
V
MART
Elevated
VALUE.
Enduring
GROWTH.
Integrated Annual Report 2025-26

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Disclaimer

This document contains statements about expected future events and financials of V-Mart Retail Limited ('The Company'), which are 'forward-looking'. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions, and other forward-looking statements may not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as several factors could cause actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the Management Discussion and Analysis section of this Annual Report.

Investor Information

Market Capitalisation (as of December 31, 2025)	Rs. 6,203.89 Crores
CIN	L51909DL2002PLC163727
BSE Code	534976
NSE Symbol	VMART
ISIN	INE665J01013
Dividend Declared	Rs. 1 per share
AGM Date	July 30, 2026
AGM Mode	VC/ OAVM

To view the report online:
https://vmart.co.in/annual-report/

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

About this Integrated Report

Marking our 7th Integrated and 24th Annual Report, this edition captures V-Mart Retail Limited's continued commitment to delivering meaningful value for customers, strengthening operational presence, and driving sustainable growth. Aligned with the Integrated Reporting (IR) framework, the Report offers a cohesive view of the Company's financial results, operational developments and sustainability initiatives, enabling stakeholders to understand our approach to long-term value creation.

Our Bharat

For us, Bharat represents the essence of rural India, especially Tier II, III, and IV cities, encompassing traditional values, regional pride, and evolving aspirations.

Introducing V-Mart

V-Mart Retail Limited ('V-Mart,' 'We,' 'The Company') is a value fashion retailer serving families across Bharat through an expanding store network, offering apparel, non-apparel and general merchandise at accessible price points. Focused on emerging consumption markets, we combine strong merchandise planning, efficient store operations and an agile supply chain to deliver consistent value to customers.

Reporting Standards and Frameworks

The financial and statutory disclosures presented in this Report have been prepared in accordance with applicable regulatory and reporting requirements, including:

- 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
- Integrated Reporting Framework issued by International Financial Reporting Standards (IFRS)

Our sustainability and non-financial disclosures align with globally recognised frameworks, ensuring transparency and comparability.

This report is aligned with the following frameworks:

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

Reporting Timeline

This Report covers the financial year April 1, 2025 to March 31, 2026, unless stated otherwise.

Review and Verification

To ensure the integrity and reliability of the information presented, the Board of Directors and senior management have reviewed the Report. The financial statements have been audited by the Company's statutory auditors and selected disclosures relating to sustainability practices have undergone internal and/or external verification in line with applicable reporting standards.

Guide to this Report

To enhance readability, icons representing key capitals and stakeholder groups have been used throughout the Report. These visual markers show how key business areas drive value and guide navigation through the Report.

Capitals

Financial
Manufactured
Intellectual
Human
Social and Relationship
Natural

Our Key Stakeholders

Customers
Suppliers
Employees
Communities
Shareholders

GRI 2-1, GRI 2-2, GRI 2-3, GRI 2-5, GRI 207-4

Elevated Value. Enduring Growth.

Our growth has always been rooted in a simple belief: that every person across Bharat deserves style that speaks to them, at a price that respects them. As that belief finds more takers, we are meeting the moment by opening new stores, curating assortments that pulse with what young India actually wants, and building a business designed to last.

Behind the scenes, we have done the hard work too. Smarter inventory and sharper cost discipline are turning operational rigour into real financial strength. We are not just growing; we are growing better.

And we are doing it faster. Quicker design cycles, data-backed decisions, and pricing that keeps us honest are keeping us one step ahead in a market that never stands still.

This is what building for the long term looks like to us: value for our customers, returns for our stakeholders, and a brand that earns its place in people's lives every single day.



Highlights of the Year

Numbers That Tell Our Story



Driving Financial Value

Strong triple-digit growth in profitability and solid top-line performance reflect the impact of meaningful structural and operational improvements.

Rs. 3,78,936 Lakhs
Revenue from Operations
▲ 16% YoY Growth

Rs. 51,346 Lakhs
EBITDA
▲ 36% YoY Growth

Rs. 12,400 Lakhs
Profit After Tax
▲ 171% YoY Growth

Rs. 95,110 Lakhs
Net Worth
▲ 17% YoY Growth

Scaling Our Footprint

Recorded the highest-ever store additions in the Company's history, with 92 new stores opened during the year.

577
Number of Stores
▲ 16% YoY Growth

897 Lakhs
Total Footfall
▲ 22% YoY Growth

5%
Same Store Sales Growth (SSSG)
11% Previous Year

92
New Store Opened
62 Previous Year

Commitment to a Greener Future

Standardised new store openings with 100% LED lighting and CBC IV+ certified DG sets

~80 Lakhs Litres
Wastewater Reused at Stores
▲ 10% YoY Growth

90%
Cartons Reused
▲ 8% YoY Growth

~13,000
Trees Planted

~2,700+ GJ
Renewable Energy Utilisation
▲ 31% YoY Growth

Environmental Stewardship Sustained

Empowering Our People

Fostered a more diverse workforce by integrating Persons with Disabilities (PWD) into the organisation

~14,000
Total Employees
▲ 14% YoY Growth

30%
Gender Diversity Ratio for Females
▲ 15% YoY Growth

335
Specially-abled Employees Added
▲ 30% YoY Growth

3,07,106
Training Hours Attended by Front-end Employees
▲ 16.5% YoY Growth

Creating Enduring Social Value

Launched Project Pragati Path across 8 structured training batches, benefitting 257 students

Rs. 16 Lakhs
CSR Voluntary Spend

380+
Lives Impacted

5
Number of CSR Initiatives Undertaken

992
Total Active MSME Vendors

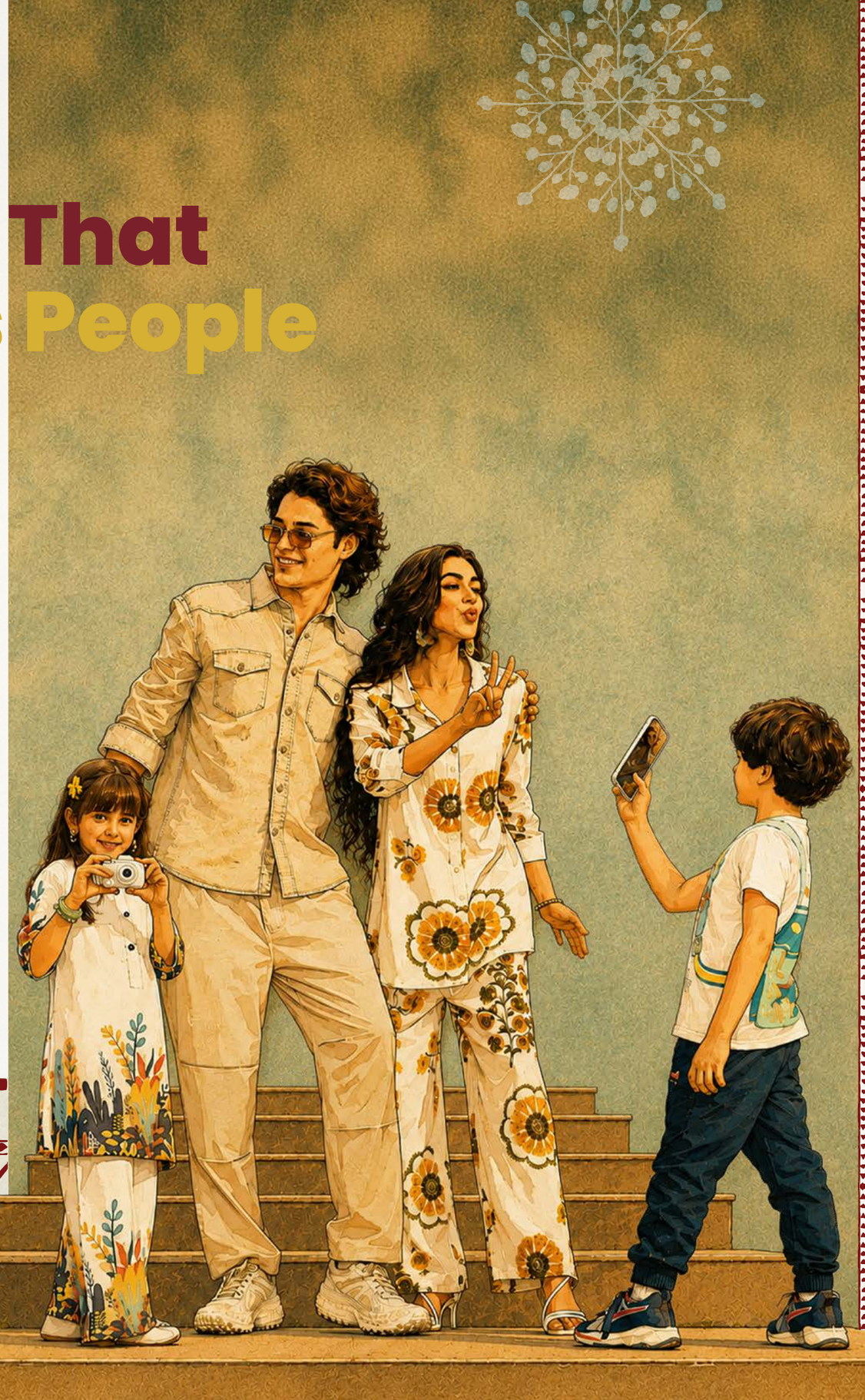
GRI 404-1, GRI 404-2

Product Story

Fashion That Finds Its People

In Bharat, fashion is aspiration acted upon within budget, every season. The V-Mart consumer knows what value means to them, and our role is to ensure every product reflects that understanding.

