unrecorded in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year. Accordingly, the requirement to report on clause 3(viii) of the Order is not applicable to the Company

(ix) (a) The Company has not defaulted in repayment of loans or other borrowings or in the payment of interest thereon to any lender.

(b) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(c) The Company did not have any term loans outstanding during the year hence, the requirement to report on clause 3(ix)(c) of the Order is not applicable to the Company.

(d) On an overall examination of the financial statements of the Company, no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on clause 3(ix)(e) of the Order is not applicable to the Company.

(f) The Company does not have any subsidiary, associate or joint venture. Accordingly, the requirement to report on Clause 3(ix)(f) of the Order is not applicable to the Company.

(x) (a) The Company has not raised any money during the year by way of initial public offer / further public offer (including debt instruments) hence, the requirement to report on clause 3(x)(a) of the Order is not applicable to the Company.

(b) The Company has not made any preferential allotment or private placement of shares /fully or partially or optionally convertible debentures during the year under audit and hence, the requirement to report on clause 3(x)(b) of the Order is not applicable to the Company.

(xi) (a) No fraud by the Company or no material fraud on the Company has been noticed or reported during the year.

(b) During the year, no report under sub-section (12) of section 143 of the Companies Act, 2013 has been filed by cost auditor/secretarial auditor or by us in Form ADT – 4 as prescribed under Rule 13 of Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) We have taken into consideration the whistle blower complaints received by the Company during the year while determining the nature, timing and extent of audit procedures.

(xii) (a) The Company is not a nidhi Company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(a) of the Order is not applicable to the Company.

(b) The Company is not a nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(b) of the Order is not applicable to the Company.

(c) The Company is not a nidhi company as per the provisions of the Companies Act, 2013. Therefore, the requirement to report on clause 3(xii)(c) of the Order is not applicable to the Company.

(xiii) Transactions with the related parties are in compliance with Sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.

(xiv) (a) The Company has an internal audit system commensurate with the size and nature of its business.

(b) The internal audit reports of the Company issued till the date of the audit report, for the period under audit have been considered by us.

(xv) The Company has not entered into any non-cash transactions with its directors or persons connected with its directors and hence requirement to report on clause 3(xv) of the Order is not applicable to the Company.

(xvi) (a) The provisions of section 45-IA of the Reserve Bank of India Act, 1934 (2 of 1934) are not applicable to the Company. Accordingly, the requirement to report on clause 3(xvi)(a) of the Order is not applicable to the Company.

(b) The Company is not engaged in any Non-Banking Financial or Housing Finance activities. Accordingly, the requirement to report on clause 3(xvi)(b) of the Order is not applicable to the Company.

(c) The Company is not a Core Investment Company as defined in the regulations made by Reserve Bank of India. Accordingly, the requirement to report on clause 3(xvi) of the Order is not applicable to the Company.

(d) There are no other Companies part of the Group, hence, the requirement to report on clause 3(xvi)(d) of the Order is not applicable to the Company.

(xvii) The Company has not incurred cash losses in the current financial year. The Company has not incurred cash losses in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year and accordingly requirement to report on Clause 3(xviii) of the Order is not applicable to the Company.

(xix) On the basis of the financial ratios disclosed in note 52 to the financial statements, ageing and expected dates of realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) (a) In respect of other than ongoing projects, there are no unspent amounts that are required to be transferred to a fund specified in Schedule VII of the Companies Act (the Act), in compliance with second proviso to sub-section 5 of Section 135 of the Act. This matter has been disclosed in note 28B to the financial statements

(b) There are no unspent amounts in respect of ongoing projects, that are required to be transferred to a special account in compliance of provision of sub section (6) of Section 135 of Companies Act. This matter has been disclosed in note 28B to the financial statements.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number:
301003E/E300005

per Gaurav Kumar Gupta
Partner
Membership Number: 509101
UDIN: 25509101BMOLCI8695

Place of Signature: Gurugram
Date: May 02, 2025

Annexure 2

to the Independent Auditor's Report of even date on the financial statements of V-Mart Retail Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls with reference to financial statements of V-Mart Retail Limited ("the Company") as of March 31, 2025 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's Management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India ("ICAI"). These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to these financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, as specified under section 143(10) of the Act, to the extent applicable to an audit of internal financial controls, both issued by ICAI. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to these financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to these financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to these financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to these financial statements.

Meaning of Internal Financial Controls With Reference to these Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls With Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls with reference to financial statements were operating effectively as at March 31, 2025, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm Registration Number:
301003E/E300005

per Gaurav Kumar Gupta
Partner
Membership Number: 509101
UDIN: 25509101BM0LCI8695

Place of Signature: Gurugram
Date: May 02, 2025

Balance sheet as at March 31, 2025

CIN - L51909DL2002PLC163727

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2025	As at March 31, 2024
ASSETS			
Non-current assets			
Property, plant and equipment	3	52,741	48,980
Capital work-in-progress	4	431	384
Goodwill	5	150	150
Other intangible assets	5	3,973	4,979
Right of use assets	45	46,988	1,11,965
Financial assets			
Other financial assets	8	4,618	2,614
Income tax asset (net)	9	678	536
Deferred tax assets (net)	10	8,488	8,206
Other non-current assets	11	2,978	3,241
Total non-current assets (A)		**1,21,045**	**1,81,055**
Current assets			
Inventories	12	98,683	81,607
Financial assets			
Investments	6	505	470
Cash and cash equivalents	13	3,942	2,723
Loans	7	28	23
Other financial assets	8	3,997	4,744
Other current assets	11	15,424	13,911
Total current assets (B)		**1,22,579**	**1,03,478**
Total assets (A+B)		**2,43,624**	**2,84,533**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	1,980	1,978
Other equity	15	79,038	72,721
Total equity (C)		**81,018**	**74,699**
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	45	44,097	1,19,354
Employee benefit obligations	19	1,700	1,260
Total non-current liabilities (D)		**45,797**	**1,20,614**
Current liabilities			
Financial liabilities			
Borrowings	16	14,896	11,000
Lease liabilities	45	19,258	8,771
Trade payables			
a) total outstanding dues of micro enterprises and small enterprises	17	19,212	19,674
b) total outstanding dues of creditors other than micro enterprises and small enterprises	17	56,986	43,692
Other financial liabilities	18	4,447	3,815
Employee benefit obligations	19	743	599
Current tax liabilities (net)	9	76	69
Other current liabilities	20	1,191	1,600
Total current liabilities (E)		**1,16,809**	**89,220**
Total liabilities (F) = (D+E)		**1,62,606**	**2,09,834**
Total equity and liabilities (C+F)		**2,43,624**	**2,84,533**
Summary of material accounting policies	2.2		

The accompanying notes form an integral part of the financial statements

As per our report of even date attached
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 301003E/E300005

per Gaurav Kumar Gupta
Partner
Membership Number: 509101

Place: Gurugram
Date: May 02, 2025

For and on behalf of the board of directors of
V-Mart Retail Limited
CIN - L51909DL2002PLC163727

Madan Gopal Agarwal
Whole Time Director
DIN No. 02249947

Lalit Agarwal
Managing Director
DIN No. 00900900

Anand Agarwal
Chief Financial Officer

Megha Tandon
Company Secretary
Mem. No. F10732

Place: Gurugram
Date: May 02, 2025

Statement of profit and loss for the year ended March 31, 2025

CIN - L51909DL2002PLC163727

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2025	For the year ended March 31, 2024
INCOME			
Revenue from operations	21	3,25,386	2,78,560
Other income	22	1,212	2,095
Total income (I)		**3,26,598**	**2,80,655**
EXPENSES			
Purchase of traded goods	23	2,30,048	1,77,053
(Increase)/ decrease in inventories of traded goods	24	(17,076)	5,456
Employee benefits expense	25	36,338	28,707
Finance costs	26	13,646	14,237
Depreciation and amortization expense	27	23,299	22,213
Other expenses	28	38,365	46,039
Total expenses (II)		**3,24,620**	**2,93,705**
Profit/ (loss) before exceptional item and tax (III)=(I) - (II)		**1,978**	**(13,050)**
Exceptional gain (IV)	46	2,418	-
Profit/ (loss) before tax (V) = (III) + (IV)		**4,396**	**(13,050)**
Tax expense	29		
Current tax		7	-
Tax related to earlier years		-	(454)
Deferred tax credit		(188)	(2,920)
Total tax expense/ (credit) (VI)		**(181)**	**(3,374)**
Profit/ (loss) for the year (VII)=(V)-(VI)		**4,577**	**(9,676)**
Other comprehensive income/(loss)			
Items that will not be reclassified to profit or loss:			
Remeasurement (loss)/gain on net defined benefit obligations	34	(375)	85
Income tax effect	29	94	(21)
Total other comprehensive (loss)/income (net of tax) (VIII)		**(281)**	**64**
Total comprehensive income/ (loss) for the year (IX) = (VII)+(VIII)		**4,296**	**(9,612)**
Earning/(loss) per share [nominal value of share Rs. 10 (March 31, 2024 : Rs. 10)]	30		
Basic (in Rs.)		23.12	(48.93)
Diluted (in Rs.)		22.89	(48.93)
Summary of material accounting policies	2.2		

The accompanying notes form an integral part of the financial statements

As per our report of even date attached
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 301003E/E300005

per Gaurav Kumar Gupta
Partner
Membership Number: 509101

Place: Gurugram
Date: May 02, 2025

For and on behalf of the board of directors of
V-Mart Retail Limited
CIN - L51909DL2002PLC163727

Madan Gopal Agarwal
Whole Time Director
DIN No. 02249947

Lalit Agarwal
Managing Director
DIN No. 00900900

Anand Agarwal
Chief Financial Officer

Megha Tandon
Company Secretary
Mem. No. F10732

Place: Gurugram
Date: May 02, 2025

Statement of changes in equity for the year ended March 31, 2025

CIN - L51909DL2002PLC163727

(All amounts in Rs. Lakhs, unless otherwise stated)

A. Equity share capital

Particulars	Number of shares	Amount
Equity share of Rs. 10 each issued, subscribed and fully paid		
As at April 01, 2023	1,97,72,463	1,977
Issue of equity share capital under Employee Stock Option Scheme (refer note 35)	4,162	1
As at March 31, 2024	**1,97,76,625**	**1,978**
Issue of equity share capital under Employee Stock Option Scheme (refer note 35)	22,916	2
As at March 31, 2025	**1,97,99,541**	**1,980**

B. Other equity

Particulars (refer note 15)	Reserves and surplus				Total
	Securities premium account	Amalgamation reserve	Retained earnings	Shares option outstanding account	
As at April 01, 2023	48,696	155	32,797	1,275	82,923
Loss for the year	-	-	(9,676)	-	(9,676)
Other comprehensive income (net of tax)	-	-	64	-	64
Recognition of share based payment expenses (refer note 35)	-	-	-	(663)	(663)
Transfer from share option outstanding account on exercise of options	19	-	-	(19)	-
Share premium received against issue of shares to employees under ESOP scheme	73	-	-	-	73
As at March 31, 2024	**48,788**	**155**	**23,185**	**593**	**72,721**
Profit for the year	-	-	4,577	-	4,577
Other comprehensive loss (net of tax)	-	-	(281)	-	(281)
Recognition of share based payment expenses (refer note 35)	-	-	-	1,608	1,608
Share premium received against issue of shares to employees under ESOP scheme	413	-	-	-	413
As at March 31, 2025	**49,201**	**155**	**27,481**	**2,201**	**79,038**

Summary of material accounting policies (refer note 2.2)

The accompanying notes form an integral part of the financial statements

As per our report of even date attached
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 301003E/E300005

per Gaurav Kumar Gupta
Partner
Membership Number: 509101

Place: Gurugram
Date: May 02, 2025

For and on behalf of the board of directors of
V-Mart Retail Limited
CIN - L51909DL2002PLC163727

Madan Gopal Agarwal
Whole Time Director
DIN No. 02249947

Lalit Agarwal
Managing Director
DIN No. 00900900

Anand Agarwal
Chief Financial Officer

Megha Tandon
Company Secretary
Mem. No. F10732

Place: Gurugram
Date: May 02, 2025

Statement of cash flows for the year ended March 31, 2025

CIN - L51909DL2002PLC163727

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	As at March 31, 2025	As at March 31, 2024
A. Operating activities		
Profit/ (loss) before tax	4,396	(13,050)
Adjustments to reconcile profit/(loss) before tax to net cash flows:		
Depreciation and amortization expense	23,299	22,213
Finance costs	13,646	14,237
Loss on sale/discard of property, plant and equipment (net)	265	237
Capital work in progress written off	-	27
Profit on termination of lease	(232)	(1,180)
Impairment allowance on other assets	211	553
Balances written off	84	30
Exceptional gain (Refer note 46)	(2,418)	-
Employee stock option expense	1,608	(663)
Interest income	(409)	(325)
Profit on sale of investments (net)	(29)	(12)
Fair value gain on investment designated at FVTPL	(35)	(32)
Liabilities no longer required, written back	(267)	(344)
Operating profit before working capital changes	**40,119**	**21,691**
Changes in working capital :		
Increase in financial assets and loans	(102)	(1,685)
Increase in other assets	(1,612)	(1,861)
(Increase)/ decrease in inventories	(17,076)	5,456
Increase in trade payables	13,099	14,877
Increase/ (decrease) in other financial liabilities	854	(545)
(Decrease)/ increase in other liabilities	(409)	732
Increase in employee benefit obligations	209	183
Cash flow generated from operations	**35,082**	**38,848**
Income tax paid (net of refunds)	(142)	(259)
Net cash flow generated from operating activities (A)	**34,940**	**38,589**
B. Investing activities		
Purchase of property, plant and equipment including other intangible assets, capital work in progress and capital advances	(12,382)	(12,091)
Proceeds from sale of property, plant and equipment	146	32
Payment in respect of right of use assets (lease registration charges)	(224)	(212)
Purchase of investments	(26,673)	(11,399)
Proceeds from sale of investments	26,702	11,827
Interest received	131	69
Movement in bank deposits (net)	71	-
Net cash flows used in investing activities (B)	**(12,229)**	**(11,774)**
C. Financing activities		
Proceeds from issue of equity shares including securities premium	415	74
Proceeds/ (repayment) from/of short term borrowings (net)	3,896	(3,783)
Payment of principal portion of lease liabilities	(12,226)	(7,922)
Finance charges on lease liabilities	(11,247)	(12,436)
Finance costs paid	(2,330)	(1,831)
Net cash flows used in financing activities (C)	**(21,492)**	**(25,898)**
D. Net increase in cash and cash equivalents (A+B+C)	**1,219**	**917**
E. Cash and cash equivalents at the beginning of the year	2,723	1,806
F. Cash and cash equivalents at the end of the year (D+E)	**3,942**	**2,723**

Statement of cash flows for the year ended March 31, 2025

CIN - L51909DL2002PLC163727

(All amounts in Rs. Lakhs, unless otherwise stated)

Notes:

1 Refer note 38 for changes in liabilities arising from financing activities.

2 Refer note 28B. for CSR expenditure incurred during the current year and previous year.

3 **Components of cash and cash equivalents**

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks:		
- on current account	17	21
- on cash credit Account	1,362	657
Cash on hand	1,859	1,193
Other receivables	704	852
Total	**3,942**	**2,723**

Summary of material accounting policies (refer note 2.2)

The accompanying notes form an integral part of the financial statements

As per our report of even date attached
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 301003E/E300005

per Gaurav Kumar Gupta
Partner
Membership Number: 509101

Place: Gurugram
Date: May 02, 2025

For and on behalf of the board of directors of
V-Mart Retail Limited
CIN - L51909DL2002PLC163727

Madan Gopal Agarwal
Whole Time Director
DIN No. 02249947

Lalit Agarwal
Managing Director
DIN No. 00900900

Anand Agarwal
Chief Financial Officer

Megha Tandon
Company Secretary
Mem. No. F10732

Place: Gurugram
Date: May 02, 2025

Notes to financial statements for the year ended March 31, 2025

CIN - L51909DL2002PLC163727

(All amounts in Rs. Lakhs, unless otherwise stated)

1 Corporate information

V-Mart Retail Limited the 'Company', incorporated on July 24, 2002, is a public limited company with its equity shares listed on Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India (NSE). The Company retails readymade garments, accessories, etc. and is engaged in the business of "Value Retailing" through the chain of stores situated at various cities in India. The Company also operates digital marketplace platform that facilitates transaction between third party sellers and buyers.

The Company is domiciled in India with registered office situated at 610-611, Guru Ram Dass Nagar, Main Market, Opposite SBI Bank, Laxmi Nagar, New Delhi- 110092 and corporate office situated at Plot No-862, Udyog Vihar Industrial Area, Phase V, Gurugram-122016.

The financial statements were approved for issue in accordance with a resolution of the directors on May 02, 2025

2 Material accounting policies

2.1 Statement of compliance and basis of preparation

The financial statements of the Company have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under the Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and presentation requirements of Division II of Schedule III to the Companies Act, 2013, (Ind AS compliant Schedule III), as applicable to the financial statements.

The financial statements have been prepared on a historical cost basis, except for the following assets and liabilities which have been measured at fair value:

- Certain financial assets and liabilities that are measured at fair value, and
- Equity settled ESOP at grant date fair value

The accounting policies and related notes further described the specific measurements applied for each of the assets and liabilities

The Company has prepared the financial statements on the basis that it will continue to operate as a going concern.

The financial statements are presented in Rupees (Rs.) and all values are rounded to the nearest lakhs (Rs.00,000), except when otherwise stated.

2.2 Summary of material accounting policies

a. Business Combination and Goodwill

The Company applies the acquisition method to account for business combination. The consideration transferred for the acquisition of a business comprises:

- fair values of the assets transferred,
- liabilities incurred to the former owners of the acquired business,
- equity interests issued/ cash consideration paid by the Company, and
- fair value of any asset or liability resulting from a contingent consideration arrangement.

At acquisition date, the identifiable assets acquired and the liabilities and contingent liabilities assumed in a business combination are recognised at their acquisition date fair values.

The excess of the fair value of consideration over the identifiable net asset acquired is recorded as goodwill. If the fair value of the net assets acquired is in excess of the aggregate consideration transferred, the Company re-assesses whether it has correctly identified all of the assets acquired and all of the liabilities assumed and reviews the procedures used to measure the amounts to be recognised at the acquisition date. If the reassessment still results in an excess of the fair value of net assets acquired over the aggregate consideration transferred, then the gain is recognised in OCI and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the entity recognises the gain directly in equity as capital reserve, without routing the same through OCI.