That alignment between what Bharat wants and what V-Mart offers is not accidental. It is the output of a merchandising engine that combines consumer intelligence, data-led planning, and supply chain agility into a disciplined cycle of product creation and renewal. Increasingly, decisions around assortment, allocation, pricing, and replenishment are being shaped by real-time consumer insights and sell-through trends, enabling a decisive shift from instinct-led merchandising to sharper, evidence-based planning.



Built around the Bharat Consumer

Our merchandising philosophy begins with a fundamental truth: Bharat's consumers are style-aware, value-rational, and regionally distinct. A single national assortment cannot serve them. Our persona-based clustering model ensures that store-level assortments reflect the specific catchment, its income profile, cultural calendar, and fashion sensibility. While 70–80% of the merchandising assortment remains consistent across markets, select products are tailored to regional preferences and local demand patterns.

Private labels, now contributing nearly 70% of the apparel mix, give us both the flexibility and the margin structure to deliver fashion relevance without compromising affordability. With an in-house design team averaging 29 years of age, our product development carries an instinctive understanding of the y outh-influenced family purchase, arguably the most important buying dynamic in Bharat's retail ecosystem today.

From Insight to Shelf, Faster

Speed-to-relevance is a competitive advantage. While a structured 90-day core assortment cycle delivers planning depth, a deliberate 20-30 days rapid refresh window allows us to respond to trend breaks without disrupting inventory discipline. This dual-track model ensures our stores feel current across seasons, not just at the start of them.

In FY 2025-26, this agility showed up in outcomes. We achieved 84% total season sell-through across apparel and non-apparel private brands, closed the year at 93 days of inventory, well within productive range and maintained an average freshness fill of 83% through the year. These are not isolated metrics; they reflect a merchandising system that is consistently calibrated to demand.

Precision through Data

Behind every store assortment is an increasingly data-intelligent planning process. Forecast accuracy at store-department level, automated Days of Inventory (DOI) tracking, ageing-wise sell-through reports, and upgraded allocation engine architecture have collectively compressed decision cycles and reduced the margin for error in stock deployment.

The rollout of our Product Lifecycle Management system with 100% vendor onboarding has digitised the design-to-delivery workflow, improving both speed and vendor accountability. The design-to-shelf cycle, now at 70–75 days, continues to compress as PLM integration deepens and early-stage AI tools take root across trend identification and assortment planning.

A Supply Chain Built for Scale

Product relevance is only as good as the supply chain that delivers it. The relocation of our warehouse to our own automated facility at Palwal materially improved inventory flow and turnaround efficiency. The expansion of our Put-to-Light conveyor system, appointment-based goods receipts, and enhanced option fulfilment processes have accelerated stock movement from warehouse to shelf, reducing broken inventory and ensuring store healthiness.

The result: a leaner, more responsive supply chain that supports both expansion and profitability without sacrificing availability.

Where Value Meets Aspirations

Across 577 stores in 28 states, product is not merely merchandise, it is V-Mart's most credible promise to Bharat. Every kurta, every pair of denims, every festive ensemble that a family chooses in a V-Mart store is a moment of trust earned and value delivered.

Our merchandising engine is designed to keep earning that trust season after season, market after market, at a price that never asks Bharat to choose between fashion and affordability.

Moving Forward with Purpose

We advanced with intent this year, expanding our footprint with new store additions, while refining the value we offer to our customers. Fresher assortments, smarter merchandising, and more engaging store experiences strengthened the way our brand connects with consumers. Each step reflects our commitment to progress with purpose: broader reach, enriching experiences.



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12 → Our Diversified Product Suite
16 → Evolution Story
18 → Presence
20 → What Sets Us apart

About V-Mart

Fashion that Stands the Test of Time

As one of India's leading fashion and lifestyle retailers, we cater to the aspirations of youth and young families across the country. Our offerings combine trend-led styles with everyday affordability, enabling consumers to express their individuality while staying within budget. As proponents of value retailing, we continue to enhance the in-store experience while delivering quality and style across India's emerging cities.



24 Years
Of Value Retail Expertise

Presence across Channels

Online & Offline

GRI 2-1

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

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 and execute

Prudence
We deliver value to our stakeholders by being cost conscious

Integrity
We exhibit organisational Code of Conduct & comply with processes

Strategic Pillars

- Profitable & Capital-disciplined Growth
- Stable & Scalable Operating Model
- AI-Augmented, System-driven Enterprise
- Customer-centric Competitive Advantage
- Future-ready, Productive & Well-governed Enterprise

Read more on **34**

Strengths

- Deep penetration in emerging markets
- Efficient operating model
- Robust sourcing network
- Future-ready digital and omni-channel ecosystem
- Insight to customer preference
- Transparent pricing philosophy
- Strong value-for-money proposition
- Governance-led growth

GRI 2-1

Business Segments

Our Diversified Product Suite

We offer a comprehensive merchandise portfolio that meets the everyday needs of our customers and their families. Our product strategy is centred on delivering style, utility, and value through a curated assortment that reflects diverse consumer preferences across markets.

By combining fashion-forward apparel with complementary non-apparel and essential general merchandise, we create a one-stop shopping destination that enhances convenience and strengthens our value proposition.

Segments We Cater to:

APPAREL



Read more on 14

NON-APPAREL



Read more on 15

GENERAL MERCHANDISE



Read more on 15

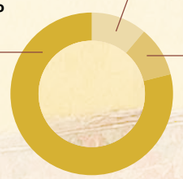
Revenue Contribution by Segment

As on March 31, 2026

79% Apparel

11% General Merchandise

10% Non-Apparel





GRI 2-1, GRI 201-1, GRI 3-3, GRI 417-1

Brands and Private Labels

FLICK · Jahile · desi mix · twist · LimeRoad · UNLIMITED · Kidstan · Be PRINCESS · CHARCOAL

66%
Revenue Contribution of Private Label Brands

▲ **2%**
YoY Growth

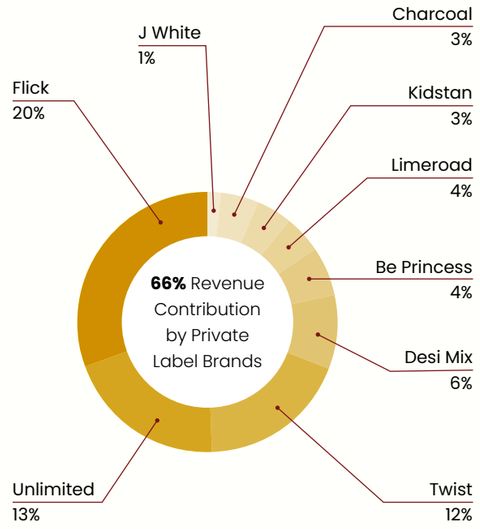
This year marked a significant milestone in our private label brand journey, with five brands surpassing the Rs. 100-Crore mark, led by Flick emerging as a standout Rs. 500+ Crore brand.

Private Label Brand Performance Snapshot

Revenue in Lakhs (FY 2025-26)

Flick	59,063
Unlimited	39,506
Twist	34,720
Desi Mix	18,777
Be Princess	12,828
Limeroad	9,327
Kidstan	9,153
Charcoal	7,850
J White	4,284

% of Apparel Sales (FY 2025-26)



GRI 2-1, GRI 201-1, GRI 3-3, GRI 417-1

Apparel

Delivering Everyday Fashion

The apparel segment anchors the merchandise portfolio, offering a diverse range of quality clothing for men, women and children at accessible prices. Backed by focused merchandise planning and strong sourcing, we deliver relevant fashion while maintaining affordability across our expanding retail network.

Rs. 2,97,898 Lakhs
Revenue

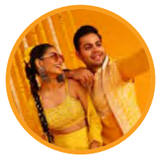
Rs. 362
Average Selling Price (Apparel)

Our Products

Men | **Women** | **Kids**


Casual Wear


Formal Wear


Ethnic Wear



Sports Wear


Inner Wear


Night Wear


Accessories

GRI 2-1, GRI 201-1, GRI 3-3, GRI 417-1

Non-apparel

Style and Essentials that Deliver Value

The non-apparel segment strengthens our merchandise mix through a range of footwear, smart wearables, accessories, toys, and home essentials offered at prices that deliver the maximum value.

This segment augments the apparel portfolio by enhancing the overall shopping basket, driving store engagement and contributing to a more comprehensive value fashion offering.

Rs. 38,350 Lakhs
Revenue

Rs. 155
Average Selling Price

Our Products


Home Needs


Tech Wearables and Audio Accessories


Footwear


Bags/Luggage


Beauty and Fashion Accessories

General Merchandise

Strengthening Everyday Value

Our general merchandise segment extends our product offering into essential, utility-led categories, covering everyday household needs at compelling prices. Complementing our fashion portfolio, it reinforces our position as a convenient, value-driven destination for our customers.

Rs. 40,290 Lakhs
Revenue

Rs. 77
Average Selling Price

This is an illustrative and not a comprehensive list of categories offered for different age groups.

Our Products


FMCG


Packaged Food


Staples

GRI 2-1, GRI 201-1, GRI 3-3, GRI 417-1

Evolution Story

Growing with India's Aspirations

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

2017
- Crossed RS. 1,000 Crores in total revenue

2016
- Retail footprint exceeded 10 Lakh sq. ft. across 123 stores in 106 cities

2013
- Listed as a public company

2008
- Converted into a Public Limited Company; received PE Investment from Naman Finance (Aditya Birla Capital)

2002
- Incorporated as Varin Commercial Private Limited

2003
- Opened the first store in Gujarat

2020
- Launched our e-commerce channel, vmartretail.com

2021
- Raised RS. 37,500 Lakhs through QIP

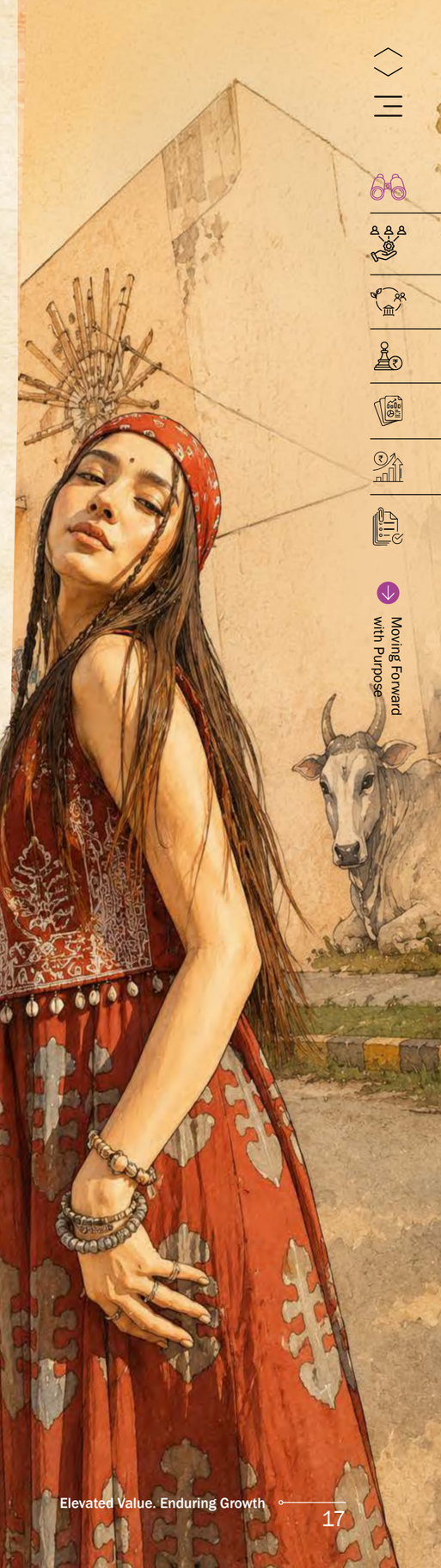
2022
- Acquired 74 'Unlimited' retail stores to expand in South India
- Received the Golden Peacock Award for Corporate Governance

2023
- Acquired LimeRoad
- Completed 20 years of excellence
- Embarked on voluntary ESG-integrated reporting

2024
- Operationalised a future-ready owned warehouse with an area spanning 34 acres

2025
- Received the 24th ICSI National Award for Excellence in Corporate Governance

2026
- Expanded retail footprint to over 50 Lakh sq. ft. spanning 500+ stores
- Received the ICAI Award for Excellence in Financial Reporting



GRI 2-1

GRI 2-1

Presence

Driving Growth through Retail Expansion

We continue to strengthen our presence across India through a disciplined expansion strategy centred on emerging consumption markets. During FY 2025-26, our retail network expanded to 577 stores, supported by additions across both our V-Mart and Unlimited store formats. With a strong concentration in Tier II and Tier III cities and a cluster-based expansion, we are steadily widening our reach, bringing value fashion closer to aspirational consumers across Bharat.

577
Total Stores

378
Stores in Tier II and Tier III Cities

194 Lakhs
Total Active Customer Base

3%
Contribution of Digital Orders in Total Sales

328
Cities Served

199
Stores in Tier I and Tier IV Cities

22,000
Pin Codes Served

50 Lakhs Sq. Ft.
Retail Space

100%
Stores with Omni Offering

~**12** Lakhs
Total Orders Fulfilled through Omni Channel Format



GRI 2-1

GRI 2-1

Disclaimer: This map is a generalised illustration only for the ease of the reader to understand the locations, and it is not intended to be used for reference purposes. The representation of political boundaries and the names of geographical features/states do not necessarily reflect the actual position. The Company, any of its directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design therein. The Company does not warrant or represent any kind of connection to its accuracy or completeness.

What Sets Us Apart

Rooted in Bharat. Built to Scale.

India's organised fashion retail transition is a generational opportunity. Capturing it durably demands more than presence. It demands deep consumer understanding, supply chain precision, and technology that amplifies rather than replaces human judgement.

At V-Mart, these capabilities do not exist in isolation. They compound, reinforcing each other across every layer of our operating model to produce outcomes that create a sustainable invisible moat.

72%
Of revenue from repeat customers, a measure of genuine brand trust

Knowing Bharat from the Inside Out

Our strongest asset is deep institutional understanding of consumers across Tier II, III, and IV India, built through years of operating at scale. Through a 'Planogram to Instagram' approach, we continuously evolve assortments to stay locally relevant and drive customer loyalty.

85%
NPS

Merchandising Agility and Private Label Dominance

Private labels, contributing nearly 70% of our apparel mix, are a key driver of margins and differentiation. Our end-to-end Product Lifecycle Management system accelerates design-to-shelf cycles, while a disciplined purchase process ensures product quality assessments.

2.5 times
Inventory Turnover Ratio

AI-Augmented Demand Intelligence

Fashion retail's fundamental challenge is converting uncertain demand into precise buying decisions. We have addressed this with an AI-led forecasting engine achieving 5% improvement across 250+ departments, replacing intuition-based purchasing with data-driven precision.

5%
Improvement in AI Demand Forecasting Accuracy across 250+ Product Departments

Omnichannel without the Seams

The integration of LimeRoad into our physical network has created a genuinely unified commerce experience. Our 'One-Click' Endless Aisle capability across all stores ensures that no sale is lost to shelf constraint, every customer can access our complete inventory from any store, online or offline.

3%
Online Sales Contribution

Supply Chain Built for Fashion Velocity

Our warehouse in Palwal (near Delhi) is the operational backbone of our speed-to-market advantage. Automated allocation engines, Put-to-Light systems, and optimised inter-store transfer logic collectively reduce replenishment lead times. Our supply chain is engineered to drive fresher stores, reduced markdown risk and higher full-price sell-through.

3 days
Replenishment Cycle Time

Expansion Discipline That Protects Returns

We expand our network without compromising economics, using algorithm-based location planning and internal accruals to maintain a strong balance sheet. Our cluster-based rollout model drives infrastructure efficiency, faster brand visibility, and stronger store ramp-up.

100%
of New Store Capex Funded through Internal Accruals

Excellence through People and Principles

Our ~14,000 V-Martians drive operational excellence through a performance-led culture and strong governance practices, reflected in recognitions including the ICAI Silver Award for Excellence in Financial Reporting, the ICSI Award for Excellence in Corporate Governance and the Golden Peacock Award for Excellence in Corporate Governance.