Acquisition-related costs are expensed as incurred. Any contingent consideration to be transferred by the Company is recognised at fair value at the acquisition date. Subsequent changes to the fair value of the contingent consideration that is deemed to be an asset or liability is recognised in the statement of profit and loss. Contingent consideration that is classified as equity is not re-measured, and its subsequent settlement is accounted for within the equity.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

If the initial accounting for a business combination is incomplete by the end of the reporting period in which the combination occurs, the Company reports provisional amounts for the items for which the accounting is incomplete. Those provisional amounts are adjusted through goodwill during the measurement period, or additional assets or liabilities are recognised, to reflect new information obtained about facts and circumstances that existed at the acquisition date that, if known, would have affected the amounts recognized at that date. These adjustments are called as measurement period adjustments. The measurement period does not exceed one year from the acquisition date.

b. Current versus non-current classification

The Company segregates assets and liabilities into current and non-current categories for presentation in the balance sheet after considering its normal operating cycle and other criteria set out in Ind AS 1, "Presentation of Financial Statements". For this purpose, current assets and liabilities include the current portion of non-current assets and liabilities respectively. Deferred tax assets and liabilities are always classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realisation in cash and cash equivalents. The Company has identified twelve months as its operating cycle for determining current and non-current classification of assets and liabilities in the Balance sheet.

c. Foreign Currencies

The Company's financial statements are presented in Rs. which is also its functional currency. Transactions in currencies other than the Company's functional currency (foreign currencies) are recognised at the rates of exchange prevailing at the dates of the transactions. At the end of each reporting period, monetary items denominated in foreign currencies are retranslated at the rates prevailing at that date. Exchange differences arising on settlement or translation of monetary items are recognised in the statement of profit or loss.

Non-monetary items that are measured in terms of historical cost in a foreign currency are translated using the exchange rates at the dates of the initial transactions. Non-monetary items measured at fair value in a foreign currency are translated using the exchange rates at the date when the fair value is determined. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognised in OCI or profit or loss are also recognised in OCI or profit or loss, respectively).

d. Fair value measurement

The Company measures financial instruments, such as, investments in mutual funds at fair value at each balance sheet date.

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible by the Company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 - Quoted (unadjusted) market prices in active markets for identical assets or liabilities.
- Level 2 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.
- Level 3 - Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

Disclosures for valuation methods, significant estimates and assumptions (notes 31 and 41)

Quantitative disclosures of fair value measurement hierarchy (note 42)

Financial instruments (including those carried at amortised cost) (notes 7, 8, 16, 17, 18 and 45)

e. Revenue from contracts with customers

Revenue from contracts with customers is recognised when control of the goods or services are transferred to the customer at an amount that reflects the consideration to which the Company expects to be entitled in exchange for those goods or services. The Company has generally concluded that it is the principal in its revenue arrangements because it typically controls the goods before transferring them to the customer. Payment terms with customers are immediate payment on delivery of goods with no credit extended to the customer.

i) **Sale of traded goods:**

Revenue from sale of traded goods is recognised at the point in time when control of the goods is transferred to the customer, generally on delivery of the goods.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts, schemes, Goods and Service Tax (GST) offered by the Company as part of the contract. Retail sales are recognised on delivery of the merchandise to the customer, when the property in goods and control are transferred for a price and no effective ownership control is retained. Where the Company is the principal in the transaction the Sales are recorded at their gross values.

ii) **Sale of service**

The Company's performance obligation is to facilitate the transaction between the buyer and the seller by providing access to its online marketplace platform. Revenue is recognized at a point in time, when the transaction between the buyer and seller is completed through the platform. The transaction price is the commission fee earned by the Company, which is a percentage of the gross transaction value.

iii) **Interest income**

Interest income is recognised on accrual basis using Effective Interest Rate (EIR) method.

iv) **Contract balances (contract liabilities)**

A contract liability is recognised if a payment is received or a payment is due (whichever is earlier) from a customer before the Company transfers the related goods or services. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e., transfers control of the related goods or services to the customer).

There are no contract assets and trade receivables as the Company operates retail stores and digital marketplace and there is no credit sales.

f. Taxes

Tax expense comprise current tax expense and deferred tax.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside the statement of profit or loss is recognized outside statement of profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and recognise provisions where appropriate. The Company reflects the effect of uncertainty for each uncertain tax treatment by using either most likely method or expected value method, depending on which method predicts better resolution of the treatment.

Deferred tax

Deferred tax is provided using the balance sheet approach on temporary differences between the tax base of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences, except when the deferred tax liability arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss and does not give rise to equal taxable and deductible temporary differences.

Deferred tax assets are recognized for all deductible temporary differences, the carry forward of unused tax credits and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized, except when the deferred tax asset relating to the deductible temporary difference arises from the initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilized. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized, or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity which intends either to settle current tax liabilities and assets on a net basis, or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

g. Property, plant and equipment and Capital work-in-progress (CWIP)

i. **Property, plant and equipment**

Freehold land is stated at cost only. All other assets under property, plant and equipment are stated at cost, less accumulated depreciation and accumulated impairment losses, if any. The cost comprises of purchase price, taxes, duties, freight and other incidental expenses directly attributable and related to acquisition and installation of the concerned assets and are further adjusted by the amount of input tax credit availed wherever applicable. Such cost includes the cost of replacing part of the plant and equipment.

When significant parts of plant and equipment are required to be replaced at intervals, the Company depreciates them separately based on their specific useful lives. Likewise, when a major rennovation is performed, its cost is recognised in the carrying amount of the plant and equipment as a replacement if the recognition criteria are satisfied. All other repair and maintenance costs are recognised in the statement of profit or loss as incurred.

ii. **Capital work in progress**

Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

iii. **Depreciation**

Depreciation is provided on the straight-line method computed on the basis of useful life, in respect of certain class of assets, the Company has assessed the useful lives (as mentioned in the table below) lower than as prescribed in Schedule II, based on the technical assessment. The Company has used following useful lives to provide depreciation on property, plant and equipment:

Category	Useful life estimated by the management based on technical assessment (years)	Useful life as per Schedule II (years)
Plant and machinery	3-9 years	15 years
Office equipment	3-5 years	5 years
Computers	3-6 years	3-6 years
Furniture and fixtures	3-10 years	10 years
Vehicles	8 years	8 years
Leasehold improvement	3-15 years or lease term whichever is lower	Lease term

The Company, based on technical assessment made by technical expert and management estimate, depreciates certain items of plant and machinery over estimated useful lives which are different from the useful life prescribed in Schedule II to the Companies Act, 2013. The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

An item of property, plant and equipment and any significant part initially recognised is derecognised upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

h. Other intangible assets

Intangible assets acquired separately are measured on initial recognition at cost. The cost of intangible assets acquired in a business combination is their fair value at the date of acquisition. Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses, if any.

Intangible assets with finite lives are amortised over the useful economic life and assessed for impairment whenever there is an indication that the intangible asset may be impaired. The amortisation period and the amortisation method for an intangible asset with a

finite useful life are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on other intangible assets with finite lives is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

The useful lives of Goodwill and other intangible assets are assessed as finite or indefinite as follows:

Goodwill and other intangible assets	Estimated useful life (Years)
Computer Software	6 years
Technology	5 years
Non-compete	30 months based on agreed terms as per contract
Brand	10 years
Goodwill	Infinite life

An intangible asset is derecognised upon disposal (i.e. at the date the recipient obtains control) or when no future economic benefits are expected from its use. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Statement of profit and loss.

i. Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale (qualifying asset) are capitalised as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

j. Leases

The Company assesses at contract inception whether a contract is, or contains, a lease. That is, if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration.

Company as a lessee

The Company's lease asset classes primarily comprise of lease for stores, warehouse and office premises. The Company applies a single recognition and measurement approach for all leases, except for short-term leases. The Company recognises lease liabilities to make lease payments and right-of-use assets representing the right to use the underlying assets.

Right-of-use assets

The Company recognises right of use assets at the commencement date of the lease (i.e. the date the underlying asset is available for use). Right of use assets are measured at cost, less accumulated depreciation, impairment losses, if any and adjusted for any remeasurement of lease liabilities. The cost of right of use assets includes the amount of lease liabilities recognised, initial direct cost incurred, and lease payments made at or before the commencement date less any lease incentives received. Right of use assets are depreciated on a straight line basis over the shorter of the lease term and the estimated useful lives of the assets as follows:

Particulars	Lease term (In years)
Building (Stores, warehouse and office premises)	3 to 14 years
Plant and machinery	5 years

If ownership of the leased asset transfers to the Company at the end of the lease term or the cost reflects the exercise of a purchase option, depreciation is calculated using the estimated useful life of the asset.

The right-of-use assets are also subject to impairment. Refer to the accounting policies in section (l) Impairment of non-financial assets.

Lease liabilities

The Company recognises lease liabilities measured at the present value of lease payments to be made over the lease term. The lease payments include fixed payments (including in substance fixed payments) less any lease incentives receivable, variable lease payments that depend on a rate, and amounts expected to be paid under residual value guarantees. The lease term reflects the Company exercising the option to terminate. Variable lease payments that do not depend on a rate are recognised as expenses in the period in which the event or condition that triggers the payment occurs.

In calculating the present value of lease payments, the Company uses its incremental borrowing rate at the lease commencement date because the interest rate implicit in the lease is not readily determinable. After the commencement date, the amount of lease liabilities is increased to reflect the accretion of interest and reduced for the lease payments made. In addition, the carrying amount of lease liabilities is remeasured if there is a modification, a change in the lease term, a change in the lease payments (e.g., changes to future payments resulting from a change in rate used to determine such lease payments) or a change in the assessment of an option to purchase the underlying asset.

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Short-term leases

The Company applies the short-term lease recognition exemption to its short-term leases of rented premises and office equipment (i.e., those leases that have a lease term of 12 months or less from the commencement date and do not contain a purchase option). Lease payments on short-term leases are recognised as expense on a straight-line basis over the lease term.

k. Inventories

Inventories are valued as follows:

a) **Packing material and accessories:** At lower of cost and net realisable value. Cost includes purchase price and other direct costs and is determined on a "first in, first out" basis.

b) **Traded goods:** At lower of cost and net realisable value. Cost includes purchase price and other incidental costs incurred in bringing the traded goods to its present location and condition. Cost is determined based on "first in first out" method.

Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and the estimated costs necessary to make the sale.

l. Impairment of non-financial assets (including goodwill)

The Company assesses, at each reporting date, whether there is an indication that an asset may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. The recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or group of assets. When the carrying amount of an asset or CGU exceeds its recoverable amount, the asset is considered impaired and is written down to its recoverable amount.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. In determining fair value less costs of disposal, recent market transactions are considered, if available. If no such transactions can be identified, an appropriate valuation model is used.

The Company bases its impairment calculation on detailed budgets and forecast calculations, which are prepared separately for each of the Company's CGUs to which the individual assets are allocated. These budgets and forecast calculations generally cover a period of five years. For longer periods, a long-term growth rate is calculated and applied to project future cash flows after the fifth year. To estimate cash flow projections beyond periods covered by the most recent budgets/forecasts, the Company extrapolates cash flow projections in the budget using a steady or declining growth rate for subsequent years, unless an increasing rate can be justified. In any case, this growth rate does not exceed the long-term average growth rate for the products, industries, or country or countries in which the Company operates, or for the market in which the asset is used.

After impairment, depreciation is provided on the revised carrying amount of the asset over its remaining useful life (including right of use assets).

For assets excluding goodwill, an assessment is made at each reporting date to determine whether there is an indication that previously recognised impairment losses no longer exist or have decreased. If such indication exists, the Company estimates the asset's or CGU's recoverable amount. A previously recognised impairment loss is reversed only if there has been a change in the assumptions used to determine the asset's recoverable amount since the last impairment loss was recognised. The reversal is limited so that the carrying amount of the asset does not exceed its recoverable amount, nor exceed the carrying amount that would have been determined, net of depreciation, had no impairment loss been recognised for the asset in prior years. Such reversal is recognised in the statement of profit and loss unless the asset is carried at a revalued amount, in which case, the reversal is treated as a revaluation increase.

Goodwill is tested for impairment annually at reporting date and when circumstances indicate that the carrying value may be impaired. Impairment is determined for goodwill by assessing the recoverable amount of each CGU (or group of CGUs) to which the goodwill relates. When the recoverable amount of the CGU is less than it's carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Impairment losses are recognized in the statement of profit and loss.

m. Provisions and contingent liability

Provisions

Provision are recognized when the Company has a present obligation (legal or constructive) as a result of past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is

virtually certain. The expense relating to a provision is presented in the statement of profit and loss net of any reimbursement.

If the effect of the time value of money is material, provisions are discounted using a current pre-tax rate that reflects, when appropriate, the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognized as a finance cost.

Provisions are reviewed at the end of each reporting period and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligations, the provision is reversed.

Contingent liability

Contingent liability is:

(a) a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity, or

(b) a present obligation that arises from past events but is not recognized because;

- it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation, or
- the amount of the obligation cannot be measured with sufficient reliability.

The Company does not recognize a contingent liability but discloses its existence and other required disclosures in notes to the financial statements, unless the possibility of any outflow in settlement is remote.

n. Retirement and other employee benefits

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company has no obligation, other than the contribution payable to the provident fund. The Company recognizes contribution payable to the provident fund scheme as an expense, when an employee renders the related service. If the contribution payable to the scheme for service received before the balance sheet date exceeds the contribution already paid, the deficit payable to the scheme is recognized as a liability after deducting the contribution already paid. If the contribution already paid exceeds the contribution due for services received before the balance sheet date, then excess is recognized as an asset to the extent that the pre-payment will lead to, for example, a reduction in future payment or a cash refund.

The Company operates a defined benefit gratuity plan and the cost of providing benefits under the defined benefit plan is determined using the projected unit credit method.

Remeasurements, comprising of actuarial gains and losses, the effect of the asset ceiling, excluding amounts included in net interest on the net defined benefit liability, are recognised immediately in the balance sheet with a corresponding debit or credit to retained earnings through OCI in the period in which they occur. Remeasurements are not reclassified to profit or loss in subsequent periods.

Net interest is calculated by applying the discount rate to the net defined benefit liability. The Company recognises the following changes in the net defined benefit obligation as an expense in the Statement of profit and loss:

- Service costs comprising current service costs, past-service costs, gains and losses on curtailments and non-routine settlements; and
- Net interest expense.

Accumulated leave, which is expected to be utilized within the next 12 months, is treated as short-term employee benefit. The Company measures the expected cost of such absences as the additional amount that it expects to pay as a result of the unused entitlement that has accumulated at the reporting date. The Company recognizes expected cost of short-term employee benefit as an expense, when an employee renders the related service.

The Company treats accumulated leave expected to be carried forward beyond twelve months, as long-term employee benefit for measurement purposes. Such long-term compensated absences are provided for based on the actuarial valuation using the projected unit credit method at the reporting date. Actuarial gains/losses are immediately taken to the statement of profit and loss and are not deferred. The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer the settlement for at least twelve months after the reporting date.

o. Share-based payments

Employees (including senior executives) of the Company receive remuneration in the form of share-based payments, whereby employees render services as consideration for equity instruments which are classified as equity-settled transactions.

Equity-settled transactions

The cost of equity-settled transactions is determined by the fair value at the date when the grant is made using an appropriate valuation model. That cost is recognised as an employee benefit expense with a corresponding increase in 'Shares Option Outstanding Account' in other equity, over the period in which the performance and/or service conditions are fulfilled.

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The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest.

The expense or credit in the statement of profit and loss for a year represents the movement in cumulative expense recognised as at the beginning and end of that year and is recognised in employee benefits expense. Further details are provided in note 35.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

When the terms of an equity-settled award are modified, the minimum expense recognised is the expense had the terms not been modified, if the original terms of the award are met. An additional expense is recognised for any modification that increases the total fair value of the share-based payment transaction, or is otherwise beneficial to the employee as measured at the date of modification. Where an award is cancelled by the entity or by the counterparty, any remaining element of the fair value of the award is expensed immediately through the profit or loss.

The dilutive effect of outstanding options is reflected as additional share dilution in the computation of diluted earnings per share.

p. Financial Instruments

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Financial assets

Initial recognition and measurement

Financial assets are classified, at initial recognition, as subsequently measured at amortised cost, fair value through other comprehensive income (OCI), and fair value through profit or loss.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them. The Company initially measures a financial asset at its fair value plus, in the case of a financial asset not at fair value through profit or loss, transaction costs.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

Subsequent measurement

For purposes of subsequent measurement, financial assets are classified in two categories:

- Financial assets at amortized cost
- Financial assets at fair value through profit or loss
- Financial assets at fair value through other comprehensive income (FVTOCI) (debt instruments)
- Financial assets designated at fair value through OCI (equity instruments)

Financial assets at amortized cost

A 'financial asset' is measured at the amortised cost if both the following conditions are met:

(i) The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

(ii) Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, financial assets are subsequently measured at amortized cost using the effective interest rate (EIR) method and are subject to impairment as per the accounting policy applicable to 'Impairment of financial assets'. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of EIR.

The EIR amortisation is included in ""Other income"" in the statement of profit or loss. The losses arising from impairment are recognised in the statement of profit or loss. The Company's financial assets at amortised cost includes loan to employees, security deposits, amount recoverable from others, bank deposits.

Financial assets at FVTPL

Financial assets in this category are those that are held for trading and have been either designated by management upon initial recognition or are mandatorily required to be measured at fair value under Ind AS 109 i.e. they do not meet the criteria for classification as measured at amortised cost or FVOCI. Management only designates an instrument at FVTPL upon initial recognition, if the designation eliminates, or significantly reduces, the inconsistent treatment that would otherwise arise from measuring the assets or liabilities or recognising gains or losses on them on a different basis. Such designation is determined on an instrument-by-instrument basis. For the Company, this category includes mutual fund investments.

Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value recognised in the statement of profit and loss.

Financial assets at fair value through other comprehensive income (FVTOCI) (debt instruments)

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. For debt instruments, at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.

Financial assets designated at fair value through OCI (equity instruments)

Upon initial recognition, the Company can elect to classify irrevocably its equity investments as equity instruments designated at fair value through OCI when they meet the definition of equity under Ind AS 32 Financial Instruments: Presentation for the issuer and are not held for trading. The classification is determined on an instrument-by-instrument basis. Equity investment which are held for trading and contingent consideration recognised by an acquirer in a business combination to which Ind AS 103 applies are classified as at FVTPL.

Gains and losses on these financial assets are never recycled to profit or loss. Dividends are recognised as other income in the statement of profit and loss when the right of payment has been established, except when the Company benefits from such proceeds as a recovery of part of the cost of the financial asset, in which case, such gains are recorded in OCI. Equity instruments designated at fair value through OCI are not subject to impairment assessment.

Derecognition

A financial asset, or part of a financial assets, is primarily derecognised (i.e. removed from the Company's balance sheet) when :

(i) The rights to receive cash flows from the assets have expired , or

(ii) The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement; and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

When the Company has transferred its rights to receive cash flows from an asset or has entered into a pass-through arrangement, it evaluates if and to what extent it has retained the risks and rewards of ownership. When it has neither transferred nor retained substantially all of the risks and rewards of the asset, nor transferred control of the asset, the Company continues to recognise the transferred asset to the extent of the Company's continuing involvement. In that case, the Company also recognises an associated liability. The transferred asset and the associated liability are measured on a basis that reflects the rights and obligations that the Company has retained.

Impairment of financial assets

The Company recognises an allowance for expected credit losses (ECLs) for all debt instruments not held at fair value through profit or loss. ECLs are based on the difference between the contractual cash flows due in accordance with the contract and all the cash flows that the Company expects to receive, discounted at an approximation of the original effective interest rate. The expected cash flows will include cash flows from the sale of collateral held or other credit enhancements that are integral to the contractual terms.

ECLs are recognised in two stages. For credit exposures for which there has not been a significant increase in credit risk since initial recognition, ECLs are provided for credit losses that result from default events that are possible within the next 12-months (a 12-month ECL). For those credit exposures for which there has been a significant increase in credit risk since initial recognition, a loss allowance is required for credit losses expected over the remaining life of the exposure, irrespective of the timing of the default (a lifetime ECL).

For financial assets measured at amortised cost, the Company applies a simplified approach in calculating ECLs. Therefore, the Company does not track changes in credit risk, but instead recognises a loss allowance based on lifetime ECLs at each reporting date. The Company has established a provision matrix that is based on its historical credit loss experience, adjusted for forward-looking factors specific to the debtors and the economic environment.

Financial liabilities

Initial recognition and measurement

Financial liabilities are classified, at initial recognition, as financial liabilities at fair value through profit or loss, loans and borrowings, payables. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

The Company's financial liabilities include trade and other payables, lease liabilities and borrowings (including bank overdrafts).

Subsequent measurement

For purposes of subsequent measurement, financial liabilities are classified in two categories:

- Financial liabilities at fair value through profit or loss

- Financial liabilities at amortised cost (loans and borrowings)

Financial liabilities at fair value through profit or loss

Financial liabilities at fair value through profit or loss include financial liabilities held for trading and financial liabilities designated upon initial recognition as at fair value through profit or loss.

Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term.

Gains or losses on liabilities held for trading are recognised in the statement of profit or loss.

Financial liabilities are designated upon initial recognition as at fair value through profit or loss only if the criteria in Ind AS 109 are satisfied. For liabilities designated as FVTPL, fair value gains/ losses attributable to changes in own credit risk are recognized in OCI. These gains/ losses are not subsequently transferred to P&L. However, the Company may transfer the cumulative gain or loss within equity. All other changes in fair value of such liability are recognised in the statement of profit and loss. The Company has not designated any financial liability as at fair value through profit or loss.

Financial liabilities at amortised cost

After initial recognition, interest-bearing borrowings are subsequently measured at amortised cost using the Effective Interest Rate ("EIR") method. Gains and losses are recognised in profit or loss when the liabilities are derecognised as well as through the EIR amortisation process.

Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the statement of profit and loss. This category generally applies to borrowings.

Supplier finance arrangement

The Company has existing established supplier finance arrangements. The Company evaluates whether financial liabilities covering such arrangements continue to be classified within trade payables, or they need to be classified as a borrowing or as part of other financial liabilities/ as a separate line item on the face of the balance sheet. Such evaluation requires exercise of judgment basis specific terms of the arrangement.

The Company classifies financial liabilities covered under supplier finance arrangement within trade payables in the balance sheet only if (i) the obligation represents a liability to pay for goods and services, (ii) is invoiced and formally agreed with the supplier, (iii) is part of the working capital used in its normal operating cycle, (iv) the company is not legally released from its original obligation to the supplier, and has not assumed a new obligation toward the bank and/or another party (iv) there is no substantial modification to the terms of the liability.

If one or more of the above criteria are not met, the Company derecognises its original liability toward the supplier and recognise a new liability toward the bank which is classified as bank borrowing or

other financial liability, depending on factors such as whether the Company (i) has obligation toward bank, (ii) is getting extended credit period such that obligation is no longer part of its working capital cycle, (iii) is paying interest directly or indirectly, (iv) has provided guarantee or security, and/ or (v) is recognized as borrower in the bank books.

Cash flows related to liabilities arising from supplier finance arrangements that continue to be classified in trade payables in the balance sheet are included in operating activities in the statement of cash flows, when the Company finally settles the liability.

In cases, where the Company has derecognised its original liability toward the supplier and recognise a new liability toward the bank, the Company has assessed that the bank is acting as its agent in making payment to the supplier. Accordingly, the Company presents operating cash outflow and financing cash inflow, when bank makes payment to the supplier. The payment made by the Company to the bank toward interest, if any, as well as on settlement is presented as financing cash outflow.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the derecognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognised in the statement of profit and loss.

Offsetting of financial instruments:

Financials assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Reclassification of financial assets:

The Company determines classification of financial assets and liabilities on initial recognition. After initial recognition, no reclassification is made for financial assets which are equity instruments and financial liabilities. For financial assets which are debt instruments, a reclassification is made only if there is a change in the business model for managing those assets. Changes to the business model are expected to be infrequent.

The Company's senior management determines change in the business model as a result of external or internal changes which are significant to the Company's operations. Such changes are evident to external parties. A change in the business model occurs when the Company either begins or ceases to perform an activity that is significant to its operations. If the Company reclassifies financial assets, it applies the reclassification prospectively from the reclassification date which is the first day of the immediately next reporting period following the change in business model. The Company does not restate any previously recognised gains, losses (including impairment gains or losses) or interest.

q. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the decision making authority. The decision making authority monitors the operating results of all segments separately for the purpose of making decisions about resource allocation and performance assessment. The operating segments have been identified on the basis of the nature of products/services. Further:

- Segment revenue includes sales and other income directly identifiable with / allocable to the segment including inter - segment revenue.
- Expenses that are directly identifiable with / allocable to segments are considered for determining the segment result. Expenses which relate to the Company as a whole and not allocable to segments are included under unallocable expenditure.
- Income which relates to the Company as a whole and not allocable to segments is included in un-allocable income.
- Segment assets and liabilities include those directly identifiable with the respective segments. Un-allocable assets and liabilities represent the assets and liabilities that relate to the Company as a whole and not allocable to any segment.

r. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value. Further, it includes amount receivable with respect to credit card receivable, electronic wallet, UPI, etc. which are normally received within one day from the date of transaction and are subject to insignificant risk of changes in value.

s. Dividend distribution to equity holders

The Company recognises a liability to pay dividend to equity holders of the Company when the distribution is authorised and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a distribution is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

t. Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events such as bonus issue, bonus element in a rights issue, share split, and reverse share split that have changed the number of equity shares outstanding, without a corresponding change in resources.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders of the Company and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

u. Events after the reporting period

If the Company receives information after the reporting period, but prior to the date of approved for issue, about conditions that existed at the end of the reporting period, it will assess whether the information affects the amounts that it recognises in its separate financial statements. The Company will adjust the amounts recognised in its financial statements to reflect any adjusting events after the reporting period and update the disclosures that relate to those conditions in light of the new information. For non-adjusting events after the reporting period, the Company will not change the amounts recognised in its financial statements but will disclose the nature of the non-adjusting event and an estimate of its financial effect, or a statement that such an estimate cannot be made, if applicable.

2.3 New and amended standards

The Company applied for the first-time certain standards and amendments, which are effective for annual periods beginning on or after April 01, 2024. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

(i) Ind AS 117 Insurance Contracts

The Ministry of Corporate Affairs (MCA) notified the Ind AS 117, Insurance Contracts, vide notification dated 12 August 2024, under the Companies (Indian Accounting Standards) Amendment Rules, 2024, which is effective from annual reporting periods beginning on or after 1 April 2024.

Ind AS 117 Insurance Contracts is a comprehensive new accounting standard for insurance contracts covering recognition and measurement, presentation and disclosure. Ind AS 117 replaces Ind AS 104 Insurance Contracts. Ind AS 117 applies to all types of insurance contracts, regardless of the type of entities that issue them as well as to certain guarantees and financial instruments with discretionary participation features; a few scope exceptions will apply. Ind AS 117 is based on a general model, supplemented by:

- A specific adaptation for contracts with direct participation features (the variable fee approach)
- A simplified approach (the premium allocation approach) mainly for short-duration contracts

The application of Ind AS 117 does not have material impact on the Company's financial statements as the Company has not entered any contracts in the nature of insurance contracts covered under Ind AS 117.

(ii) Amendments to Ind AS 116 Leases – Lease Liability in a Sale and Leaseback

The MCA notified the Companies (Indian Accounting Standards) Second Amendment Rules, 2024, which amend Ind AS 116, Leases, with respect to Lease Liability in a Sale and Leaseback.

The amendment specifies the requirements that a seller-lessee uses in measuring the lease liability arising in a sale and leaseback transaction, to ensure the seller-lessee does not recognise any amount of the gain or loss that relates to the right of use it retains.

The amendment is effective for annual reporting periods beginning on or after April 01, 2024 and must be applied retrospectively to sale and leaseback transactions entered into after the date of initial application of Ind AS 116.

The amendments do not have a material impact on the Company's financial statements.

Notes to financial statements for the year ended March 31, 2025

CIN - L51909DL2002PLC163727

(All amounts in Rs. Lakhs, unless otherwise stated)

3 Property, plant and equipment

Particulars	Plant and machinery	Office equipment	Leasehold improvement	Computers	Furniture and fixtures	Vehicles	Building	Freehold land	Total
Gross block:									
As at April 01, 2023	18,785	1,134	2,132	2,493	22,536	286	-	4,316	51,682
Additions during the year	6,426	260	526	310	3,546	-	13,320	-	24,388
Disposals/ adjustments	(663)	(10)	(352)	(20)	(1,471)	-	-	-	(2,516)
As at March 31, 2024	**24,548**	**1,384**	**2,306**	**2,783**	**24,611**	**286**	**13,320**	**4,316**	**73,554**
Additions during the year	4,071	462	1,425	464	5,353	29	7	338	12,149
Disposals/ adjustments	(536)	(18)	(73)	(41)	(1,239)	-	(74)	-	(1,981)
As at March 31, 2025	**28,083**	**1,828**	**3,658**	**3,206**	**28,725**	**315**	**13,253**	**4,654**	**83,722**
Accumulated depreciation:									
As at April 01, 2023	8,647	723	533	1,504	8,229	135	-	-	19,771
Depreciation charge for the year	2,783	160	496	422	2,832	33	326	-	7,052
Disposals/adjustments	(621)	(9)	(320)	(17)	(1,282)	-	-	-	(2,249)
As at March 31, 2024	**10,809**	**874**	**709**	**1,909**	**9,779**	**168**	**326**	**-**	**24,574**
Depreciation charge for the year (Also refer note 46)	3,078	197	654	443	3,164	30	411	-	7,977
Disposals/adjustments	(466)	(17)	(45)	(36)	(1,001)	-	(5)	-	(1,570)
As at March 31, 2025	**13,421**	**1,054**	**1,318**	**2,316**	**11,942**	**198**	**732**	**-**	**30,981**
Net block:									
As at March 31, 2024	**13,739**	**510**	**1,597**	**874**	**14,832**	**118**	**12,994**	**4,316**	**48,980**
As at March 31, 2025	**14,662**	**774**	**2,340**	**890**	**16,783**	**117**	**12,521**	**4,654**	**52,741**

i) Refer note 32(i) for contractual commitments for the purchase of property, plant and equipment.

ii) No borrowing cost was capitalised during the current year and previous year.

iii) Refer note 44 for assets pledged as security for borrowings.

iv) **Assets not held in the name of the Company / leases not duly executed in favour of the Company**

All the assets are held in the name of the Company except below mentioned lease hold improvements and immovable fixtures capitalised at various retail stores wherein the Company has taken the premises on lease but the lease deed is not yet registered in the name of the Company.

As at March 31, 2025

Description of the property	Gross carrying value	Net carrying value	Held in the name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in the name of the Company
Lease hold improvements and immovable fixtures at 38 retail stores.	3,060	1,118	Lease property on which leasehold improvement is done and immovable fixtures are attached, were held in the name of respective landlords.	No	Various period	The Company is in the process to renew the expired lease agreements with the respective landlords.

As at March 31, 2024

Description of the property	Gross carrying value	Net carrying value	Held in the name of	Whether promoter, director or their relative or employee	Period held	Reason for not being held in the name of the Company
Lease hold improvements and immovable fixtures at 9 retail stores	318	67	Lease property on which leasehold improvement is done and immovable fixtures are attached, were held in the name of respective landlords.	No	Various period	The Company is in the process to renew the expired lease agreements with the respective landlords.

v) On transition to Ind AS (i.e. April 01, 2016), the Company has elected to continue with the carrying value of all Property, plant and equipment measured as per previous GAAP and use that carrying value as the deemed cost of property, plant and equipment.

Notes to financial statements for the year ended March 31, 2025

CIN - L51909DL2002PLC163727

(All amounts in Rs. Lakhs, unless otherwise stated)

4 Capital work-in-progress

i) Details of capital work-in-progress

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	384	10,924
Additions	6,360	11,239
Capitalised during the year	(6,313)	(21,752)
Written off	-	(27)
Balance at the end of the year	**431**	**384**

ii) Capital work-in-progress ageing schedule

a) As at March 31, 2025

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(a) Project in progress	421	10	-	-	431
(b) Project temporarily suspended	-	-	-	-	-
Total	**421**	**10**	**-**	**-**	**431**

b) As at March 31, 2024

Particulars	Amount in CWIP for a period of				
	Less than 1 year	1 - 2 years	2 - 3 years	More than 3 years	Total
(a) Project in progress	381	3	-	-	384
(b) Project temporarily suspended	-	-	-	-	-
Total	**381**	**3**	**-**	**-**	**384**

Note: There is no project whose completion is overdue or has exceeded its cost compared to its original plan during the financial year 2024-25 and 2023-24.

5 Goodwill and other intangible assets

Particulars	Goodwill	Other intangible assets				
		Computer software	Technology Cost	Brand	Non-compete	Total
Gross block:						
As at April 01, 2023	**150**	**963**	**3,130**	**2,740**	**130**	**6,963**
Additions during the year	-	85	-	-	-	85
Disposals/adjustments	-	(19)	-	-	-	(19)
As at March 31, 2024	**150**	**1,029**	**3,130**	**2,740**	**130**	**7,029**
Additions during the year	-	46	-	-	-	46
Disposals/adjustments	-	-	-	-	-	-
As at March 31, 2025	**150**	**1,075**	**3,130**	**2,740**	**130**	**7,075**
Accumulated amortization:						
As at April 01, 2023	**-**	**640**	**244**	**-**	**20**	**904**
Charge for the year	-	106	626	380	52	1,164
Disposals/adjustments	-	(18)	-	-	-	(18)
As at March 31, 2024	**-**	**728**	**870**	**380**	**72**	**2,050**
Charge for the year	-	100	626	274	52	1,052
Disposals/adjustments	-	-	-	-	-	-
As at March 31, 2025	**-**	**828**	**1,496**	**654**	**124**	**3,102**
Net block:						
As at March 31, 2024	**150**	**301**	**2,260**	**2,360**	**58**	**4,979**
As at March 31, 2025	**150**	**247**	**1,634**	**2,086**	**6**	**3,973**

Notes to financial statements for the year ended March 31, 2025

CIN - L51909DL2002PLC163727

(All amounts in Rs. Lakhs, unless otherwise stated)

i) **Note: Impairment of goodwill**

The Company has performed impairment testing for Goodwill (including intangible assets) acquired on acquisition of Limeroad business in earlier years. For the purposes of impairment testing, goodwill is allocated to the Cash Generating Unit (CGU) which represents the lowest level at which the goodwill is monitored for internal management reporting purposes. The recoverable amount has been determined based on value in use calculated using cash flow projections from financial budgets approved by the management covering a period of five-year period. The pre-tax discount rate applied to cash flow projections for impairment testing during the current year is 24.50%-50% (March 31, 2024: 22%-50%) and cash flows beyond the five-year period are extrapolated using a 5% growth rate (March 31, 2024: 5%) which is same as the long-term average growth rate. As a result of this analysis, the management has concluded that the recoverable amount is higher than the carrying amount and accordingly, there is no impairment.

Further, management has also performed the sensitivity around various key assumptions considered for value-in-use calculation. Management believes that any reasonable possible changes in the projected financial budgets and other assumptions would not cause the carrying amount to exceed the recoverable amount.

ii) On transition to Ind AS (i.e. April 01, 2016), the Company has elected to continue with the carrying value of all other intangible assets measured as per previous GAAP and use that carrying value as the deemed cost of other intangible assets.

6 Investments

(a) Details of investments:

Particulars	Current	
	As at March 31, 2025	As at March 31, 2024
I. Investments measured at fair value through profit or loss		
Unquoted mutual funds		
SBI Liquid fund direct growth plan [11,323 (March 31, 2024: 11,323) units]	459	428
SBI Magnum ultra SDF direct growth [764.19 (March 31, 2024: 764.19) units]	46	42
Total (I)	**505**	**470**
II. Investments measured at amortized cost		
Unquoted commercial papers		
Infrastructure Leasing & Financial Services Commercial Paper		
100,000 (March 31, 2024: 100,000) units - (also refer note 50)	980	980
	980	**980**
Less: impairment allowance on investment	(980)	(980)
Total (II)	**-**	**-**
Total (I+II)	**505**	**470**
Aggregate amount of book value of unquoted investments	505	470
Aggregate amount of market value of unquoted investments	505	470
Aggregate impairment allowance on investment	980	980

(b) Reconciliation of impairment allowance on investments measured at amortized cost:

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	980	980
Add: Allowance created	-	-
Less: Investment written off	-	-
Balance at the end of the year:	**980**	**980**

7 Loans

Particulars	Current	
	As at March 31, 2025	As at March 31, 2024
Loan to employees (Measured at amortised cost)		
Unsecured, considered good	28	23
	28	**23**

8 Other financial assets

(a) Details of other financial assets

Particulars	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
(Measured at amortised cost)				
i. Security deposits				
Unsecured, considered good	4,602	2,446	1,153	1,197
Considered credit impaired	-	-	372	372
	4,602	**2,446**	**1,525**	**1,569**
Less: Impairment allowance for security deposits	-	-	(372)	(372)
	4,602	2,446	1,153	1,197
ii. Amount recoverable for others*	-	-	916	1,855
iii. Margin money deposits^	14	157	115	-
iv. Deposits with remaining maturity of less than twelve months	-	-	1,764	1,692
v. Interest accrued on margin money deposits	2	11	8	-
vi. Interest accrued on bank deposits	-	-	41	-
	4,618	**2,614**	**3,997**	**4,744**

*Includes Rs. 457 lakhs (March 31, 2024: Rs. 1,059 lakhs) receivables for sale of traded goods through e-commerce portals and delivery partners for cash on delivery orders.