Triple Crown of Governance

Value That Earns Trust, Pricing That Builds Loyalty

Our value proposition is built on consistent value across price, quality, and trend relevance. Customers return not because of promotions, but because V-Mart delivers relevant fashion at affordable prices. This trust drives a 72% customer return rate.

Rs. 362
Average Selling Price (Apparel)



Enhancing Value Creation for Stakeholders



Our approach to value creation is centred on delivering meaningful outcomes for all our stakeholders.

For **shareholders,** we pursue disciplined expansion, operational efficiency, and a scalable retail model that supports sustainable growth and long-term value creation.

For **customers,** we offer fashionable, quality products at accessible prices, complemented by relevant assortments and a seamless store experience across emerging India.

For **our people,** we foster an inclusive, performance-driven workplace that encourages continuous learning, growth, and opportunity.

Our commitment to **society** is equally reflected in responsible business practices, community engagement, and the creation of employment opportunities in the markets we serve.

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Value Creation Model

Enhancing Value with Execution

Our value creation model is anchored in value-led growth, disciplined execution and a deep understanding of the aspirations of emerging India. Our strategy focuses on expanding reach, strengthening merchandising, and delivering fashionable products at accessible price points.

Inputs

Financial Capital
- Equity Share Capital: Rs. **95,110** Lakhs
- Capital Expenditure: Rs. **15,918** Lakhs
- Working Capital: Rs. **28,783** Lakhs

Manufactured capital
- Total Stores: **577**
- Total Retail Space: **50** Lakhs sq. ft.
- Number of Warehouses: **2**

Intellectual Capital
- Private-Label Brands: **9**
- Investment in Technology
- Adoption of AI

Human capital
- Total Employees: **13,929**
- Spent on Employee Well-being: Rs. **2.25** Lakhs
- Skill Enhancement of Employees: **13,841**

Social and Relationship capital
- Voluntary Contribution towards CSR Activities: Rs. **16** Lakhs
- Total vendors: **2,509**
- No. of Customers served: **194** Lakhs

Natural capital
- Installed Capacity of Rooftop Solar Power Plant at this Facility: **700** KWP
- Total Water Consumption **1,74,723** KL
- Total No. of Cartons: **21** Lakhs

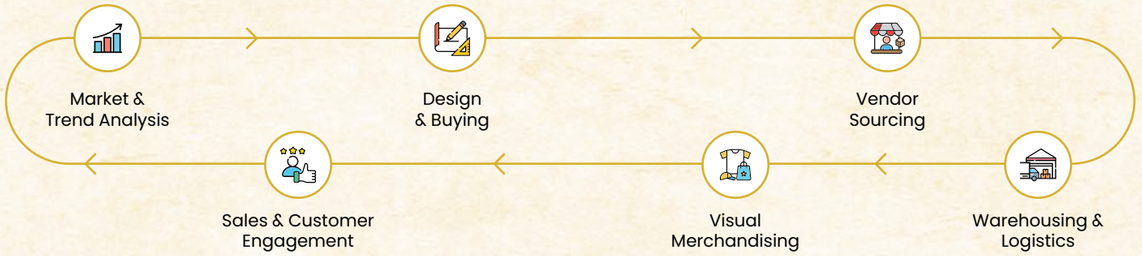
Value Creation Model

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

Support activities
- People & Talent
- Digitalisation & Information Technology
- Compliance & Governance
- Finance & Capital Allocation

Core business activities



Stakeholders
- Customers
- Suppliers
- Employees
- Communities
- Shareholders



GRI 2-6, GRI 201-1, GRI 404-1, GRI 404-2

GRI 2-6, GRI 201-1, GRI 404-1, GRI 404-2

Outcomes

Financial Capital
- Revenue from Operations (CAGR growth in 4 years): **23**%
- EBITDA (CAGR growth in 4 years): **26**%
- Revenue: Rs. **3,78,936** Lakhs
- PAT: Rs. **12,400** Lakhs

Manufactured capital
- Sales per sq ft.: Rs. **728** (per month)
- Presence: **28** States (incl. Union Territories)
- Digital Presence across **22,000** Pin Codes

Intellectual Capital
- Days of Inventory: **93** days
- Revenue Mix of Private Label: **66**%
- Increase in revenue through automation in CRM: Rs. **188 Crores**
- Enhanced Operational Efficiency

Human capital
- **30**% Diversity Ratio
- Average Tenure of Senior Management: **8** Years
- **99**% Employees with Skill Upgradation Training

Social and Relationship capital
- Number of Beneficiaries under CSR Focus Areas: ~ **380**+
- Number of MSME Vendors: **992**
- NPS Score: **85**%

Natural capital
- Generated ~**2700**+ GJ of Renewable Energy Annually
- **80** Lakhs Litre RO Wastewater Reused Annually
- Carton Reuse: **90**%

From the Desk of the Chairperson

Weaving Aspirations into Everyday Progress



Dear Shareholders,

Every year tells a story. For V-Mart, FY 2025–26 was a narrative of resilience turning into momentum. The ambition we voiced two years ago to become Bharat's #1 value fashion omni-retailer has translated into tangible impact. Our retail footprint reached a significant milestone of 577 stores. This momentum is underscored by our robust financial performance, with annual revenue growing 16% YoY and EBITDA increasing by 36% YoY. Our operational discipline resulted in a 507% increase in adjusted PAT from last year, while Same Store Sales Growth (SSSG) remained healthy at 5% for FY 2025-26.

India's Consumption Story and the Rise of Aspirational Bharat

India's economic momentum is increasingly fuelled by rural and semi-urban markets, with GDP growth pegged at 7.6% in FY 2025-26. A major structural shift toward organised formats and digital commerce is underway. This shift is set to unlock a USD 600 Billion+ opportunity by 2030, and organised retail is expected to account for 35% of the total market.

Central to this 'Amrit Kaal' transformation is the young, digitally aware 'Bharat' consumer who is moving beyond mere affordability to 'choose better.' By bridging the gap between online discovery and offline trust, we are providing the dignity of choice to every district. This empowers ambitious individuals and families across the country to act as trendsetters, ensuring that local demand remains the primary driving force of India's growth story.

Redefining Value in Value Retail

The meaning of value is being redefined; it is no longer about price alone, but about delivering the right balance of affordability, trend and quality. At V-Mart, honest pricing is the foundation of our identity. By maintaining a highly competitive Average Selling Price (ASP) of approximately ₹ 350, we ensure that trendy, high-quality fashion remains accessible to young families with monthly incomes of ₹ 20,000 to ₹ 50,000. In an era where customers are increasingly benchmarking prices online, our commitment to transparency is vital in earning and sustaining long-term trust.

Executing with Strategic Discipline

To ensure we remain the leader in this space, we have anchored our future on five core strategies:

- Profitable & Capital-Disciplined Growth
- Stable & Scalable Operating Model
- AI-Augmented, System-Driven Enterprise
- Customer-Centric Competitive Advantage
- Future-Ready, Productive & Well-Governed Enterprise

These strategies ensure that we scale with discipline and innovation. At the heart of this strategy is a self-reinforcing loop of engagement and expansion. Our focus on customer engagement, powered by enhanced Customer Relationship Management and Net Promoter Score insights, has driven higher visit frequency and higher lifetime value. This is strengthened by our cluster-based expansion, which ensures localised market responsiveness. At the core, our technology backbone bridges physical stores with digital convenience, utilising 'one-click' integration and 'endless aisle' capabilities to bring a plethora of choice to every district.

We have further compressed supply chain cycles through AI-driven automation at our warehouse facilities. A standout innovation has been the adoption of AI across the Company through practical use cases in analytics, customer intelligence, and operations, with a strong focus on data bots. Data bots enable quicker access to business insights and reduced dependency on manual reporting. AI-led churn models help in identifying at-risk users for targeted retention actions, while AI-based customer profiling improves segmentation and personalisation through better understanding of customer behaviour across channels.

> "We are not just part of India's growth story; we are part of its everyday moments, its evolving identity, and its rising aspirations."

Sustainability, Governance, and People

As we grow, we remain deeply conscious of our responsibility to our environment, our communities, and our stakeholders. Our sustainability journey reached a significant milestone as the 700 Kilo-watt rooftop solar power plant at our Palwal warehouse completed its second year of operation. In FY 2025-26 alone, the facility generated approximately 2700+ GJ of renewable energy, systematically reducing our grid dependency and carbon footprint.

We are also proud to have been recognised with the Institute of Chartered Accountants of India Award for Excellence in Financial Reporting. This award is an affirmation of our commitment to transparency, integrity, and the highest standards of governance, following our previous accolades in Corporate Governance from the Institute of Company Secretaries of India and the Institute of Directors, London.

At the heart of these achievements are our people. Their passion and belief in our purpose continue to shape the Company we are becoming. From our front-line V-Martians to our specialised teams, we remain committed to being a future-ready employer that fosters diversity and empowers talent.

Looking Ahead

As we look ahead, we maintain a stance of cautious optimism. While the long-term structural drivers of Indian retail, rising incomes and rapid formalisation, remain robust, we are navigating a volatile geopolitical landscape. We are aware of the fluctuating oil prices and inflationary pressures that could impact the broader economy. Our preparedness is rooted in agility, combining data-driven merchandising, sharper pricing strategies, and our long-standing vendor relationships.

We remain committed to reinforcing our core and elevating the omnichannel ecosystem to serve the evolving Bharat consumer with integrity. With your continued trust, we are building a V-Mart that is not only deeply connected to the aspirations of India but is fundamentally resilient, ensuring we remain a steady force of growth even in uncertain times.

Aakash Moondhra
Chairperson

Managing Director's Message

Building the Business Bharat Deserves



Dear Shareholders, Partners, and the V-Mart Family,

FY 2025-26 was a year that taught us an important lesson: the difference between growing and maturing.

We grew meaningfully and profitably. More importantly, we matured as an organisation. We became clearer about who we serve, sharper in execution, and more ambitious about the future we are building.

At the heart of V-Mart is a simple belief: our business begins and ends with the customer.

Consider a young woman shopping in one of our stores in Bharat. She is informed, aspirational, and has many choices. She compares styles, evaluates quality, checks prices, and ultimately decides whether we have earned her trust. She is not a demographic, or a data point. She is the reason we exist.

Every decision we make, whether in product design, inventory planning, store operations, technology, or customer engagement, is guided by a simple question: Does this improve her experience and strengthen her trust in us?

With over 897 Lakhs customer visits across our network during FY 2025-26, that responsibility has never been more significant.

A Year of Resilience and Progress

FY 2025-26 was not without challenges. Weather disruptions affected festive demand, festival calendars shifted, competition intensified, and input costs remained volatile.

While we did not achieve every aspiration we set for ourselves, we used every challenge as an opportunity to learn, improve, and strengthen execution discipline across the Company.

As a result, we delivered a solid financial performance.

Revenue grew 16% to Rs. 3,789 crore. EBITDA increased 36% to ₹513 Crores, with margins expanding to 13.6%. Profit After Tax reached Rs. 124 Crores. We remained debt-free, cash-generative, and committed to the principle that growth must be sustainable, profitable, and long term.

These achievements belong to our ~14,000 V-Martians whose dedication, resilience, and customer focus continue to define our Company.

Strengthening the Core

A defining theme of FY 2025-26 was strengthening the core while building for the future.

Our customers expect more than products; they expect relevance, value, and inspiration. This understanding is reshaping how we approach merchandising, assortment planning, store experience, and customer engagement.

We are strengthening trend intelligence, accelerating design cycles, and building what we call a 'Planogram to Instagram' mindset, ensuring that stores in Bharat deliver experiences that are contemporary, curated, and aligned with evolving customer aspirations.

Our ambition is to move from simply stocking shelves to curating wardrobes, and from being a transaction destination to becoming a trusted fashion partner.

At the same time, our omnichannel ecosystem continues to deepen. Customers increasingly move seamlessly between digital discovery and physical shopping, reinforcing our belief that the future of retail is integrated, personalised, and customer-centric.

Technology as a Strategic Capability

One of the most significant shifts during FY 2025-26 was our relationship with technology.

Technology is no longer just a support function; it is becoming a strategic capability that shapes how decisions are made across the enterprise.

Our AI-powered platform, AskV, is enabling faster access to insights and information. Product Lifecycle Management (PLM) systems are improving design-to-shelf speed, while advanced analytics and machine learning are helping us improve inventory productivity and responsiveness.

Our vision extends much further.

Over the next few years, we aspire to build an organisation where a majority of routine operational and planning decisions are system-driven. This is not about replacing human judgement; it is about elevating it.

The Transformation within

The most important transformations in retail often happen inside an organisation.

During FY 2025-26, we undertook a rigorous assessment of our culture, leadership, and organisational effectiveness. The findings reinforced the need for greater accountability, sharper prioritisation, and stronger execution discipline.

Our response has been structural rather than symbolic.

We simplified operating priorities, strengthened performance differentiation, enhanced ownership across leadership levels, and launched various initiatives, extending ownership opportunities to high-potential V-Martians.

We also continued investing in leadership development and succession planning because the future of V-Mart will be determined not only by the stores we build, but by the leaders we develop.

Growing with Purpose

As our ambitions grow, so does our responsibility.

Strong governance remains central to how we operate and allocate capital. Every investment, every store opening, and every strategic initiative must create sustainable value and meet clear return expectations.

We also continue to strengthen our sustainability journey by improving resource efficiency, reducing waste, and embedding responsible business practices across our operations.

Through our CSR initiatives, we remain committed to supporting education, youth empowerment, and community development across Bharat. With our scale and reach comes an obligation to create a positive impact beyond our stores.

The Road to Rs. 10,000 Crores

Our North Star is to build a Rs. 10,000 Crores business not just in scale, but in trust, capability, and customer impact. As we strengthen our operating model, technology, and leadership foundation, we are transforming V-Mart into a more agile, intelligence-led, and future-ready Company. This journey is about building one of Bharat's most trusted retail institutions.

The external environment will continue to evolve, and challenges will remain a part of business. But resilience is built over time through disciplined execution, sound decisions, and an unwavering focus on customers.

In Gratitude

To our V-Martians, thank you for your commitment and passion.

To our customers, thank you for your trust and loyalty.

To our Board, shareholders, and partners, thank you for your confidence and support.

And to the communities across Bharat that have welcomed us into their lives, thank you for allowing us to be a part of your journey.

FY 2025-26 was a year of disciplined progress.

FY 2026-27 will be a year of accelerated execution.

And beyond that, we remain committed to building an enduring retail institution that Bharat will be proud to call its own.