^ Margin money deposits of Rs. 129. lakhs (March 31, 2024 : Rs. 157 lakhs) are pledged as bank guarantees issued to various tax authorities, Skill Development Authority (for Deen Dayal Upadhyaya Grameen Kaushalya Yojana) and for cash credit facility with State Bank of India.

(b) Reconciliation of impairment allowance on financial assets at amortized cost:

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	372	372
Add: Allowance created	-	-
Less: Investment written off	-	-
Balance at the end of the year:	**372**	**372**

(c) Break-up of financial assets

Particulars	As at March 31, 2025	As at March 31, 2024
At amortized cost:		
Loans (refer note 7)	28	23
Cash and cash equivalents (refer note 13)	3,942	2,723
Other financial assets (refer note 8)	8,615	7,358
At fair value through profit and loss:		
Investments (refer note 6)	505	470
	13,090	**10,574**

9 Income tax

(A) Tax asset

Particulars	Non-current	
	As at March 31, 2025	As at March 31, 2024
Income tax asset (net)		
Considered good	678	536
	678	**536**

(B) Tax liabilities

Particulars	Current	
	As at March 31, 2025	As at March 31, 2024
Tax liabilities (net)	76	69
	76	**69**

10 Deferred tax assets (net)

i. Details of deferred tax assets (net):

Particulars	As at March 31, 2025	As at March 31, 2024
Tax effect of items constituting deferred tax assets:		
Lease liabilities	15,945	32,247
Difference between accounting base and tax base of property, plant and equipment and other intangible assets	1,728	1,479
Employee benefit obligations	615	468
Disallowance under Section 43B of the Income tax Act, 1961	1,460	1,419
Financial assets measured at amortised cost	70	50
Provisions for credit impaired assets	229	177
Others	1	11
Deferred tax assets (A)	**20,048**	**35,851**
Tax effect of items constituting deferred tax liabilities		
Right of use assets	11,544	27,630
Financial assets measured at fair value through profit and loss	16	15
Deferred tax liabilities (B)	**11,560**	**27,645**
Deferred tax assets (net) (A-B)	**8,488**	**8,206**

ii. Movement in deferred tax assets/(liabilities) for year ended March 31, 2025:

Particulars	As at March 31, 2024	Recognised in statement of profit and loss	Recognised in OCI	As at March 31, 2025
Tax effect of items constituting deferred tax assets:				
Lease liabilities	32,247	(16,302)	-	15,945
Difference between accounting base and tax base of property, plant and equipment and other intangible assets	1,479	249	-	1,728
Employee benefit obligations	468	53	94	615
Disallowance under Section 43B of the Income Tax Act, 1961	1,419	41	-	1,460
Financial assets measured at amortised cost	50	(48)	-	2
Provision for doubtful advances	177	120	-	297
Others	11	(10)	-	1
Deferred tax assets (A)	**35,851**	**(15,897)**	**94**	**20,048**
Tax effect of items constituting deferred tax liabilities:				
Right of use assets	27,630	(16,086)	-	11,544
Financial assets at fair value through profit and loss	15	1	-	16
Deferred tax liabilities (B)	**27,645**	**(16,085)**	**-**	**11,560**
Net deferred tax assets (A)-(B)	**8,206**	**188**	**94**	**8,488**

iii. Movement in deferred tax assets/(liabilities) for year ended March 31, 2024

Particulars	As at March 31, 2023	Recognised in statement of profit or loss	Recognized in OCI	As at March 31, 2024
Tax effect of items constituting deferred tax assets:				
Lease liabilities	29,795	2,452	-	32,247
Difference between accounting base and tax base of property, plant and equipment and other intangible assets	1,348	131	-	1,479
Employee benefit obligations	443	46	(21)	468
Disallowance under Section 43B of the Income Tax Act, 1961	-	1,419	-	1,419
Financial assets measured at amortised cost	-	50	-	50
Impairment allowance	35	142	-	177
Others	15	(4)	-	11
Deferred tax assets (A)	**31,636**	**4,236**	**(21)**	**35,851**
Tax effect of items constituting deferred tax liabilities:				
Right of use assets	26,281	1,349	-	27,630
Financial assets measured at fair value through profit and loss	48	(33)	-	15
Deferred tax liabilities (B)	**26,329**	**1,316**	**-**	**27,645**
Deferred tax assets (net) (A)-(B)	**5,307**	**2,920**	**(21)**	**8,206**

The Company has recognised deferred tax assets to the extent that it is probable that future taxable profits will be available against which the deductible temporary differences will be utilised. The Company has not recognised deferred tax assets (in respect of carry forward losses) of Rs. 27 lakhs (March 31, 2024: Rs. 433 lakhs) as there was no reasonable certainty supported by convincing evidence of its recoverability in near future. If the Company had to recognise the unrecognised deferred tax assets the profits after tax would have been increased by Rs. 27 lakhs (March 31, 2024: losses after tax would have been reduced by Rs. 433 lakhs).

These carry forward losses of Rs. 106 lakhs (March 31, 2024: Rs. 1,722 lakhs), which are available for off setting for 8 years against future taxable profits, will expire in the year ending March 31, 2032.

11 Other assets

Particulars	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
i. Capital advances				
Unsecured, considered good	77	228	-	-
Credit impaired	5	5	-	-
	82	**233**	**-**	**-**
Less: Impairment allowance for capital advances	(5)	(5)		
(A)	**77**	**228**	**-**	**-**
ii. Grant recoverable (refer note 53)				
Unsecured, considered good	2,820	2,552	-	220
Credit impaired	402	-	-	230
	3,222	**2,552**	**-**	**450**
Less: Impairment allowance for grant recoverable	(402)	-	-	(230)
(B)	**2,820**	**2,552**	**-**	**220**
iii. Advances against material and services				
Unsecured, considered good	-	-	2,611	3,264
Credit impaired	-	-	131	103
	-	**-**	**2,742**	**3,367**
Less: Impairment allowance for advances against material and services	-	-	(131)	(103)
(C)	**-**	**-**	**2,611**	**3,264**
iv. Prepaid expenses	-	373	583	433
v. Deposits paid under protest*	81	88	-	-
vi. Balance with government authority	-	-	12,230	9,994
(D)	**81**	**461**	**12,813**	**10,427**
Total other assets (A+B+C+D)	**2,978**	**3,241**	**15,424**	**13,911**

* Deposit paid under protest includes following:(Refer note 32(ii))

Notes to financial statements for the year ended March 31, 2025

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(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Value added tax	25	32	-	-
Service Tax	38	38	-	-
Others	18	18	-	-

12 Inventories (valued at lower of cost or net realizable value)

Particulars	As at March 31, 2025	As at March 31, 2024
Traded goods * [including stock-in-transit: Rs. 2,312 lakhs (March 31, 2024: Rs.3,278 lakhs)]	98,683	81,607
	98,683	**81,607**

* includes packing material and accessories

Note:

i. Refer note 43 for details of markdown of inventory. Such markdown is recognized as an expense during the year and included in "(Increase)/ decrease in inventories of traded goods" in Statement of profit or loss.

ii. Refer note 44 for assets pledged as security for borrowings.

13 Cash and cash equivalents

Particulars	As at March 31, 2025	As at March 31, 2024
Balances with banks:		
- on current account	17	21
- on cash credit account	1,362	657
Cash on hand	1,859	1,193
Other receivables (Refer note i. below)	704	852
	3,942	**2,723**

Note:

i. Other receivables includes amount receivable with respect to credit card receivable, electronic wallet, UPI, etc.

ii. Refer note 44 for assets pledged as security for borrowings.

14 Equity share capital

a. Authorised share capital (Equity shares of Rs. 10 each)

Particulars	No. of shares (Absolute)	Amount
As at April 01, 2023	2,50,00,000	2,500
Change during the year	-	-
As at March 31, 2024	**2,50,00,000**	**2,500**
Change during the year	-	-
As at March 31, 2025	**2,50,00,000**	**2,500**

b. Issued, subscribed and paid up equity share capital (Equity shares of Rs. 10 each)

Particulars	No. of shares (Absolute)	Amount
As at April 1, 2023	1,97,72,463	1,977
Shares issued during the year (refer note 35)	4,162	1
As at March 31, 2024	**1,97,76,625**	**1,978**
Shares issued during the year (refer note 35)	22,916	2
As at March 31, 2025	**1,97,99,541**	**1,980**

c. Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

d. The Board of Directors of the Company, in their meeting held on May 02, 2025, approved issuance of 3 bonus shares on 1 fully paid up equity share having face value of ₹ 10/- each, subject to the approval of shareholders at the Annual General Meeting of the Company.

No shares were issued as shares issued for consideration other than cash and shares buy back during the five years immediately preceding the reporting date.

e. Details of equity shareholders holding more than 5% shares in the Company:

Name of the Shareholders	As at March 31, 2025		As at March 31, 2024	
	Number	% holding	Number	% holding
Conquest Business Services Private Limited	74,90,673	37.83%	74,90,673	37.88%
Lalit Agarwal	12,77,275	6.45%	12,77,275	6.46%
SBI Multi Asset Allocation Fund	15,80,713	7.98%	18,34,336	9.28%
Amansa Holdings Private Limited	15,61,602	7.89%	17,91,031	9.06%
Kotak Small Cap Fund	13,00,657	6.57%	13,80,270	6.98%

As per records of the Company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares.

f. Details of shares held by promoters/promoter group

As at March 31, 2025

Name of Promoter/promoter group	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% Change during the year
Conquest Business Services Private Limited	74,90,673	-	74,90,673	37.83%	-
Lalit Agarwal	12,77,275	-	12,77,275	6.45%	-
Total	**87,67,948**	**-**	**87,67,948**	**44.28%**	**-**

As at March 31, 2024

Name of Promoter/promoter group	No. of shares at the beginning of the year	Change during the year	No. of shares at the end of the year	% of Total Shares	% Change during the year
Conquest Business Services Private Limited	74,90,673	-	74,90,673	37.88%	-
Lalit Agarwal	12,77,275	-	12,77,275	6.46%	-
Total	**87,67,948**	**-**	**87,67,948**	**44.34%**	**-**

g. Shares reserved for issue under options

For details of shares reserved for issue under the Employee Stock Option Plan (ESOP) of the Company, refer note 35.

15 Other equity

Particulars	As at March 31, 2025	As at March 31, 2024
Securities premium account	49,201	48,788
Amalgamation reserve	155	155
Retained earnings	27,481	23,185
Shares option outstanding account	2,201	593
Total	**79,038**	**72,721**

Notes to financial statements for the year ended March 31, 2025

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(All amounts in Rs. Lakhs, unless otherwise stated)

(i) Securities premium account

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	48,788	48,696
Add: premium received during the year		
Transfer from share option outstanding account on exercise of options	-	19
Share premium received against issue of shares to employees under ESOP scheme	413	73
Balance at the end of the year	**49,201**	**48,788**

Securities premium reserve is used to record the premium on issue of shares. The reserve will be utilised in accordance with provisions of the Act.

(ii) Amalgamation reserve

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	155	155
Addition during the year	-	-
Balance at the end of the year	**155**	**155**

Amalgamation reserve pertain to business combinations which materialised prior to transition date to Ind AS.

(iii) Retained earnings

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the end of the year	23,185	32,797
Profit/ (loss) for the year	4,577	(9,676)
Remeasurement (loss)/gain on net defined benefit obligations	(281)	64
Balance at the end of the year	**27,481**	**23,185**

Retained earnings are the profits/(loss) that the Company has earned/incurred till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings include re-measurement loss / (gain) on defined benefit plans, net of taxes that will not be reclassified to Statement of Profit or Loss.

(iv) Shares option outstanding account

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	593	1,275
Recognition of share based payment expense/(reversal)	1,608	(663)
Transfer from share option outstanding account on exercise of options	-	(19)
Balance at the end of the year	**2,201**	**593**

The reserve is used to recognize the grant date fair value of options issued to employees under Employee Stock Option Schemes and is adjusted on exercise/ forfeiture of options.

16 Borrowings

i. Details of current borrowings:

Particulars	As at March 31, 2025	As at March 31, 2024
Loan repayable on demand (from banks)		
Working capital demand loan (secured)	14,500	11,000
Bank overdraft (Secured)	396	-
	14,896	**11,000**

Notes to financial statements for the year ended March 31, 2025

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(All amounts in Rs. Lakhs, unless otherwise stated)

ii. Details of loan repayable on demand and bank overdraft (from banks) are as follows:

Name of bank	March 31, 2025 Rate of Interest range (in %)	March 31, 2024 Rate of Interest range (in %)	As at March 31, 2025	As at March 31, 2024
ICICI bank	8.00% - 9.00%	6.50% - 7.70%	5,000	-
HDFC bank	8.05% - 9.00%	6.50% - 8.50%	6,000	7,500
State Bank of India	7.80% - 7.85%	7.81%	3,500	3,500
Axis Bank	7.75% - 9.75%	6.50% - 7.40%	396	-
Total			**14,896**	**11,000**

iii Note:

a) For explanation on risk management process, refer note 40.

b) For details regarding filing of quarterly returns with banks, refer note 51(x).

c) Refer note 44 for assets pledged as securities.

17 Trade payables

(a) Details of trade payables

Particulars	As at March 31, 2025	As at March 31, 2024
Total outstanding dues of micro and small enterprises (refer note 37)	19,212	19,674
Total outstanding dues to creditors other than micro and small enterprises (including acceptances)*	56,986	43,692
	76,198	**63,366**

*Includes commission payable to independent directors of Rs. 18 lakhs (March 31, 2024: Nil). (Refer note 33)

(b) Trade payables are non-interest bearing and are normally settled 7-90 days terms.

(c) For explanation on risk management process, refer note 40

(d) The Company has established a supplier finance arrangement that is offered to some of the Company's key suppliers in India. Participation in the arrangement is at the suppliers' own discretion. Suppliers that participate in the supplier finance arrangement will receive early payment on invoices sent to the Company from the Company's external finance provider. In order for the finance provider to pay the invoices, the goods must have been received or supplied and the invoices approved by the Company. Payments to suppliers ahead of the invoice due date are processed by the finance provider and, in all cases, the Company settles the original invoice by paying the finance provider in line with the original invoice maturity date. Payment terms with suppliers have not been renegotiated in conjunction with the arrangement. The Company provides no security to the finance provider and there is no change in the Company's original obligation towards the supplier.

Accordingly, the trade payables subject to the supplier finance arrangement are included in trade payables in the balance sheet.

(e) Trade payables ageing schedule

As at March 31, 2025

Particulars	Unbilled	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro and small enterprises^	-	19,120	74	18		19,212
Total outstanding dues of creditors other than micro and small enterprises	4,466	51,784	373	271	92	56,986
Disputed dues of micro and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-
Total	**4,466**	**70,904**	**447**	**289**	**92**	**76,198**

Notes to financial statements for the year ended March 31, 2025

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(All amounts in Rs. Lakhs, unless otherwise stated)

As at March 31, 2024

Particulars	Unbilled	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro and small enterprises^	-	19,634	40	-	-	19,674
Total outstanding dues of creditors other than micro and small enterprises	4,281	38,986	271	92	-	43,630
Disputed dues of micro and small enterprises	-	-		-	-	-
Disputed dues of creditors other than micro and small enterprises	-	62	-	-	-	62
Total	**4,281**	**58,682**	**311**	**92**	**-**	**63,366**

^In respect of total outstanding dues of micro and small enterprises beyond the period of 45 days from the due date and also as mentioned in the form MSME-1 filed by the Company with Registrar of Companies, there has been delay in payment to these MSME vendors due to quality issues. Hence, the Company has been unable to process their payments and the delay is not attributable to the Company.

18 Other financial liabilities

(a) Details of other financial liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Current:		
Interest accrued but not due on borrowings	92	23
Book overdraft	-	3
Creditors for property, plant and equipment	1,611	1,902
Employee related payables*	2,674	1,828
Other liabilities	70	59
	4,447	**3,815**

*Includes amount payable to Key Managerial Personnel (KMP) and relative of KMPs of Rs. 50 lakhs (March 31, 2024: Rs.14 lakhs). Refer note 33

(b) Breakup of financial liabilities measured at amortized cost:

Particulars	As at March 31, 2025	As at March 31, 2024
Borrowings	14,896	11,000
Lease liabilities	63,355	1,28,125
Trade payables	76,198	63,366
Other financial liabilities	4,447	3,815
Total financial liabilities	**1,58,896**	**2,06,306**

19 Employee benefit obligations

Particulars	Non-current		Current	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Provision for gratuity (refer note 34)	1,700	1,260	255	197
Provision for compensated absences	-	-	488	402
	1,700	**1,260**	**743**	**599**

20 Other current liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Contract liabilities (Refer note 21)	174	731
Statutory dues payable	1,017	869
	1,191	**1,600**

Notes to financial statements for the year ended March 31, 2025

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(All amounts in Rs. Lakhs, unless otherwise stated)

21 Revenue from operations

Revenue from operations comprises of following:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from contracts with customers:		
Sale of traded goods	3,20,848	2,71,131
Sale of service	3,889	6,953
Other operating revenue (includes scrap sales, rental income, penalty income etc.)	649	476
	3,25,386	**2,78,560**

(a) Disaggregated revenue information

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue by location of customers		
India	3,24,737	2,78,084
Outside India	-	-
	3,24,737	**2,78,084**
Timing of revenue recognition		
Revenue recognition at a point of time	3,24,737	2,78,084
Revenue recognition over period of time	-	-
Total revenue from contracts with customers	**3,24,737**	**2,78,560**

(b) Contract balances

Particulars	As at March 31, 2025	As at March 31, 2024
Contract liabilities (refer note 20 and note below)	174	731
	174	**731**

Note:

(i) There are no contract assets and trade receivables as the Company operates retail stores and there is no credit sales.

(ii) Contract liabilities includes non-refundable gift vouchers sold to customers and LimeRoad credit points not yet redeemed by customers.

(iii) Outstanding balance of contract liabilities decreased in financial year 2024-25 due to decrease in customer base of Digital marketplace segment.

Movement of contract liabilities:

Particulars	As at March 31, 2025	As at March 31, 2024
Balance outstanding at the beginning of the year	731	126
Performance obligations satisfied during the year	(731)	(126)
Amount received against contract liability during the year	174	731
Balance outstanding at the end of the year	**174**	**731**

(c) Reconciliation of revenue recognised in the statement of profit and loss with the contracted price

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue as per contracted price	3,25,514	2,79,040
Adjustments:		
Sales returns	(74)	(450)
Discounts	(54)	(30)
Revenue from contracts with customers	**3,25,386**	**2,78,560**

(d) Performance obligation

Revenue recognition at a point of time:

Performance obligation in respect of sale of traded goods and commission income/margin on third party inventory are satisfied when control of the goods is transferred to the customer, generally on delivery of the goods.

Notes to financial statements for the year ended March 31, 2025

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(All amounts in Rs. Lakhs, unless otherwise stated)

22 Other income

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest income on:		
Bank deposits	130	69
Security deposits measured at amortised cost	279	256
Other non-operating income:		
Profit on termination of lease (refer note 45 (g)(ii))	232	1,180
Fair value gain on investments measured at fair value through profit or loss	35	32
Liabilities no longer required, written back (net)	267	344
Profit on sale of investments	29	12
Miscellaneous income (includes insurance claim received)	240	202
	1,212	**2,095**

23 Purchase of traded goods

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Purchase of traded goods	2,30,048	1,77,053
	2,30,048	**1,77,053**

24 (Increase)/ decrease in inventories of traded goods

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Inventories at the end of the year:		
Traded goods (including goods in transit)	98,683	81,607
	98,683	**81,607**
Inventories at the beginning of the year:		
Traded goods (including goods in transit)	81,607	87,063
	81,607	**87,063**
(Increase)/ decrease in inventories:	(17,076)	5,456
	(17,076)	**5,456**

25 Employee benefits expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Salaries, wages and bonus*	30,279	24,713
Gratuity expenses (refer note 34)	420	371
Employee stock option scheme (refer note 35)	1,608	-
Contribution to provident and other funds (refer note 34)	2,326	2,154
Staff welfare	1,705	1,469
	36,338	**28,707**

*Includes (reversal)/expense relating to ESOP (refer note 35)

26 Finance costs

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Interest:		
- on lease liabilities (refer note 45)	11,247	12,436
- on cash credit facilities	1,633	806
- on working capital demand loan	708	937
Other borrowing costs	58	58
	13,646	**14,237**

Notes to financial statements for the year ended March 31, 2025

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(All amounts in Rs. Lakhs, unless otherwise stated)

27 Depreciation and amortisation expense

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Depreciation of property, plant and equipment (refer note 3)	7,977	7,052
Depreciation of right of use assets (refer note 45)	15,424	13,997
Amortisation of other intangible assets (refer note 5)	1,052	1,164
Less: disclosed as exceptional items (refer note 46)	(1,154)	-
	23,299	**22,213**

28 Other expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Rent (refer note 45)	991	1,549
Power and fuel	11,633	10,747
Advertising and sales promotion	8,330	14,886
Packing materials consumed	1,789	1,804
Repairs and maintenance:		
Building	445	1,073
Others	3,267	2,805
Commission	123	28
Security expenses	1,625	1,451
Communication expenses	226	186
Travelling and conveyance	1,103	909
Credit card and cash collection charges	701	785
Rates and taxes	169	182
Vehicle running expenses	609	566
Legal and professional fees	2,391	2,682
Freight and forwarding charges	3,264	4,622
Printing and stationery	202	185
Payment to auditors (refer details below "A")	65	58
Insurance	378	381
Loss on sale/discard of property, plant and equipment (net)	265	237
Capital work-in-progress written off	-	27
Impairment allowances on other assets	211	553
Balances written off	84	30
CSR Expenditure (refer details below "B")	13	18
Donations	2	4
Commission to independent directors	21	-
Directors' sitting fees	48	35
Miscellaneous expenses	410	236
	38,365	**46,039**

A. Payment to auditors

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
As auditor:		
Audit fee (including limited reviews)	59	53
In other capacity:		-
Reimbursement of expenses	6	5
	65	**58**

Notes to financial statements for the year ended March 31, 2025

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(All amounts in Rs. Lakhs, unless otherwise stated)

B. Details of CSR expenditure

Particulars			As at March 31, 2025	As at March 31, 2024
(a)	Gross amount required to be spent by the Company during the year		-	-
(b)	Amount approved by the Board to be spent during the year		13	18
(c)	Amount spent during the year ended March 31, 2025:	In cash	Yet to be paid in cash	Total
i)	Construction/ acquisition of any assets	-	-	-
ii)	On purpose other than (i) above in cash	13	-	-
(d)	Amount spent during the year ended March 31, 2024:	In cash	Yet to be paid in cash	Total
i)	Construction/ acquisition of any assets	-	-	-
ii)	On purpose other than (i) above in cash	18	-	-
(e)	Details related to spent/unspent obligations:			
i)	Contribution to public trust			
ii)	Contribution to charitable trust		13	18
iii)	Unspent amount in relation to:			
-	Ongoing project			
-	Other than ongoing project			

29 Tax expense and tax reconciliation

The major components of income tax expense for the year ended March 31 2025 and March 31, 2024:

(a) Tax expenses

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current tax:		
Current income tax charge	7	-
Tax related to earlier years	-	(454)
Deferred tax (including amount recognised in other comprehensive income)		
Relating to originating and reversal of temporary differences	(188)	(2,920)
Income tax expense reported in the statement of profit or loss	**(181)**	**(3,374)**
Deferred tax related to items recognised in OCI during the year		
Deferred tax on "Remeasurement (loss)/gain of employment benefit obligations" recognised in OCI	(94)	21
	(94)	**21**

(b) Income tax expense for the year reconciled to the accounting profit

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit/ (loss) before tax	4,396	(13,050)
Income tax expense @ 25.168% (March 31 2024: 25.168%)	1,106	(3,284)
Tax effect of amounts that are not deductible in calculating taxable expense:		
Permanent differences	4	14
Deduction claimed under section 80JJAA	(810)	-
Unrecognised deferred tax asset on carry forward losses	(374)	433
Others	(107)	(83)
Total	**(181)**	**(2,920)**
Tax related to earlier years	-	(454)
Income tax expense recognised in statement of profit or loss	**(181)**	**(3,374)**

Notes to financial statements for the year ended March 31, 2025

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(All amounts in Rs. Lakhs, unless otherwise stated)

30 Earnings / (loss) per share

Basic EPS amounts are calculated by dividing the profit/(loss) for the year attributable to equity holders by the weighted average number of Equity shares outstanding during the period.

Diluted EPS amounts are calculated by dividing the profit/(loss) attributable to equity holders by the weighted average number of Equity shares outstanding during the period plus the weighted average number of Equity shares that would be issued under ESOP Scheme to employees.

The following reflects the income and share data used in the basic and diluted EPS computations:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit/ (loss) for the year	4,577	(9,676)
Weighted average number of Equity shares for basic EPS (in numbers)	1,97,88,104	1,97,75,102
Effect of dilution:		
Adjustment for employee stock option plans (in numbers)	1,82,267	1,33,387
Weighted average number of equity shares adjusted for the effect of dilution (in numbers)	**1,99,70,371**	**1,99,08,489**
Earnings / (loss) per share (in Rs.) (refer note below)		
Basic EPS	23.12	(48.93)
Diluted EPS	22.89	(48.93)

Note:

i. Effect of dilution is anti-dilutive in financial year 2023-24. Accordingly, diluted EPS is restricted to basic EPS.

ii. There have been no other transactions involving equity shares or potential equity shares between the reporting date and the date of authorisation of these financial statements. Also refer note 14 (d).

31 Significant accounting judgements, estimates and assumptions

The preparation of the Company's financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities, and the accompanying disclosures, and the disclosure of contingent liabilities. Uncertainty about these assumptions and estimates could result in outcomes that require a material adjustment to the carrying amount of assets or liabilities affected in future periods.

Other disclosures relating to the Company's exposure to risks and uncertainties includes:

i. Capital management (Refer note 39)

ii. Financial risk management objectives and policies (Refer note 40)

iii. Sensitivity analyses disclosures (Refer note 3, 5 and 40)

I Judgements

In the process of applying the Company's accounting policies, management has made the following judgements, which have the most significant effect on the amounts recognised in the financial statements:

a) Determining the lease term of contracts with renewal and termination options – Company as lessee

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised.

The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain whether or not to exercise the option to renew or terminate the lease. That is, it considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate (e.g., leasehold improvements or costs relating to the termination of the lease, and the importance of the underlying asset to Company's operations taking into account the location of the underlying asset and the availability of suitable alternatives).

For leases which are expired and under discussion for renewal, the Company considers such leases as short term leases since, lease can be renewed only based on mutual agreement of landlord and the Company.

Refer note 46 for reassessment of lease term during the year ended March 31, 2025 and impact thereon.

b) Contingencies

Contingent liabilities may arise from the ordinary course of business in relation to claims against the Company, including legal, contractor, land access and other claims. By their nature, contingencies will be resolved only when one or more uncertain future events occur or fail to occur. The assessment of the existence, and potential quantum, of contingencies inherently involves the exercise of significant judgments and the use of estimates regarding the outcome of future events.

c) Recognition of deferred tax

Deferred tax assets are recognised for unused tax losses to the extent that it is probable that taxable profit will be available against which the losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits.

II Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year, are described below. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the assumptions when they occur.

a) Useful lives and residual values of property, plant and equipment

The Company reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets.

b) Defined benefit obligation

The cost of the defined benefit plan and other post-employment benefits and the present value of such obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future trends salary increases, mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date.

The calculation is most sensitive to changes in the discount rate. In determining the appropriate discount rate , the management considers the interest rates of government bonds where remaining maturity of such bond correspond to expected term of defined benefit obligation.

The mortality rate is based on publicly available mortality tables. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates.

Further details about gratuity obligations are given in Note 34

c) Impairment of non-financial assets and goodwill

Impairment exists when the carrying value of an asset or cash generating unit ("CGU") exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a Discounted Cash Flow ("DCF") model.

The cash flows are derived from the budget for the next five years and do not include restructuring activities that the Company is not yet committed to or significant future investments that will enhance the asset's performance of the CGU being tested. The recoverable amount is sensitive to the discount rate used for the DCF model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to goodwill and other intangibles recognised by the Company. The key assumptions used to determine the recoverability of Goodwill are disclosed and further explained in note 5.

d) Share based payments

Estimating fair value for share-based payment transactions requires determination of the most appropriate valuation model, which depends on the terms and conditions of the grant. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

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For the measurement of the fair value of equity-settled transactions with employees at the grant date, the Company uses a Black Scholes model. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 35.

e) Assessment of inventory markdown

The Company at each reporting date makes an assessment of potential markdown due to aged inventory. In doing so, it estimates the net realisable value of aged inventory based on historic trend of sale of similar aged inventory. Further, it also estimate the provision for shrink based on past trends which it believes is more than or near to actual shrink to be booked as and when stores are counted annually

f) Leases - Estimating the incremental borrowing rate

The Company cannot readily determine the interest rate implicit in the lease, therefore, it uses its incremental borrowing rate (IBR) to measure lease liabilities. The IBR is the rate of interest that the Company would have to pay to borrow over a similar term, and with a similar security, the funds necessary to obtain an asset of a similar value to the right-of-use asset in a similar economic environment. The IBR therefore reflects what the Company 'would have to pay', which requires estimation when no observable rates are available. The Company estimates the IBR using observable inputs (such as market interest rates) when available and is required to make certain entity-specific estimates.

32 Commitments and Contingencies

(i) Commitments

Particulars	As at March 31, 2025	As at March 31, 2024
Estimated amount of contracts remaining to be executed on capital account not provided in books (net of advances)	660	908
	660	**908**

(ii) Contingent liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Income tax 1	660	673
Indirect taxes 2	69	51
Payment of Bonus (Amendment) Act, 2015 3	108	108
Minimum Wages Act, 1948 4	67	68
Industrial Dispute Act, 1947 5	66	34
Claim against the Company not acknowledged as debt 6	-	85
	970	**1,019**

Note:

		As at March 31, 2025	As at March 31, 2024
1	**Income tax**		
a)	Demand raised by the income tax department for A.Y. 2012-13 in respect of addition made on disallowance of certain purchases based on inadvertent assumptions. During the year ended March 31, 2025, the Company has received an order, under Section 271 of the Income Tax Act, 1961 imposing penalty of Rs. 36 lakhs over concealed income. The Company has filed an appeal before Commissioner of Income Tax (Appeals), Kolkata against the penalty order.	111	75
b)	Demand raised by the income tax department for A.Y. 2014-15 in respect of addition made under rule 8D of section 14A of Income Tax Act, 1961 and other disallowances. The Company has filed an appeal before Commissioner Income Tax (Appeals), Kolkata. (net of payment adjusted of Rs. 76 lakhs) [March 31, 2024 : Rs. 76 lakhs]	22	22
c)	During the year ended March 31, 2025, the Company has received an order from income tax department for AY 17-18, issued under Section 270A of the Income Tax Act, 1961 imposing penalty of Rs. 38 lakhs over concealed income. The Company has filed an appeal before Commissioner of Income Tax (Appeals), Kolkata against the penalty order. The original demand in respect of this assessment year has already been provided for in earlier years. (Also refer note (i) below)	38	-

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		As at March 31, 2025	As at March 31, 2024
d)	Demand raised by the income tax department for A.Y. 2018-19 in respect of addition made under rule 8D of Section 14A of Income Tax Act, 1961 and disallowance of expenditure on ESOP. The Company has filed an appeal before Commissioner Income Tax (Appeals), Kolkata. During the year, favourable order has been receive for Rs. 53 lakhs and balance Rs. 4 lakhs has been remanded back to Assessing officer.	-	57
e)	Demand raised by the income tax department for A.Y. 2020-21 in respect of various adjustments such as addition with respect to 43B, items, adjustments under ICDS, disallwonace of ESOP, etc.and penalty proceedings thereon. The Company has filed an appeal before Commissioner Income Tax (Appeals), Kolkata.	481	519
f)	Demand raised by the income tax department for A.Y. 2022-23 in respect of addition for income pertaining to liabilities written back. The Company has filed an rectification appeal under Section 154 of Income Tax Act 1961.	8	-
		660	673

		As at March 31, 2025	As at March 31, 2024
2	**Indirect tax**		
a)	**Service tax**		
	Pursuant to levy of service tax on renting of immovable properties given for commercial use, retrospectively with effect from June 01, 2007 by the Finance Act, 2010, the Retailer Association of India (the Company being a member of such Association) has challenged the said levy and, inter-alia, its retrospective application. The Hon'ble Supreme Court has issued an interim order dated October 14, 2011, directing to deposit 50% of the arrears of service tax due up to September 30, 2011 and the balance, if any, at the time of final disposal of the appeal. The amount of service tax on rent in respect of rented stores from June 01, 2007 till September 30, 2011 amounted to Rs.75 lakhs of which Rs.38 lakhs has been provided for in the Statement of Profit and Loss till March 31, 2017 and the balance has been disclosed as contingent liability. As per directions of the Hon'ble Supreme Court, the Company, has deposited Rs. 38 lakhs under protest with the concerned authorities and has disclosed this balance as "Deposits paid under protest" under other non-current assets.	38	30
b)	**Goods and Service Tax**		
i)	During the previous year, the Company had received demand order dated November 09, 2023 under Section 73 of the Central Goods and Services Tax Act, 2017 from State Tax Office, Kashmir on account of mismatch in ITC availed by the Company in F.Y. 2017-18 and demanding tax amounting to Rs. 14 lakhs (including penalty and interest of Rs. 7 lakhs). Against said order, the Company had filed appeal with office of the Appellate Authority, Jammu and Kashmir. The management does not anticipate any material liability devolving on the Company.	14	14
ii)	During the previous year, the Company had received demand order dated February 16, 2024 under Section 73 of the Central Goods and Services Tax Act, 2017 from Deputy Commissioner, Dehradun for short payment of output GST liability based on liability declared in GSTR-1 and GST paid in GSTR-3B for the financial years 2018-19 and demanding tax amounting to Rs. 7 lakhs (including penalty of Rs. 1 lakh). In response to the demand order, the Company had filed an appeal with Commissioner Of State Goods & Service Tax (Appeals), Dehradun, Uttarakhand. The management does not anticipate any material liability devolving on the Company.	7	7
c)	**Value Added Tax**		
i)	**Uttarakhand Value Added Tax Act, 2008**		
	The Company has received an order for demand amounting to Rs. 8 lakhs on account of mismatch in purchases declared, forms submitted and clerical errors made in annual return. Subsequently the Company has filed an appeal. The management does not anticipate any material liability devolving on the Company.	8	-

		As at March 31, 2025	As at March 31, 2024
ii)	**Punjab Value Added Tax Act, 2005**	2	-
	Penalty amounting to Rs. 7 lakhs were imposed by Excise and Taxation officer, Mobile wing, Jalandhar on account of incomplete documents pertaining to stock transfer. Subsequently, the Company had filed appeal to Excise and Taxation officer (Appeals), Jalandhar. Based on appeal, amount of Rs. 5 lakhs were set aside. For balance amount, the management is confident that favourable order will be issued and does not anticipate any material liability devolving on the Company.		
		69	51
3	**Payment of Bonus (Amendment) Act, 2015**		
	The Payment of Bonus (Amendment) Act, 2015 dated December 31, 2015 (which was made effective from April 01, 2014) revised the thresholds for coverage of employees eligible for bonus and also enhanced the ceiling limits for computation of bonus. However, taking cognizance of the stay granted by Hon'ble High Courts of Kerala (Ernakulam), Karnataka (Bengaluru), Uttar Pradesh (Allahabad) and Madhya Pradesh (Indore), the Company, in accordance with the Payment of Bonus (Amendment) Act, 2015, has only recognized an additional expense of Rs. 214 lakhs for the period April 01, 2015 to March 31, 2016 during earlier year ended March 31, 2016 and has not recognised the differential amount of bonus of Rs. 108 lakhs for the period April 01, 2014 to March 31, 2015.	108	108
		108	108
4	**Minimum Wages Act, 1948**		
	Rs. 67 lakhs (March 31, 2024: Rs. 68 lakhs) represents demand imposed by the labour enforcement officer under the Minimum Wages Act, 1948 mainly on classification of employees into skilled, semi-skilled and un-skilled. The Company had filed appeal against the same with Deputy Labour Commissioner. During the current year, the Company has received favourable order against the partial demand amounting to Rs. 1 lakhs (March 31, 2024: Rs. 20 lakhs). The Management is confident that favourable order will be issued for remaining amount also. Accordingly, the management does not anticipate any material liability devolving on the Company.	67	68
		67	68
5	**The Industrial Dispute Act, 1947**		
	Rs. 66 lakhs (March 31, 2024: Rs. 34 lakhs) represents demand under Industrial Dispute Act, 1947 imposed by the labour department on forceful termination of employees. The Company has received recovery challans from the labour department for the same. During the current year, the Company has received further demand of Rs. 32 lakhs. The management has evaluated the records of the employees/workers and has already challenged the order and has filed an appeal against the same. Accordingly, the management does not anticipate any material liability devolving on the Company.	66	34
		66	34
6	**Other litigations:**		
	Claim against the Company not acknowledged as debt		
	In the previous year, the Company had received a notice from National Company Law Tribunal, Delhi for recovery of liability and the matter relates to an operational dispute with one of the former vendor. During the year, based on the out of court settlement with the vendor, NCLT has dismissed the order.	-	85
		-	85

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7 **Other matters:** There are various labour, legal metrology, food adulteration and other cases under other acts pending against the Company, the liability of which cannot be ascertained. However, the management does not expect significant or material liability devolving on the Company.