With gratitude and conviction,

Lalit Agarwal
Managing Director

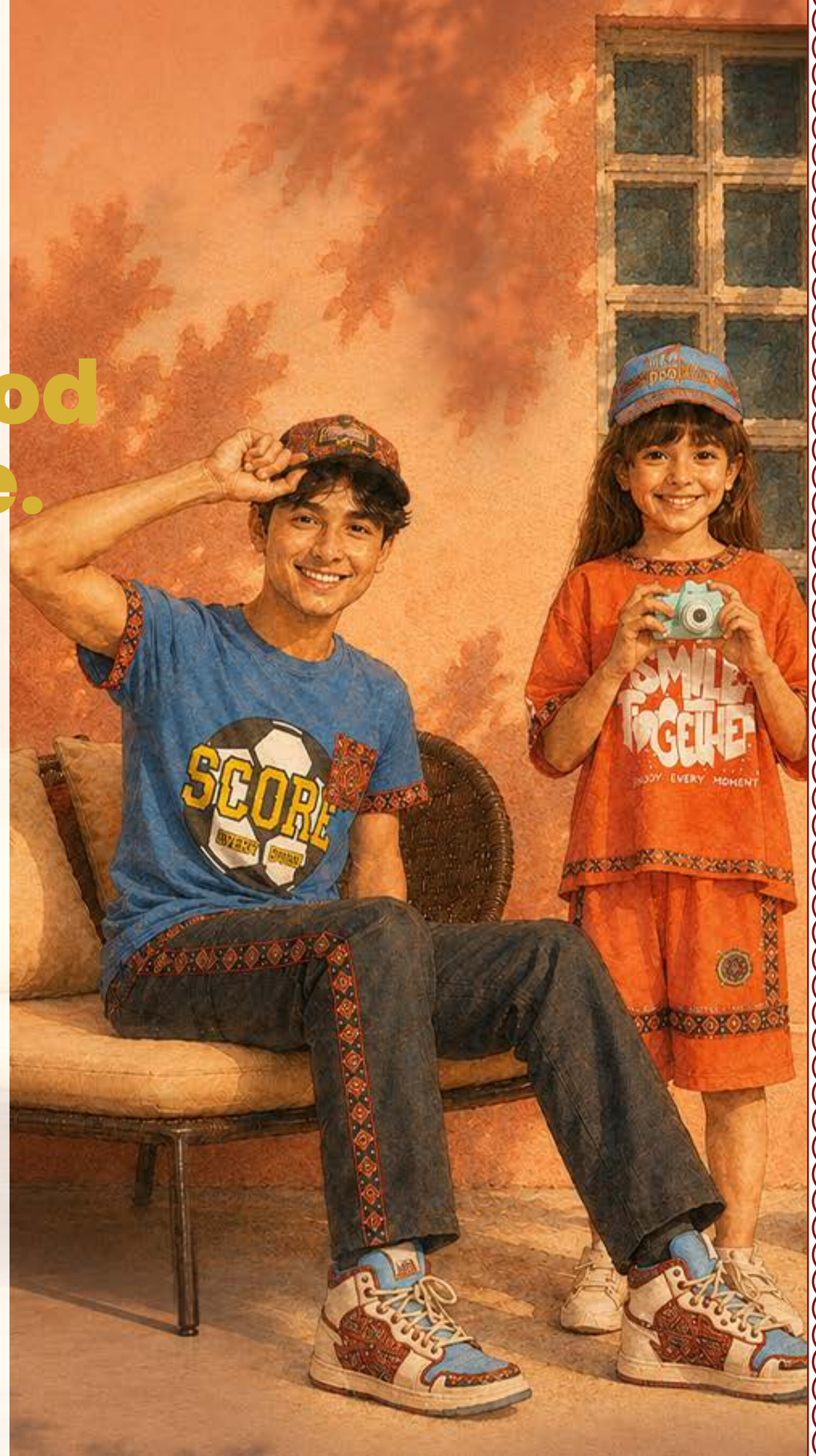
Customer Story

Known by Name. Understood by Nature.

The V-Mart customer is at the heart of every decision we make. Their trust is reflected in the 897 Lakhs customers who visited our stores in FY 2025-26, a 22% increase YoY, an NPS of 85% across 15 Lakhs responses, and a 4.9 Google rating sustained across 23 Lakhs reviews. Most importantly, they return, season after season, occasion after occasion.

In Bharat's Tier II, III and IV markets, a return visit is the strongest endorsement a retailer can earn, reflecting confidence in our products, value proposition and experience.

Earning that trust repeatedly, at scale, remains central to V-Mart's customer strategy.



Understanding Who They Are

The V-Mart consumer is not a demographic abstraction. He is a father in Varanasi buying his daughter's first pair of fashionable jeans. She is a college student in Ranchi building an everyday wardrobe within a carefully considered budget. And they are a family in Bareilly shopping together for grandparents, parents, and children filling one cart with schoolwear, festive fashion, daily essentials, and small aspirations for everyone at home.

What unites them is aspiration that is real, purchasing power that is purposeful, and a deeply held expectation of value not just in price, but in quality, relevance, and dignity of experience. Bharat's fashion consumer is style-aware, increasingly digitally influenced, and acutely discerning about where their money goes.

Our entire operating model, from assortment to store design to engagement strategy, is built around this understanding.

The Store as the Primary Experience

For the Bharat consumer, the physical store remains the defining touchpoint. It is where fashion becomes tangible and trust is built in real time.

V-Mart's new-generation stores combine improved layouts, intuitive category flows, stronger visual merchandising, and better ambience to create an engaging shopping environment. Trained frontline teams further strengthen customer experience through informed and personalised service.

The impact is visible in performance. Same-store sales grew 5% in FY 2025-26, while footfall increased 22%, reflecting stronger engagement across the existing store network.

Data as a Competitive Advantage

Intuition alone cannot scale across 577 stores in 28 states. What scales is structured intelligence, and V-Mart has been systematically building that capability.

Our Customer Data Platform integrates transaction data, digital engagement, and loyalty behaviour into a unified customer view. This enables sharper segmentation based on purchase behaviour, frequency, basket composition, and channel preferences.

In FY 2025-26, this capability powered retention journeys using recency and latency signals, supported through RCS and SMS mechanisms targeting both new and active customer cohorts.

Omnichannel as Consumer Convenience

Consumers increasingly discover trends online before purchasing in-store. Our omnichannel ecosystem, enabled through LimeRoad integration, Story Cards, and QR-enabled One-Click ordering, creates a connected shopping journey where online discovery and offline purchase strengthen each other.

Where Relevance Becomes Retention

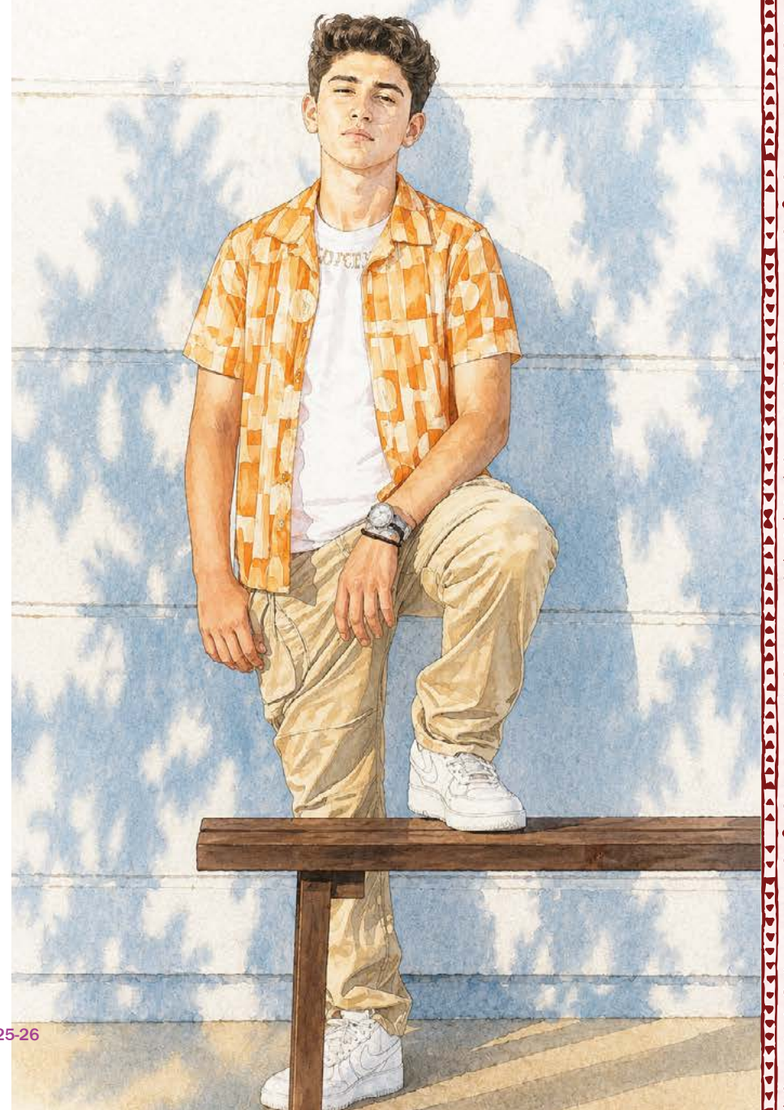
Customer engagement succeeds only when product relevance follows. Regional campaigns, local language communication, festival-led collections, and Gen Z-focused content are aligned closely with merchandising intelligence to strengthen connection and repeat purchase. 48% of customers returned to shop again with a frequency of 3.41 times, reflecting sustained relevance and trust.

At its core, V-Mart's customer relationship is built on delivering affordable fashion without compromising quality, relevance, or experience. Investments in stores, technology, omnichannel capabilities, and engagement continue to strengthen one of our most enduring advantages: customer trust.

Operating Environment

Positioned for India's Aspirational Consumption

India's retail landscape is evolving rapidly, supported by a shift towards organised value formats, particularly across smaller cities. Consumption in this market continues to accelerate. In this environment, players offering affordability, accessibility, and fashion relevance are well positioned to capture opportunities.



Aspirational Demand Driving Consumption Growth

India's rapidly expanding middle-income population is increasing discretionary spending across categories such as apparel, lifestyle products and consumer goods. The middle class is expected to reach nearly 715 Million by 2030. This large and growing base of aspirational consumers will increasingly seek quality at accessible prices.

Our Response

We address this evolving demand through a strong value proposition that combines affordability, fashion relevance, and product variety. By continuously refreshing merchandise and improving product quality at the same accessible price points, we aim to serve the aspirations of our consumers.

Source: **IBEF**

Non-Metro Markets Powering Demand

Consumption growth in India is increasingly being driven by Tier II and III cities, where rising income and digital penetration are unlocking new demand centres. With over 60% of e-commerce demand originating from non-metros, these markets are becoming critical drivers of organised retail expansion.