In respect of all litigations mentioned above, based on the opinion taken from independent consultants/lawyers and based on assessment, the management believes that the outcome of these cases will be favourable and does not result into outflow of any economic resources. Accordingly, no adjustment is required in the financial statements.

33 Related party relationships, transactions and balances

(a) Names of related parties and related party relationship

Name of the party	Relationship
Conquest Business Services Private Limited	Promoter owned entity
Key managerial personnel	
Mr. Lalit Agarwal	Managing Director
Mr. Madan Gopal Agarwal	Whole-time Director
Mr. Aakash Moondhra (w.e.f September 23, 2024)	Non Independent Director
Mr. Murli Ramachandran (upto January 21, 2025)	Independent Director
Ms. Sonal Mattoo (upto January 21, 2025)	Independent Director
Mr. Govind Shridhar Shrikhande	Independent Director
Mr. Raghuvesh Sarup (w.e.f May 14, 2024)	Independent Director
Ms. Shweta Kumar (w.e.f May 14, 2024)	Independent Director
Mr. Anand Agarwal	Chief Financial Officer
Ms. Megha Tandon	Company Secretary
Relative of Key managerial personnel	
Mr. Snehal Shah	Son-in-law of Mr. Madan Gopal Agarwal
Mr. Varin Agarwal (w.e.f. December 03, 2024)	Son of Mr. Lalit Agarwal

(b) The following transactions were carried out with related parties in the ordinary course of business:

Description	Key managerial personnel		Relatives of key managerial personnel	
	For the year ended		For the year ended	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Managerial remuneration:				
Mr. Lalit Agarwal (including commission of Rs. 49 lakhs (March 31, 2024: Rs. Nil)	237	185	-	-
Mr. Madan Gopal Agarwal (including commission of Rs.16 lakhs (March 31, 2024: Rs. Nil)	58	41	-	-
Commission to independent/non-independent directors:				
Mr. Aakash Moondhra	6	-	-	-
Mr. Murli Ramachandran	2	-	-	-
Ms. Sonal Mattoo	4	-	-	-
Mr. Govind Sridhar Shrikhande	1	-	-	-
Mr. Raghuvesh Sarup	4			
Ms. Shweta Kumar	4			
Directors' sitting fees:				
Mr. Aakash Moondhra	9	8	-	-
Mr. Murli Ramachandran	9	11	-	-
Ms. Sonal Mattoo	5	5	-	-
Mr. Govind Sridhar Shrikhande	11	11	-	-
Mr. Raghuvesh Sarup	7	-		
Ms. Shweta Kumar	7	-		

Description	Key managerial personnel		Relatives of key managerial personnel	
	For the year ended		For the year ended	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Salaries, wages and bonus#				
Mr. Anand Agarwal	203	166	-	-
Mr. Snehal Shah	-	-	88	92
Mrs. Megha Tandon	22	13	-	-
Mr. Varin Agarwal	-	-	6	-

Description	Key managerial personnel		Relatives of key managerial personnel	
	For the year ended		For the year ended	
	March 31, 2025	March 31, 2024	March 31, 2025	March 31, 2024
Amount received against equity shares issued on exercising employee stock options:				
Mr. Anand Agarwal	75	-	-	-
Mr. Snehal Shah	-	-	63	-

#Gross salary as per pay sheet including bonus, contribution to PF and LWF. It does not include the provisions made for gratuity, employee stock option scheme and leave benefits as they are determined for the Company as a whole.

Perquisite value amounts to Rs. 49 lakhs (March 31, 2024: Rs. 54 lakhs) for Mr. Anand Agarwal, Rs. 88 lakhs (March 31, 2024: Rs. Nil lakhs) for Mr. Snehal Shah and Rs Nil lakhs (March 31, 2024: Rs. 1 lakhs) for Mrs. Megha Tandon.

(c) Compensation of key management personnel of the Company

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Short-term benefit	683	532
Total	683	532

(d) Balance at the end of year:

Description	Key managerial personnel		Relatives of key managerial personnel	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Employee related payables:				
Mr. Lalit Agarwal	35	5	-	-
Mr. Madan Gopal Agarwal	11	5	-	-
Mr. Snehal Shah	-	-	-	4
Mr. Varin Agarwal			4	
Trade payables [Commission payable (net of TDS)]				
Mr. Aakash Moondhra	4	-	-	-
Mr. Murli Ramachandran	1	-	-	-
Ms. Sonal Mattoo	4	-	-	-
Mr. Govind Sridhar Shrikhande	1	-	-	-
Mr. Raghuvesh Sarup	4	-	-	-
Ms. Shweta Kumar	4	-	-	-

34 Employee benefits obligation

A. Defined contribution plan

The Company makes provident and other funds contributions to defined contribution plans for qualifying employees. Under the Schemes, the Company is required to contribute a specified percentage of the payroll costs to fund the benefits. Accordingly, the Company recognised expense amounting to Rs. 2,326 lakhs (March 31, 2024: Rs. 2,154 lakhs) for contribution to provident and other funds in the Statement of profit or loss (Refer note 25).

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B. Gratuity plan

The Company has a defined benefit gratuity plan which is not funded. The gratuity plan is governed by the Payment of Gratuity Act, 1972. Under the Act, employee who have completed five years of service is entitled to specific benefit. The level of benefits provided depends on the member's length of service and salary at retirement age.

a. Changes in the present value of the defined benefit obligation are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Opening defined benefit obligation :	1,457	1,452
Current service cost	316	265
Past service cost	-	-
Interest cost on benefit obligation	104	106
Benefits paid	(297)	(281)
Actuarial changes arising from changes in demographic assumptions	(10)	5
Actuarial changes arising from changes in financial assumptions	92	11
Experience adjustments	293	(101)
Closing defined benefit obligation	**1,955**	**1,457**

b. Breakup of closing defined benefit obligation:

Particulars	As at March 31, 2025	As at March 31, 2024
Current	255	197
Non-current	1,700	1,260
	1,955	**1,457**

c. Expense recognised in statement of profit or loss:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Current service cost	316	265
Interest cost on benefit obligation	104	106
Total gratuity expense (refer note 25)	**420**	**371**

d. Remeasurement (loss)/gain recognised in other comprehensive income:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Actuarial changes arising from changes in demographic assumptions	10	(5)
Actuarial changes arising from changes in financial assumptions	(92)	(11)
Experience adjustments	(293)	101
Total remeasurement (loss)/gain of net defined benefit obligations	**(375)**	**85**

e. The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

Financial assumptions:

Particulars	As at March 31, 2025	As at March 31, 2024
Discount rate	6.50%	7.15%
Salary escalation rate:	5.00%	5.00%

Demographic assumptions

	Particulars	As at March 31, 2025	As at March 31, 2024
i.	Retirement age (in years) *	58	58
ii.	Withdrawal rate, based on period of service:		
	- up to 5 years	40.00%	40.00%
	- 5 years or more	10.00%	10.00%
iii.	Mortality rate	100% of IALM 2012-14	100% of IALM 2012-14

*With respect to 2 employees, the retirement age is 70 years.

f. Sensitivity analysis

Reasonably possible changes at the reporting date to one of the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

Particulars	Change in assumption		Increase in assumption		Decrease in assumption	
	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024	As at March 31, 2025	As at March 31, 2024
Discount rate	-/ +1%	-/ +1%	(134)	(99)	153	112
Salary growth rate	-/ +1%	-/ +1%	144	109	(129)	(98)
Attrition Rate	-/ +50%	-/ +50%	(69)	(41)	58	27
Mortality Rate	-/ +10%	-/ +10%	1	0	(1)	(0)

The sensitivity analyses above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period. In presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected credit unit method at the end of reporting period, which is the same as that applied in calculating the defined obligation liability recognized in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the prior period.

g. Risk exposure

Particulars	As at March 31, 2025	As at March 31, 2024
Weighted average duration (based on discounted cashflows)	7 years	7 years

h. The following are defined benefit payments in future years:

Particulars	As at March 31, 2025	As at March 31, 2024
Within one year	255	197
More than 1 year but less than 5 years	822	636
5 years and more	2,435	1,948
	3,512	**2,781**

i. Risk analysis

The Company is exposed to a number of risks in the defined benefit plans. Most significant risks pertaining to defined benefits plans and management estimation of the impact of these risks are as follows:

Interest rate risk

The defined benefit obligation calculated uses a discount rate based on government bonds. If bond yields falls, the defined benefit obligation will tend to increase.

Salary Inflation risk

Higher than expected increases in salary will increase the defined benefit obligation

Demographic risk

This is the risk of variability of results due to unsystematic nature of decrements that include mortality, withdrawal, disability and retirement. The effect of these decrements on the defined benefit obligation is not straight forward and depends upon the combination of salary Increase, discount rate and vesting criteria. It is important not to overstate withdrawals because in the financial analysis the retirement benefit of a short career employee typically costs less per year as compared to a long service employee.

Detailed information to the extent provided by the actuary in the actuarial certificate has been included in the disclosure given above.

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35 Share Based Payments

Employee Stock Options (ESOP)

The Company has implemented an Employee Stock Option Scheme, which was approved by the Board of Directors and the shareholders vide resolution dated July 2, 2012 and July 10, 2012 respectively ('the V-Mart ESOP Scheme 2012' or the "Scheme"), consequent to which 3,00,000 equity shares with a nominal value of Rs.10 each will be granted upon exercise of stock options (ESOPs) to eligible employees. Further, the Members of the Company in its meeting held on September 18, 2017 had further approved the amendment in the V-Mart ESOP scheme, 2012 by increasing the total number of options from 3,00,000 to 6,00,000 options. The exercise price of these options will be determined by the Remuneration Committee and the options will vest over a period of twelve months to thirty six months of continued employment from the grant date. Options must be exercised within-eight years from the date of grant.

The Company had introduced new Employee Stock Option Scheme which was approved by Board of Directors and the shareholders vide resolution dated August 10, 2020 and September 30, 2020 respectively ('the V-Mart ESOP Scheme 2020' or the "Scheme"), consequent to which equity shares with the nominal value of Rs 10 each was granted to the eligible employees above certain level and based on certain portion of their remuneration subject to achievement of Company's performance and individual performance at the cut-off date. Options issued under the scheme will vest over a period of twelve to forty eight months of continued employment from the grant date. Options must be exercised within-eight years from the date of grant.

(a) The expense recognised for employee services received during the year is shown in the following table:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Expense arising from equity-settled share-based payment transactions	1,608	(663)
Total expense	**1,608**	**(663)**

During the year ended March 31, 2024, considering the actual performance vis-a-vis budgeted performance considered for ESOP scheme for the current year, the Company had re-assessed its liability with respect to share based payments for the previous year and revisited its estimate for near future. Consequent to such re-assessment, ESOP liability amounting to Rs. 663 lakhs has been reversed in the previous year.

There were no cancellations or modifications in year ending March 31, 2025 or March 31, 2024.

(b) Below are the details in respect of ESOPs granted and outstanding as at March 31, 2025:

Particulars	ESOP Scheme	Grant Ratio	Vesting Period Completion of twelve months	Grant date	ESOPs outstanding	Exercise price (in Rs.)	Market price per share on grant date
Grant VIII	Scheme 2012	30:30:40	1 to 3 years	23-Jul-2018	1,609	2,044	2,271
Grant X	Scheme 2012	30:30:40	1 to 3 years	10-May-2019	2,859	2,347	2,595
Grant XI	Scheme 2012	30:30:40	1 to 3 years	02-Aug-2019	313	1,683	1,871
Grant XIII	Scheme 2020	10:20:30:40	1 to 4 years	24-Dec-2020	50,980	1,244	2,488
Grant XIV	Scheme 2020	10:20:30:40	1 to 4 years	28-May-2021	3,199	1,400	2,800
Grant XV	Scheme 2020	10:20:30:40	1 to 4 years	10-Feb-2022	6,279	1,842	3,683
Grant XVI	Scheme 2020	10:20:30:40	1 to 4 years	05-Aug-2022	18,365	1,487	2,974
Grant XVII A	Scheme 2020	10:20:30:40	1 to 4 years	11-Nov-2022	8,200	1,415	2,830
Grant XVII B	Scheme 2020	10:20:30:40	1 to 4 years	11-Nov-2022	11,733	1,415	2,830
Grant XVIII	Scheme 2020	10:20:30:40	1 to 4 years	15-May-2023	4,012	1,072	2,143
Grant XX A	Scheme 2020	10:20:30:40	1 to 4 years	06-Nov-2023	8,684	855	1,690
Grant XXI A	Scheme 2020	10:20:30:40	1 to 4 years	05-Aug-2024	1,50,861	1,706	3,412
Grant XXI B	Scheme 2020	10:20:30:40	1 to 4 years	05-Aug-2024	5,693	1,706	3,412

(c) Below are the details in respect of ESOPs granted and outstanding as at March 31, 2024:

Particulars	ESOP Scheme	Grant Ratio	Vesting Period Completion of twelve months	Grant date	ESOPs outstanding	Exercise price (in Rs.)	Market price per share on grant date
Grant VIII	Scheme 2012	30:30:40	1 to 3 years	23-Jul-2018	9,686	2,044	2,271
Grant X	Scheme 2012	30:30:40	1 to 3 years	10-May-2019	2,859	2,347	2,595
Grant XI	Scheme 2012	30:30:40	1 to 3 years	02-Aug-2019	2,328	1,683	1,871
Grant XII	Scheme 2012	30:30:40	1 to 3 years	10-Nov-2020	10,821	1,769	1,967
Grant XIII	Scheme 2020	10:20:30:40	1 to 4 years	24-Dec-2020	1,15,789	1,244	2,488
Grant XIV	Scheme 2020	10:20:30:40	1 to 4 years	28-May-2021	7,007	1,400	2,800
Grant XV	Scheme 2020	10:20:30:40	1 to 4 years	10-Feb-2022	6,279	1,842	3,683
Grant XVI	Scheme 2020	10:20:30:40	1 to 4 years	05-Aug-2022	18,365	1,487	2,974
Grant XVII A	Scheme 2020	10:20:30:40	1 to 4 years	11-Nov-2022	9,024	1,415	2,830
Grant XVII B	Scheme 2020	10:20:30:40	1 to 4 years	11-Nov-2022	2,11,388	1,415	2,830
Grant XVIII	Scheme 2020	10:20:30:40	1 to 4 years	15-May-2023	4,012	1,072	2,143
Grant XIX	Scheme 2020	10:20:30:40	1 to 4 years	09-Aug-2023	10,000	1,415	2,394
Grant XX A	Scheme 2020	10:20:30:40	1 to 4 years	06-Nov-2023	8,684	855	1,690
Grant XX B	Scheme 2020	10:20:30:40	1 to 4 years	06-Nov-2023	1,404	855	1,690

(d) The relevant details in respect of V-Mart ESOP Scheme 2012 and ESOP Scheme 2020 are summarized below:

Particulars	March 31, 2025		March 31, 2024	
	Number of options	Weighted average exercise price in (Rs)	Number of options	Weighted average exercise price in (Rs)
Outstanding at the beginning of the year	4,17,646	1,392	4,22,617	1,413
Granted during the year	1,60,330	1,706	24,100	1,202
Exercised during the year	(22,916)	1,812	(4,162)	1,763
Forfeited during the year	(2,82,273)	1,378	(24,909)	1,438
Outstanding at the end of the year	**2,72,787**	1,555	**4,17,646**	1,392
Exercisable at the end of the year	8,031	1,817	2,706	1,244

The weighted average share price at the date of exercise of these options was INR 1,812 .(March 31, 2024: 1,763)

Weighted average remaining contractual life (in years):

Particulars	As at March 31, 2025	As at March 31, 2024
The V-Mart ESOP Scheme 2012	1.86	3.46
The V-Mart ESOP Scheme 2020	6.26	6.06

(e) The fair value of the options was estimated on the date of grant using the Black-Scholes Model with the following significant assumptions

Particulars	Risk free interest rates (in %)	Expected life (in years)	Volatility (in %)	Dividend yield (in %)	Weighted average exercise price (in Rs.)	Weighted average fair value of stock option (in Rs.)
Grant VIII	7.42%	3 years	41.49%	0.10%	2,044	913
Grant X	7.33%	3 years	22.90%	0.10%	2,347	807
Grant XI	7.26%	3 years	23.61%	0.10%	1,683	591
Grant XII	6.93%	3 years	25.68%	0.10%	1,769	443
Grant XIII	6.93%	4 years	24.32%	0.10%	1,244	1,473
Grant XIV	6.41%	4 years	20.07%	0.10%	1,400	1,726
Grant XV	6.71%	4 years	16.30%	0.00%	1,842	2,177
Grant XVI	6.38%	4 years	18.07%	0.10%	1,487	1,738
Grant XVII A	6.44%	4 years	15.67%	0.10%	1,415	1,725
Grant XVII B	6.44%	4 years	15.67%	0.10%	1,415	1,725
Grant XVIII	6.58%	4 years	13.00%	0.00%	1,072	1,319
Grant XIX	6.60%	4 years	9.25%	0.00%	1,415	1,307
Grant XX A	6.64%	4 years	10.40%	0.00%	855	1,034
Grant XX B	6.64%	4 years	10.40%	0.00%	855	1,034
Grant XXI A	6.80%	4 years	14.00%	0.00%	1,706	2,113
Grant XXI B	6.80%	4 years	14.00%	0.00%	1,706	2,113

The expected life of the stock is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not also necessary be the actual outcome.

Notes to financial statements for the year ended March 31, 2025

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(All amounts in Rs. Lakhs, unless otherwise stated)

36 Segment information

The Company has two different lines of business i.e. retail business and digital marketplace, which has altogether different risk and rewards.

A. Operating segments

Retail trade	Domestic sale to customer at stores
Digital marketplace	Commission and other income by providing Limeroad platform to vendors

B. Identification of segments

The Chief Operating Decision Makers (CODM) also views both the business lines separately and accordingly identified and considered as two different segments in terms of the requirements of Ind AS 108 'Operating Segments'. Accordingly, the financial statements for the year end include segment reporting.

C. Revenue and expenses have been identified to a segment on the basis of relationship to operating activities of the segment. Revenue and expenses which relate to enterprise as a whole and are not allocable to a segment on reasonable basis have been disclosed as "unallocable".

D. Segment assets and segment liabilities represent assets and liabilities in respective segments. Tax assets/liabilities, borrowings and other assets and liabilities that can not be allocated to a segment on reasonable basis have been disclosed as "unallocable".

E. Summary of segment information

i For the year ended March 31, 2025:

Particulars	Retail trade	Digital market place	Total segment	Elimination/ Unallocated	Total
Revenue					
External customers	3,21,310	4,076	3,25,386	-	3,25,386
Inter-segment	-	980	980	(980)	-
Revenue from operations	**3,21,310**	**5,056**	**3,26,366**	**(980)**	**3,25,386**
Other income	1,212	-	1,212	-	1,212
Total income	**3,22,522**	**5,056**	**3,27,578**	**(980)**	**3,26,598**
Expenses:					
Purchase of traded goods	(2,30,048)	-	(2,30,048)	-	(2,30,048)
(Increase)/ decrease in inventories of traded goods	17,076	-	17,076	-	17,076
Employee benefits expense	(34,134)	(2,204)	(36,338)	-	(36,338)
Finance costs	(12,636)	(23)	(12,659)	(987)	(13,646)
Depreciation and amortization expense	(22,180)	(167)	(22,347)	(952)	(23,299)
Other expenses	(33,407)	(5,938)	(39,345)	980	(38,365)
Total expenses	**(3,15,329)**	**(8,332)**	**(3,23,661)**	**(959)**	**(3,24,620)**
Profit/ (loss) before exceptional item and tax	**7,193**	**(3,276)**	**3,917**	**(1,939)**	**1,978**
Total assets	2,26,997	3,585	2,30,582	13,042	2,43,624
Total liabilities	1,45,233	2,309	1,47,542	15,064	1,62,606
Other disclosures					
Capital expenditure	12,182	13	12,195	-	12,195

ii For the year ended March 31, 2024:

Particulars	Retail trade	Digital market place	Total segment	Elimination/ Unallocated	Total
Revenue					
External customers	2,71,406	7,154	2,78,560	-	2,78,560
Inter-segment	-	580	580	(580)	-
Revenue from operations	**2,71,406**	**7,734**	**2,79,140**	**(580)**	**2,78,560**
Other income	2,095	-	2,095	-	2,095
Total income	**2,73,501**	**7,734**	**2,81,235**	**(580)**	**2,80,655**
Expenses:					
Purchase of traded goods	(1,87,955)	(10)	(1,87,965)	-	(1,87,965)
(Increase)/ decrease in inventories of traded goods	5,456	-	5,456	-	5,456
Employee benefits expense	(26,477)	(2,230)	(28,707)	-	(28,707)
Finance costs	(12,436)	-	(12,436)	(1,801)	(14,237)
Depreciation and amortization expense	(21,137)	(1,076)	(22,213)	-	(22,213)
Other expenses	(33,967)	(12,652)	(46,619)	580	(46,039)
Total expenses	(2,76,516)	(15,968)	(2,92,484)	(1,221)	(2,93,705)
Profit/ (loss) before exceptional item and tax	**(3,015)**	**(8,234)**	**(11,249)**	**(1,801)**	**(13,050)**
Total assets	2,66,570	9,071	2,75,641	8,892	2,84,533
Total liabilities	1,95,172	3,570	1,98,742	11,092	2,09,834
Other disclosures					
Capital expenditure	24,416	57	24,473	-	24,473

iii. Reconciliations to amount reflected in the financial statement:

a) Reconciliations of Profit/ (loss) before tax

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Segment profit/ (loss)	3,917	(11,249)
Finance cost	(987)	(1,801)
Depreciation and amortization expenses	(952)	-
Profit/ (loss) before exceptional item and tax	**1,978**	**(13,050)**

b) Reconciliations of assets

Particulars	As at March 31, 2025	As at March 31, 2024
Segment operating assets	2,30,582	2,75,641
Deferred tax assets (net)	8,488	8,206
Income tax assets (net)	678	536
Goodwill	150	150
Other intangible assets	3,726	-
Total assets	**2,43,624**	**2,84,533**

c) Reconciliations of liabilities

Particulars	As at March 31, 2025	As at March 31, 2024
Segment operating liabilities	1,47,542	1,98,742
Borrowings	14,896	11,000
Accrued interest on borrowings	92	23
Current tax liabilities (net)	76	69
Total liabilities	**1,62,606**	**2,09,834**

iv. Geographic information

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Revenue from contract with customers		
Within India	3,24,737	2,78,084
Outside India	-	-
Total (A)	**3,24,737**	**2,78,084**
Other operating revenue - India	**649**	**476**
Total (B)	**649**	**476**
Total revenue as per the Statement of profit and loss	**3,25,386**	**2,78,560**

v. Non-current operating assets

Particulars	As at March 31, 2025	As at March 31, 2024
Within India	56,714	53,959
Outside India	-	-
Total	**56,714**	**53,959**

Note: Non-current operating assets for this purpose consist of property, plant and equipment and other intangible assets.

37 Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

Particulars	As at March 31, 2025	As at March 31, 2024
a. The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each accounting year:		
Principal amount due to micro and small enterprises (refer note 17)	19,212	19,674
Interest due on above	-	-
b. The amount of interest paid by the buyer in terms of section 16 of the MSMED Act 2006 along with the amounts of the payment made to the supplier beyond the appointed day during each accounting year.	-	-
c. The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act 2006	-	-
d. The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
e. The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under Section 23 of the MSMED Act 2006.	-	-

Note: The management has obtained confirmation from majority of such vendors for principal and interest due to them.

38 Changes in liabilities arising from financing activities

The changes in the Company's liabilities arising from financing activities can be classified as follows:

Particulars	Lease liabilities	Current borrowings	Total
As at April 01, 2023	(1,18,383)	(14,783)	(1,33,166)
Cash (inflow)/outflow (net)	20,358	3,783	24,141
New leases	(25,297)	-	(25,297)
Lease liability reversal	7,633	-	7,633
Finance cost	(12,436)	-	(12,436)
As at March 31, 2024	**(1,28,125)**	**(11,000)**	**(1,39,125)**
Cash (inflow)/outflow (net)	23,473	(3,896)	19,577
Lease liability additions	(35,654)	-	(35,654)
Lease liability reversal (on account of termination)	1,387	-	1,387
Lease liability reversal (on account of reassessment of lease term)[refer note 46]	86,811		
Finance cost	(11,247)	-	(11,247)
As at March 31, 2025	**(63,355)**	**(14,896)**	**(1,65,062)**

39 Capital management

The Company's objectives when managing capital are to safeguard continuity as a going concern, provide appropriate return to shareholders and maintain a cost efficient capital structure. The Company determines the amount of capital required on the basis of an annual budget and a five year plan, including, for working capital, capital investment in stores. The Company's funding requirements are met through internal accruals and loans repayable on demand. Also, the Company has established a supplier finance arrangement to manage its working capital.

The Company does not have any long term borrowings from bank. However, it has obtained loans repayable on demand and cash credit facility from banks. The Company has obtained a loans repayable on demand of Rs. 14,896 lakhs (March 31,2024: Rs. 11,000 lakhs) and has sanctioned borrowing limit of Rs. 34,500 lakhs (March 31. 2024: Rs. 29,500 lakhs).

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The Company monitors capital on the basis of total debt to total equity on a periodic basis. The following table summarizes capital of the Company:

Particulars	As at March 31, 2025	As at March 31, 2024
Loan repayable on demand	14,896	11,000
Less: Cash and cash equivalents	(3,942)	(2,723)
Total debt (a)	**10,954**	**8,277**
Equity share capital	1,980	1,978
Other equity	79,038	72,721
Total equity (b)	**81,018**	**74,699**
Total debt and equity (c) (a+b)	**91,972**	**82,976**
Gearing ratio {(a)/(c)}	**11.91%**	**9.98%**

No changes were made in the objectives, policies or processes for managing capital during the years ended March 31, 2025 and March 31, 2024.

40 Financial risk management

A wide range of risks may affect the Company's business and operational / financial performance. The risks that could have significant influence on the Company are market risk, credit risk and liquidity risk. The Company's Board of Directors reviews and sets out policies for managing these risks and monitors suitable actions taken by management to minimise potential adverse effects of such risks on the Company's operational and financial performance.

a) Market risk :

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk for the Company arises primarily from interest rate risk, credit risk and product price risk. Financial instruments affected by market risk include borrowings, security deposits and investments in mutual funds.

The sensitivity analysis in the following sections relate to the position as at March 31, 2025 and March 31, 2024. The analysis exclude the impact of movements in market variables on: the carrying values of gratuity, other post retirement obligations and the non-financial assets and liabilities.

i) Interest risk

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company's exposure to the risk of changes in market interest rates relates primarily to the Company's short-term debt obligations with floating interest rates. The following table demonstrates the sensitivity to a reasonably possible change in interest rates. With all other variables held constant, the Company's profit before tax is affected through the impact on floating rate borrowings, as follows:

Particulars	Increase/ decrease in basis points	Effect on profit before tax
As at March 31, 2025:		
Increase by 50 basis points	+50	73
Decrease by 50 basis points	-50	(73)
As at March 31, 2024:		
Increase by 50 basis points	+50	55
Decrease by 50 basis points	-50	(55)

ii) Product price risk: In a potentially inflationary economy, the Company expects periodical price increases across its retail product lines. Product price increases which are not in line with the levels of customers' discretionary spends, may affect the business/retail sales volumes. In such a scenario, the risk is managed by offering judicious product discounts to retail customers to sustain volumes. The Company negotiates with its vendors for purchase price rebates such that the rebates substantially absorb the product discounts offered to the retail customers. This helps the Company protect itself from significant product margin losses. This mechanism also works in case of a downturn in the retail sector, although overall volumes would get affected.

b) Liquidity risk:

The Company's objective is to maintain a balance between continuity of funding and flexibility through the use of bank overdrafts, working capital demand loans and lease contracts. The Company assessed the concentration of risk with respect to refinancing its debt and concluded it to be low. The Company has access to a sufficient variety of sources of funding and debt maturing within 12 months can be rolled over with existing lenders.

The Company has also entered into supply chain finance arrangement to smoothen the payment process of the suppliers. Although the payment terms are not significantly extended beyond the normal credit terms agreed upon with other suppliers, the cashflows became more predictable.

The table below summarises the maturity profile of the Company's financial liabilities based on contractual undiscounted payments:

Particulars	On demand	Less than one year	Between one and five years	More than five years	Carrying amount
As at March 31, 2025					
Lease liabilities	-	22,873	46,364	2,473	
Borrowings	14,896	-	-	-	-
Trade payables	-	76,198	-	-	76,198
Other financial liabilities	-	4,447	-	-	4,447
As at March 31, 2024					
Lease liabilities	-	20,807	82,354	1,00,243	
Borrowings	-	11,000	-	-	11,000
Trade payables	-	63,366	-	-	63,366
Other financial liabilities	-	3,815	-	-	3,815

c) Currency risk:

The Company does not have any foreign currency transactions hence the Company is not exposed to currency risk.

Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

A substantial portion of the Company's trade payables are included in the Company's supplier finance arrangement and are thus, with a single counterparty rather than individual suppliers. This results in the Company being required to settle a significant amount with a single counterparty, rather than less significant amounts with several counterparties. However, the Company's payment terms for trade payables covered by the arrangement are identical to the payment terms for other trade payables. Management does not consider the supplier finance arrangement to result in excessive concentrations of liquidity risk. Further, the arrangement has been established to ease the administrative burden of managing invoices from a significant number of suppliers, rather than to obtain financing.

d) Credit risk:

Credit risk arises from the possibility that counter party may not be able to settle their obligations as agreed. To manage this, the Company periodically assesses the financial reliability of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of account receivables. Individual risk limits are also set accordingly.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in credit risk on an ongoing basis throughout each reporting period. To assess whether there is a significant increase in credit risk, the Company compares the risk of default occurring on the asset as at the reporting date with the risk of default as at the date of initial recognition. The Company considers reasonable and supportive forward-looking information.

The Company provides for twelve month expected credit losses for the following financial assets:

As at March 31, 2025

Particulars	Estimated gross carrying amount	Expected credit loss	Carrying amount (net of impairment provision)
Investments	1,485	980	505
Cash and cash equivalents	3,942	-	3,942
Loans	28	-	28
Other financial assets	8,615	372	8,243
Total financial assets	**14,070**	**1,352**	**12,718**

As at March 31, 2024

Particulars	Estimated gross carrying amount	Expected credit loss	Carrying amount (net of impairment provision)
Investments	1,450	980	470
Cash and cash equivalents	2,723	-	2,723
Loans	23	-	23
Other financial assets	7,358	372	6,986
Total financial assets	**11,554**	**1,352**	**10,202**

Trade receivables and contract assets

There are no contract assets and trade receivables as the Company operate retail stores and where collections are primarily made in cash or through UPI or credit card payments.

Financial instruments and cash deposits

Credit risk from balances with banks and financial institutions is managed by the Company's treasury department in accordance with the Company's policy. Investments of surplus funds are made only with approved counterparties and within credit limits assigned to each counterparty.

The Company's maximum exposure to credit risk for the components of the balance sheet at March 31, 2025 and March 31, 2024 is the carrying amounts as disclosed in Note 8.

41 Fair value measurements

Financial instruments by category

Particulars	As at March 31, 2025		As at March 31, 2024	
	Carrying value	Fair Value	Carrying value	Fair Value
Fair value through profit and loss				
Investments				
- Mutual funds	505	505	470	470
Fair value through amortised cost				
Loans	28	28	23	23
Cash and cash equivalents	3,942	3,942	2,723	2,723
Other financial assets	8,615	8,615	7,358	7,358
Total financial assets	**13,090**	**13,090**	**10,574**	**10,574**
Financial liabilities				
Fair value through amortised cost				
Borrowings	14,896	14,896	11,000	11,000
Lease liabilities	63,355	63,355	1,28,125	1,28,125
Trade payables	76,198	76,198	63,366	63,366
Other financial liabilities	4,447	4,447	3,815	3,815
Total financial liabilities	**1,58,896**	**1,58,896**	**2,06,306**	**2,06,306**

The management assessed that loans, cash and cash equivalents, other financial assets, trade payables, borrowings, lease liabilities and other financial liabilities approximate their carrying amounts largely due to the short-term maturities of these instruments. The fair value of the financial assets and liabilities is included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale.

The fair value of non-current portion of lease liabilities and financial assets (primarily includes security deposits) are based on present value of cashflows expected on settlement date which are discounted based on applicable discount rates.

The following methods and assumptions were used to estimate the fair values:

The fair value of unquoted investments are based on NAV as on the reporting date.

42 Fair value hierarchy

The following table provides the fair value measurement hierarchy of the Company's assets:

(i) Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2025:

Particulars	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value through profit or loss					
Investment in mutual funds	March 31, 2025	505	505	-	-

(ii) Quantitative disclosures fair value measurement hierarchy for assets as at March 31, 2024:

Particulars	Date of valuation	Total	Fair value measurement using		
			Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Assets measured at fair value through profit or loss					
Investment in mutual funds	March 31, 2024	470	470	-	-

43 The Company on a periodic basis assesses the markdown of its aged and obsolete inventories (including shrinkage due to various reasons). The exercise has been carried out throughout the year and also at the year end. The estimated markdown including shrinkage is recorded in Increase/ decrease in inventories of traded goods amounting to Rs. 7,993 lakhs (including provision at year end of Rs. 6,454 lakhs)[March 31, 2024: Rs. 6,453 lakhs (including provision at year end of Rs. 5,085 lakhs)]. The management believes that above estimation is adequate both in line with the Company practice, historical trends and industry standards.

44 Assets pledged as security

The carrying amounts of asset pledged as security for borrowings are:

Particulars	As at March 31, 2025	As at March 31, 2024
Non-current assets:		
Property, plant and equipment	52,741	48,980
Capital work-in-progress	431	384
	53,172	**49,364**
Total Current assets	**1,22,579**	**1,03,478**
Total assets pledged as security	**1,75,751**	**1,52,842**

Details of working capital limits and collateral provided:

The Company has sanctioned working capital limits amounting to Rs. 34,500 lakhs (March 31, 2024: Rs. 29,500 lakhs) from State Bank of India, ICICI Bank, Axis Bank and HDFC Bank. An amount of Rs. 19,604 lakhs remains undrawn as at March 31, 2025 (March 31, 2024: Rs. 18,500 lakhs).

Further, the limits available is secured by way of:

i) Pari passu hypothecation charge with all the working capital lenders on entire current assets including stock and all the present and future book debts.

ii) Pari passu first hypothecation charge with all the working capital lenders on all the present and future property, plant and equipment of the Company excluding vehicle and assets financed by other banks under the finance lease and term loan.

iii) Personal guarantee of Mr. Lalit Agarwal, Mr. Madan Gopal Agarwal and Mrs. Sangeeta Agarwal is given to SBI bank

iv) Personal guarantee of Mr. Lalit Agarwal and Mr. Madan Gopal Agarwal is given to ICICI bank, Axis Bank and HDFC bank v) Personal guarantee of Mr. Lalit Agarwal is given to HDFC bank

vi) Lien on 11,323 mutual fund units of SBI Liquid fund direct growth (Folio no 13912346) to State Bank of India.

vii) Exclusive charge over fixed deposits of Rs. 94 lakhs to State Bank of India.