Our Response

Our store expansion strategy remains focused on emerging cities and underserved markets. Deepening presence across non-metros will help us increase access to affordable fashion and build customer loyalty within these high-growth consumption clusters.

Source: **BW Marketing World**

Technology and Phygital Retail Models

Technology is reshaping retail by connecting digital discovery with in-store engagement. As consumers move between online and offline channels, retailers are adopting integrated omnichannel and phygital models to enhance convenience and personalisation. India's e-commerce market is projected to grow at an 11.5% CAGR between 2025 and 2029, reaching USD 326.7 Billion by 2029. This will accelerate the shift towards digitally-enabled retail ecosystems.

Our Response

We continue to strengthen our digital capabilities to support seamless customer engagement across channels. Investments in technology, data analytics, and digital platforms help improve merchandising decisions and operational efficiency and deliver a more integrated customer experience.

Source: **Retail Asia**

Value Fashion Driving Market Expansion

India's value fashion segment is witnessing strong growth as consumers seek a balance between affordability, quality, and style. Care Ratings state that the Indian apparel retail market is likely to reach around ₹16 Lakh Crores by FY 2029–30. Value and affordable fashion formats are expected to drive significant store expansion.

Our Response

We remain focused on delivering fashionable merchandise at accessible prices without compromising on quality. Our value positioning is strengthening through disciplined sourcing, tighter quality controls, the expansion of our private labels, and continuous merchandise innovation.

Source: **CARE Ratings**

Strategies

Strategic Outlook FY 2026–27

Our strategic priorities continue to strengthen the value retail platform for Bharat, driving steady progress across key focus areas. As we move forward, we remain committed to responsible growth, stronger competitiveness, and long-term value creation.

Profitable & Capital-disciplined Growth

Initiatives in FY 2025–26

- Strengthened hyper-local merchandise planning through a mix of in-house and curated regional brands.
- Focused on volume-led growth while maintaining pricing discipline and consumer value.
- Strengthened omni-enablement through LimeRoad profitability.
- Expanded through a cluster-led strategy across Tier II, III, and IV markets.

Outcomes

- In-house brands reached 66% of sales; regional categories delivered 4% higher sell-through.
- Revenue grew 16%, volume growth increased by 16%, and offline gross margins expanded by 24 bps.
- Achieved 100% prepaid One-click orders, reducing RTO by 22% and returns by 2%, while improving OneClick margins by 300 bps.
- Added 92 stores and 16% retail area; achieved highest-ever new store additions and deeper Bharat market penetration.

Stable & Scalable Operating Model

Initiatives in FY 2025–26

- Strengthened supply chain and warehouse agility.
- Transitioned merchandising and planning to ERP-led systems.
- Introduced AI-led use cases for assortment optimisation and inventory management.

Outcomes

- Warehouse throughput improved 30%; replenishment time reduced by 1%; store servicing improved to 5%.
- Maintained 71% Store Healthiness Fill, reflecting improved ERP-driven inventory deployment.
- Improvement in liquidation cycle accelerated by 5 days.
- Days of Inventory improved and per store inventory reduced by 13% YOY.

AI-Augmented, System-driven Enterprise

Initiatives in FY 2025–26

- Implemented Product Lifecycle Management (PLM) systems.
- Deployed AI-driven demand forecasting.
- Strengthened Automated Replenishment Systems (ARS).
- Automated vendor payments and banking integrations.
- Expanded warehouse automation and PTL infrastructure.

Outcomes

- Reduced design-to-delivery cycle time; improved vendor efficiency; lowered manual intervention and errors.
- Forecasting time reduced from 8 days to 15 minutes with ~71% accuracy across 250+ departments.
- Reduced stock-outs and overstocking while improving replenishment efficiency.
- Enabled error-free disbursement of ~Rs. 4,000 Crores while reducing processing timelines.
- Receiving turnaround reduced from 1.5 days to hours; throughput improved by 30%; logistics costs reduced by 18%.

Customer-centric Competitive Advantage

Initiatives in FY 2025–26

- Upgraded store experience through improved aesthetics, Platinum Standard trial rooms, and staff capability building.
- Implemented 'Planogram to Instagram' strategy and hyper-personalised engagement.
- Strengthened pricing architecture, assortment curation and upgraded store environment
- Enabled One-Click Endless Aisle through LimeRoad integration.
- Strengthened visual merchandising and styling-led presentation.

Outcomes

- NPS reached 85%; Google rating remained 4.9 across 23 Lakhs reviews; 98% complaints resolved within 24 hours.
- Under-25 customer mix reached 32% and segment grew 9%.
- Enhanced brand relevance and value perception, resulting in stronger repeat behaviour and basket growth.
- Serving 1,476+ customers per day through our One-Click Endless Aisle.
- Improved aspirational appeal, category growth, and basket value.

Future-ready, Productive & Well-governed Enterprise

Initiatives in FY 2025–26

- Expanded sustainable sourcing and circularity initiatives.
- Increased renewable energy adoption and digitisation.
- Strengthened workforce participation and well-being initiatives.
- Expanded inclusion and development programmes.
- Enhanced ESG reporting and governance standards.

Outcomes

- Procured ~27 Lakhs recycled apparel units, reused ~90% cartons, and eliminated ~1.4 Crores polybags.
- Renewable energy usage increased 31.4% to 2,700+ GJ; retail operations became near-paperless.
- Women representation increased to 30%.
- Workforce grew to ~14,000, including 335 specially abled employees.
- Recognised as a Leading ESG Entity in India by Dun & Bradstreet, received the ICAI Excellence in Financial Reporting Award and secured 19th rank at the LACP Integrated Report Awards.

Looking Ahead

FY 2026–27 is a year of compounding. The investments we made in FY 2025-26 in systems, people, processes, and products are maturing into tangible competitive advantages. We enter this year with greater clarity, stronger institutional capability, and a sharper sense of what V-Mart must become. Our ambition remains unchanged: to be the most trusted and relevant fashion destination for the value-seeking consumers of Bharat. Every pillar of our strategy is aligned to that north star, and we are building with discipline and conviction towards it.

Stakeholder Engagement

Strengthening Partnerships for Sustainable Growth

Stakeholder engagement is central to our long-term growth. Guided by transparency and responsible business practices, we build strong relationships and create shared value across the stakeholder ecosystem.

Our Stakeholders

Customers | Suppliers | Employees | Communities | Shareholders

Customers

Significance and Impact	What Matters to Them	Focus Areas	Engagement Frequency
Customers are central to our growth. They drive demand across categories and strengthen our market presence through repeat purchases and brand engagement.	◆ Value for money ◆ Fashionable and relevant products for the entire family ◆ Consistent quality ◆ Convenient and comfortable shopping experience ◆ Wide product assortment	◆ Strengthened merchandise relevance through improved assortment planning ◆ Enhanced in-store experience and service quality ◆ Expanded digital and social media engagement with customers ◆ Conducted periodic feedback surveys to understand customer preferences ◆ Continued to strengthen our customer-first approach by closely tracking Net Promoter Scores (NPS) ◆ Strengthened customer engagement through a unified omnichannel experience	◆ Continuous interaction through the V-Mart website; social media (LinkedIn, X, Facebook, WhatsApp Chat) ◆ Quarterly customer satisfaction survey ◆ Regular NPS assessment across customer touchpoints

Customer Testimonials

V-Mart consistently delivers a great shopping experience with quality products, attractive prices, and exceptional customer service. It's a brand I trust and enjoy shopping with.

◆◆◆ **Rajkumar**

GRI 2-16, GRI 2-26, GRI 2-29

Suppliers

Significance and Impact	What Matters to Them	Focus Areas	Engagement Frequency
Suppliers play a vital role in ensuring product availability, quality consistency and efficient sourcing. They help us offer affordable fashion and household products to customers.	◆ Transparent business practices ◆ Timely payments ◆ Stable and long-term business relationships ◆ Clear quality standards and operational coordination ◆ Opportunities for growth through expanding product categories	◆ Strengthened vendor partnerships through regular interactions ◆ Adhered to the supplier code of conduct and quality standards ◆ Supported vendor development initiatives ◆ Improved procurement planning and supply chain coordination ◆ Early payments through supplier financing arrangement	◆ Our inspection teams conduct weekly visits to operational factories to monitor on-site product quality and manufacturing processes ◆ The Quality Head undertakes quarterly visits to primary factories across regions to review compliance and quality standards ◆ Annual vendor meets are organised, where our quality and sourcing teams align partners on expectations related to quality, compliance, and collaborative improvement

Supplier Testimonials

Working with V-Mart has been a rewarding experience. We value the strong partnership we have built and look forward to achieving new milestones together.