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viii) Exclusive charge on Residential building bearing survey no. BPB081, 08th floor, Wing-B, Gurgaon (Haryana) admeasuring Total Area: 1714 sq. feet. to State Bank of India.

45 Leases

Company as a lessee

The Company has lease contracts for stores, office premises, warehouse and plant and machinery used in its operations. Leases have lock in period ranging from 1 to 3 years and lease term ranging from 3 to 14 years (previous year: 9 to 15 years, also refer note 46). There are several lease contracts that include extension and termination options and variable lease payments. The lease are further renewable on expiry of total lease term at the option of the Company.

The Company also has certain leases of factory outlets, machinery etc with lease term of 12 months or less. The Company applies the "Short-term lease' recognition exemptions for these leases.

(a) Set out below are the carrying amounts of ROU assets recognised and the movements during the year:

Particulars	Category of ROU assets		Total
	Building	Plant and machinery	
Balance as at April 01, 2023	1,06,426	-	1,06,426
Additions during the year on account of :			
i) ROU on stores opened during the year	25,146	151	25,297
ii) Prepaid portion of security deposits made during the year	480	-	480
iii) Lease registration charges paid during the year	212	-	212
Deletions (on account of termination) [refer note 45(g)(ii)]	(6,453)	-	(6,453)
Depreciation	(13,989)	(8)	(13,997)
Balance as at March 31, 2024	**1,11,822**	**143**	**1,11,965**
Additions during the year on account of :			
i) ROU on stores opened during the year	35,654	-	35,654
ii) Prepaid portion of security deposits made during the year	659	-	659
iii) Adjustment of prepaid portion of security deposits (on account of reassessment of lease term)[refer note 46]	(1,450)		(1,450)
iv) Lease registration charges paid during the year	224	-	224
Deletions (on account of termination) [refer note 45(g)(ii)]	(1,165)	-	(1,165)
Deletions (on account of reassessment of lease term) [refer note 46]	(83,475)		(83,475)
Depreciation	(15,394)	(30)	(15,424)
Balance as at March 31, 2025	**46,875**	**113**	**46,988**

(b) The break-up of current and non-current lease liabilities as at March 31, 2025 and March 31, 2024 are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Lease liabilities:		
Current	19,258	8,771
Non-current	44,097	1,19,354
Total	**63,355**	**1,28,125**

(c) The movement in lease liabilities during the year ended March 31, 2025 and March 31, 2024 are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Balance at the beginning of the year	1,28,125	1,18,383
Additions during the year	35,654	25,297
Finance cost accrued during the year	11,247	12,436
Deletions (on account of termination) [refer note 45(g)(ii)]	(1,387)	(7,633)
Deletions (on account of reassessment of lease term) [refer note 46]	(86,811)	-
Payment of lease liabilities	(23,473)	(20,358)
Balance as at the end of the year	**63,355**	**1,28,125**

Notes to financial statements for the year ended March 31, 2025

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(All amounts in Rs. Lakhs, unless otherwise stated)

(d) The details of the contractual maturities of lease liabilities as at March 31, 2025 and March 31, 2024 on an undiscounted basis are as follows:

Particulars	As at March 31, 2025	As at March 31, 2024
Less than one year	22,873	20,807
One to five year	46,364	82,354
More than five year	2,473	1,00,243

(e) Following are the amounts recognised in the statement of profit or loss:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Profit on termination of lease [refer note 45(g)(ii) below]	232	1,180
Interest income on security deposits measured at amortised cost (refer note 22)	279	256
Net gain of reassessment of lease term on Right of use assets & lease liabilities [refer note 46]	3,336	-
Additional interest income on security deposits [refer note 46]	236	-
Depreciation on right of use assets (refer note 27)	15,424	13,997
Interest on lease liabilities (refer note 26)	11,247	12,436
Rent expenses (Included in other expenses) (Refer note 28) :		
Expenses relating to short-term leases	792	1,340
Expenses relating to variable lease payments	199	209
	991	**1,549**
Income from subleasing right-of-use assets (refer note 21)	199	218

The following table provides information on the Company's variable lease payments, including the magnitude in relation to fixed payments

	Fixed payements	Variable payments	Total
March 31, 2025			
Variable rent only	-	199	199
March 31, 2024			
Variable rent only	-	209	209

A 1% increase in revenue for respective stores would increase total lease payments by 1%.

(f) The Company had total cash outflows for leases of Rs. 23,473 lakhs in financial year 2024-25 (Rs. 20,358 lakhs in financial year 2023-24).

(g) Note:

(i) Incremental borrowing rate of 7.00 % p.a. considered for measurement of lease liability (March 31, 2024: 9.1% p.a.)

(ii) Profit on termination of lease

On account of closure of stores, the Company has recognised profit on termination of lease of Rs. 232 lakhs (March 31, 2024: Rs. 1180 lakhs) under the head "Other income" in the Statement of Profit and Loss on account of reversal of lease liabilities of Rs. 1,387 lakhs (March 31, 2024: 7,633 lakhs) and right of use assets of Rs. 1,155 lakhs (March 31, 2024: 6,453 lakhs). (Refer note 22).

(iii) The Company does not face a significant liquidity risk with regard to its lease liabilities as the Company believes that it will able to generate sufficient cash to meet the obligations related to lease liabilities as and when they fall due.

46 Reassessment of lease term - Company as a lessee

During the year ended March 31, 2025, the Company reassessed its lease term estimates for store leases in accordance with Ind AS 116 'Leases'. This reassessment reflects the evolving nature of the Company's store portfolio based on historical trends as well as future operating strategy. Accordingly, lease term estimates have been revised to closely align with the period over which management reasonably expects to exercise option to renew its lease contracts.

Notes to financial statements for the year ended March 31, 2025

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(All amounts in Rs. Lakhs, unless otherwise stated)

This has led to a reassessment of the estimates of measurement and recognition of Right-of-Use (ROU) assets (including associated security deposits) and corresponding lease liabilities under Ind AS 116. Further, this has also resulted in an incremental depreciation charge for the year on leasehold improvements and other immovable property, plant & equipment. The above reassessment resulted in the recognition of a net exceptional gain of ₹ 2,418 lakhs during the year ended March 31, 2025. Breakup of exceptional gain is as under:

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Net gain of reassessment of lease term on Right of use assets & lease liabilities	3,336	-
Additional depreciation on leasehold improvements and other immovable property, plant & equipment (refer note 27)	(1,154)	-
Interest income on security deposits (net of adjustment of prepaid portion of security deposits amounting to Rs.1,450 lakhs)	236	-
	2,418	**-**

The amount of the effect of this reassessment of lease term and depreciation of the leasehold improvements in future periods has not been disclosed because estimating the same is not practical.

47 During the current year, fire broke out in one of the retail stores of the Company in Law Garden, Gujarat and the Company has incurred losses against property, plant and equipment and inventories amounting to Rs. 60 lakhs and Rs. 70 lakhs respectively. The Company has filed claim with the insurance company. The said claim was not approved by the Insurance Company till March 31, 2025. Accordingly, the Company has accounted for such losses in the books of account as at March 31, 2025.

During the previous year, fire broke out in one of the retail stores of the Company in Hyderabad, Telangana and the Company had incurred losses against property, plant and equipment and inventory amounting to Rs. 5 lakhs and Rs. 123 lakhs respectively. During the current year, the Company has received insurance claim amounting to Rs. 150 lakhs which has been recognised as other income in the Statement of Profit & Loss.

48 The Company has capitalised following expenses which directly or indirectly relates to opening new stores. Consequently, expenses disclosed under the respective notes are net of amounts capitalised by the Company.

Particulars	For the year ended March 31, 2025	For the year ended March 31, 2024
Employee benefits expense	343	245
Purchase of traded goods	90	56
Power and fuel	78	80
Miscellaneous expenses	75	53
Repair & maintenance - Others	35	29
Security expenses	26	29
Travelling and conveyance	3	2
Total expenses capitalised	**649**	**495**

49 The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. Certain sections of the Code came into effect on May 03, 2024. However, the final rules/interpretation have not yet been issued. Based on a preliminary assessment, the entity believes the impact of the change will not be significant.

50 The Company made an investment in commercial papers of Infrastructure Leasing & Financial Services (IL&FS) in earlier years amounting to Rs. 980 lakhs, which were due for redemption on September 18, 2018. The aforesaid amount and interest thereon has not been received as on date. In view of the fact that there is uncertainty on recovery of the entire amount and the management is carrying a provision of full amount Rs. 980 lakhs (March 31, 2024 : 980 lakhs) against the said investment. The Company, had filed an intervention appeal on February 08, 2019 regarding the same, which is pending for disposals.

51 Other statutory information

(i) The Company does not have any benami property, where any proceeding has been initiated or pending against the Company for holding any benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and rules made thereunder.

Notes to financial statements for the year ended March 31, 2025

CIN - L51909DL2002PLC163727

(All amounts in Rs. Lakhs, unless otherwise stated)

(ii) The Company does not have any transactions with companies struck off under Section 248 of the Companies Act, 2013.

Name of the struck off Company	Nature of Transaction with struck off	Balance outstanding		Relationship with the Struck off company, if any, to be disclosed
		As at March 31, 2024	As at March 31, 2024	
Aditya Manpower Solution Private Limited	Vendor	5	5	none
Others*	Vendor	-	-	none

*Multiple parties with aggregate amount less than rupees one lakh

(iii) The Company does not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(iv) The Company has not traded or invested in crypto currency or virtual currency during the financial year.

(v) The Company has not advanced or loaned to or invested funds in any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company (Ultimate Beneficiaries); or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(vi) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(vii) The Company does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income in the tax assessments under the Income Tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income Tax Act, 1961).

(viii) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority or other lender, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India.

(ix) The Company has complied with the number of layers prescribed under clause (87) of Section 2 of the Companies Act, 2013 read with the Companies (Restriction on number of Layers) Rules, 2017 from the date of their implementation.

(x) The Company has been sanctioned working capital limits in excess of Rs. 500 lakhs in aggregate from bank during the year on the basis of security of current assets of the Company and quarterly statements filed by the Company with such banks are in agreement with the books of accounts of the Company.

52 Ratio analysis and its elements

Ratio	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	% change	Reason for variance (>+/-25%)
Current ratio (in times)	Current assets	Current liabilities	1.05	1.16	-9%	Not applicable
Debt-equity ratio (in times)	Total debt (including lease liabilities)	Shareholder's equity #	0.97	1.86	-48%	Decreasing mainly on account of reduction in lease liabilities
Debt service coverage ratio (in times)	Earning for debt service = Net Profit after taxes + Non-cash operating expenses + Interest + loss on sale of Fixed assets, etc.	Debt service = Interest + lease payments + principal repayments	1.92	0.99	94.07%	The Company has earned profit in the current year as compared to loss in previous year
Return on equity ratio (in %)	Net profits after taxes – Preference dividend	Average shareholder's equity	5.88%	-12.95%	-145.38%	The Company has earned profit in the current year as compared to loss in previous year

Ratio	Numerator	Denominator	As at March 31, 2025	As at March 31, 2024	% change	Reason for variance (>+/-25%)
Inventory turnover ratio (in times)	Cost of goods sold (includes purchase of traded goods and Increase/decrease in inventories)	Average inventories	2.36	2.24	5.64%	Not applicable
Trade receivable turnover ratio ##	Net credit sales = Gross credit sales - sales return	Average trade receivable	-	-	-	Not applicable
Trade payable turnover ratio (in times)	Net credit purchases = Gross credit purchases - purchase return	Average trade payables	3.30	3.16	4.46%	Not applicable
Net capital turnover ratio (in times)	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities	56.39	19.54	188.64%	Increasing mainly on account of decline in working capital
Net profit ratio (In %)	Net Profit	Net sales = Total sales - sales return	1.41%	-3.47%	-140.50%	The Company has earned profit in the current year as compared to loss in previous year
Return on capital employed (in %)	Earnings before interest and taxes (EBIT)	Capital Employed = Tangible net worth + Total debt - Goodwill - other intangible assets	11.63%	0.57%	1,944.59%	The Company has earned profit in the current year as compared to loss in previous year
Return on Investment (in %)	Profit on sale of investments + Fair value gain on investment designated at FVTPL	Average investment	13.13%	9.36%	40.23%	Increase due to mutual funds purchased and sold during the year

represents total equity

##The Company is into retail business and there are no trade receivable in the Company, accordingly ratio is not applicable to the Company.

53 The Company was awarded projects, under the 'Deen Dayal Upadhaya-Grameen Kaushalya Yojana' (DDUGKY) from various state governments for encouraging youth employment. Out of total approval received till Balance Sheet date amounting to Rs. 7,031 lakhs (March 31, 2024 : Rs. 7,031 lakhs), the Company has incurred expenses to the extent of Rs. 7,339 lakhs, (March 31, 2024 : Rs. 6,759 lakhs). Out of the total expenses incurred, the Company has filed the claims amounting to Rs. 5,864 lakhs (March 31, 2024: Rs. 4,133 lakhs) and is in the process of filing the claim for the remaining amount.

Against the total claim filed by the Company, the amount received till the balance sheet date amounted to Rs. 4,117 lakhs (March 31, 2024 : Rs. 3,757 lakhs) and balance amount appearing as other assets amounting to Rs. 3,222 lakhs (March 31, 2024: Rs. 3,002 lakhs) (Refer note 11). Further, the Company has made provision for impairment allowance amounting to Rs. 402 lakhs (March 31, 2024: Rs. 230 lakhs), in cases where the actual expenditure incurred exceeded the amount of eligible expenditure approved by the respective state governments. The management believes that entire amount is good and recoverable other than those against which adequate provision has been made in the books of accounts.

Notes to financial statements for the year ended March 31, 2025

CIN - L51909DL2002PLC163727

(All amounts in Rs. Lakhs, unless otherwise stated)

54 The Company has used Genesys accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all relevant transactions recorded in the software, except that audit trail feature is not enabled at the database level. Further no instance of audit trail feature being tampered with was noted in respect of accounting software where the audit trail has been enabled. Additionally, the audit trail of prior year has been preserved by the Company as per the statutory requirements for record retention to the extent it was enabled and recorded in the prior year.

55 The figures for the corresponding previous year have been regrouped/ reclassified, wherever considered necessary to make them comparable with current year classification.

As per our report of even date attached
For S.R. Batliboi & Co. LLP
Chartered Accountants
ICAI Firm Registration No.: 301003E/E300005

per Gaurav Kumar Gupta
Partner
Membership Number: 509101

Place: Gurugram
Date: May 02, 2025

For and on behalf of the board of directors of
V-Mart Retail Limited
CIN - L51909DL2002PLC163727

Madan Gopal Agarwal
Director
DIN No. 02249947

Anand Agarwal
Chief Financial Officer

Place: Gurugram
Date: May 02, 2025

Lalit Agarwal
Managing Director
DIN No. 00900900

Megha Tandon
Company Secretary
Mem. No. F10732

ANNEXURES

INDEPENDENT REVIEW CERTIFICATE

To,
V-Mart Retail Limited
CIN: L51909DL2002PLC163727
862-Phase-V, Udyog Vihar
Gurugram, Haryana- 122010

M/S GBAB & Associates was engaged by The V-Mart Retail Limited (the 'Company') to provide independent review certificate on sustainability information including information in Business Responsibility and Sustainability Report Core (the "BRSR") together referred to as Sustainability Disclosures made with reference to the GRI Sustainability Reporting Standards issued by the Global Reporting Initiative (the "GRI Standards") and guidance note for Business Responsibility and Sustainable Report format (the "Guidance Note") in its Integrated Annual Report (the "Report") for the year ended March 31, 2025.

The sustainability data reported in the Report is based on Global Reporting Initiative (GRI) Sustainability Reporting Standards 2016 ('GRI Standards') and its subsequent updates in 2018 and 2020; its content and presentation is the sole responsibility of the management of the Company. GBAB's responsibility, as agreed with the management of the Company, is to provide independent review on the report content as described in the scope of assurance. Our responsibility in performing our assurance activities is to the management of the Company only and in accordance with the terms of reference agreed with the Company. We do not therefore accept or assume any responsibility for any other purpose or to any other person or organization. Any dependence that any such third party may place on the Report is entirely at its own risk. The review report should not be taken as a basis for interpreting the Company's overall performance, except for the aspects mentioned in the scope below.

Scope of Review

The scope of assurance covers the following aspects of the Report:

- Data and information related to the Company's sustainability performance pertaining to GRI and BRSR
- Standards as disclosed in Annual Report, for the period 1st April 2024 to 31st March 2025;
- The Company's internal protocols, processes, and controls related to the collection and collation of specified sustainability and other non-financial performance data;
- Remote verification of sample data and related information through consultations with the Company's representatives.
- Review of data on a sample basis, pertaining to the disclosures of the GRI Standards and BRSR disclosed as part of Report.

Limitations of our Review

The assurance scope excludes:

- Operations of the Company other than those mentioned in the 'Scope of Assurance';
- Aspects of the Report and data/information other than those mentioned above;
- Data and information outside the defined reporting period i.e. 1st April 2024 to 31st March 2025;
- The Company's statements that describe expression of opinion, belief, aspiration, expectation, aim or future intention provided by the Company;
- Review of the Company's compliance with regulations, acts, guidelines with respect to various regulatory agencies and other legal matters;
- Data and information on economic and financial performance of the Company.

What we did to form our conclusions

In order to form our conclusions, we undertook the following key steps:

- Interviews with select key personnel and the core team responsible for the preparation of the Report to understand the Company's sustainability vision, mechanism for management of sustainability issues and engagement with key stakeholders;
- Data assurance through desk reviews covering the Company's corporate office;
- Review of relevant documents and systems for gathering, analysing and aggregating sustainability performance data in the reporting period.
- Review of the Report for detecting, on a test basis, any major anomalies between the data/information reported in the Report and the relevant source;

Our Observations

The Company has demonstrated its commitment to sustainable development by reporting its performance on various material topics for FY 2024-25. The Company has prepared Report having sustainability data in accordance with GRI standards and BRSR. The Report includes a description of the Company's stakeholder engagement process, materiality assessment and relevant performance disclosures on the identified material topics. Areas of further improvement wherever identified have been brought before the attention of the management of the company.

Our Conclusion

On the basis of our review scope and methodology, nothing has come to our attention that causes us not to believe that the data has been presented fairly, in material respects, in keeping with the GRI Standards and the Company's reporting principles and criteria.

For GBAB & Associates
Chartered Accountants
FRN: 031384N
Partner
Membership No: 062389
UDIN: 25062389BMLMMF5114

Place: Gurugram
Date: 16th June, 2025

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