◆◆◆ **Mahalaxmi**

GRI 2-16, GRI 2-26, GRI 2-29



Employees

Significance and Impact	What Matters to Them	Focus Areas	Engagement Frequency
Our employees are central to the operational strength of V-Mart Retail Limited. Their capabilities, commitment, and customer focus enable us to maintain efficient store operations, deliver quality service, and execute our growth strategy.	◆ Opportunities for career development and learning ◆ A supportive and inclusive workplace culture ◆ Fair performance recognition and rewards ◆ Clear communication and leadership guidance ◆ A safe and collaborative work environment ◆ Transparent Performance Management System	◆ Strengthened employee capability through training and development initiatives ◆ Encouraged leadership engagement and internal communications ◆ Promoted employee well-being and an inclusive workplace culture ◆ Enhanced employee engagement through structured feedback mechanisms ◆ Promoted shared growth through employee-centric benefits and ownership initiatives	◆ Ongoing engagement through HRMS, meetings/ e-mail, engagement activities, trainings, huddles, and events ◆ Quarterly townhalls and management interactions ◆ Check-ins for quarterly update in the performance evaluation

Employee Testimonials

Working at V-Mart has shown me that you don't have to choose between work and what you're passionate about - I can grow both together. The culture here encourages me to bring my ideas, strengths, and individuality to the table. I feel supported, trusted, and given space to learn and explore. Because of this, work feels more meaningful, and I feel motivated to show up and give my best every single day.

◆◆◆ **Himanshu Duggal**

Communities

Significance and Impact	What Matters to Them	Focus Areas	Engagement Frequency
Communities are an integral part of the ecosystem in which we operate. By building strong relationships with local communities, we support responsible growth and long-term, sustainable operations.	◆ Opportunities for livelihood and skill development ◆ Access to education and community welfare initiatives ◆ Support for local development programmes ◆ Affordable products and responsible business practices ◆ Safe and inclusive environment	◆ Supporting community development initiatives through education and skill-building programmes ◆ Partnering with NGOs to implement social development initiatives ◆ Extending support for healthcare, livelihood, and welfare programmes ◆ Encouraging employee participation in community engagement activities	◆ Ongoing engagement with communities and stakeholders through our skill development centres, field mobilisation teams, and various other initiatives

Community Testimonials

The guidance and support I received through the Lotus Rescue NGO gave me a fresh perspective on my future. It helped me become more focused on my studies, build confidence, and explore my interests in computers, drawing, and sports. Today, I am performing better in school and feel motivated to pursue my dreams.

◆◆◆ **Calvin Gomes**

GRI 2-16, GRI 2-26, GRI 2-29, GRI 207-3

Shareholders

Significance and Impact	What Matters to Them	Focus Areas	Engagement Frequency
Our shareholders provide long-term capital and strategic confidence that support our growth journey. Their continued trust enables us to expand our operations and pursue sustainable value creation.	◆ Transparent governance and disclosures ◆ Consistent financial performance ◆ Efficient capital allocation ◆ Clear communication of strategy and performance ◆ Long-term value creation	◆ Timely stock exchange disclosures and publication of results in leading newspapers within 24 hours ◆ Dedicated investor relations section on our website with detailed updates ◆ Grievance redressal through SEBI platforms: SCORES and ODR ◆ Regular investor engagement via quarterly earnings calls, presentations, and emails ◆ Participation in investor conferences and one-on-one interactions with analysts and investors ◆ Prompt resolution of shareholder queries, maintaining a 100% resolution record ◆ Direct engagement during the Annual General Meeting	◆ Regular Via website and stock exchange intimations ◆ Quarter financial statements, press releases, exchange notifications, IR calls ◆ Annual General Meeting, Annual Report

Shareholder Testimonials

As a shareholder, I value V-Mart's balanced approach to growth and responsibility. The Company's emphasis on sustainable operations, inclusive development, prudent governance, and consistent financial performance reflects its commitment to creating lasting stakeholder value.

◆◆◆ **Deepa**

GRI 2-16, GRI 2-26, GRI 2-29

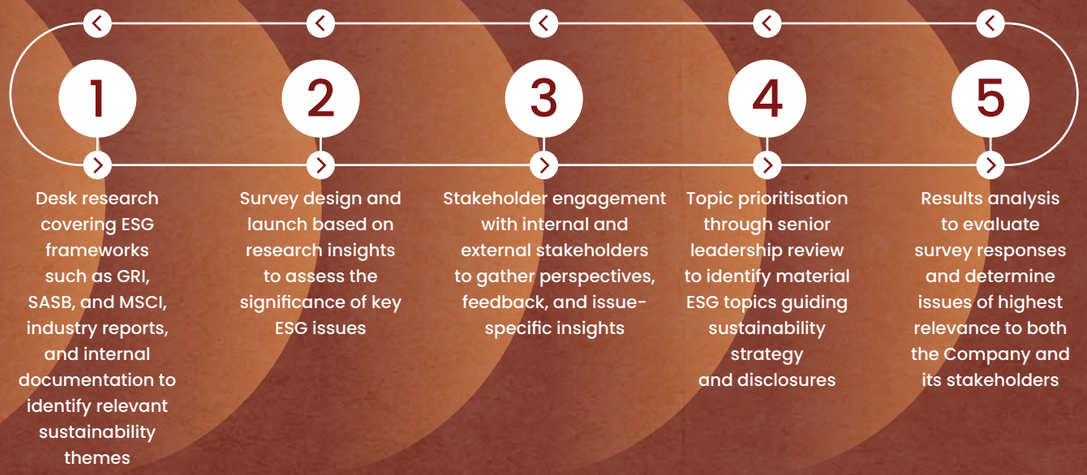


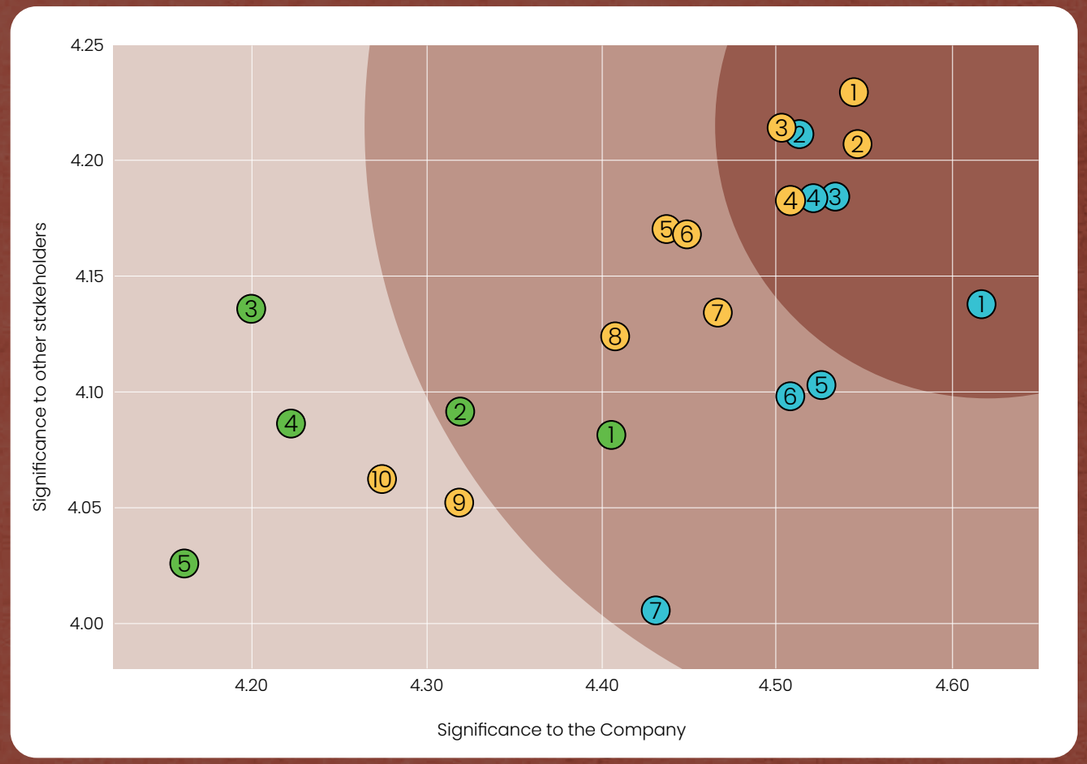
Materiality Assessment

Priorities that Drive Responsible Growth

Our materiality assessment helps identify the relevant economic, environmental, social, and governance (ESG) issues that influence our value creation and stakeholder relationships. Through this process, we prioritise key sustainability topics that are critical today while anticipating emerging risks and opportunities for the future.

We follow a structured five-step materiality assessment process to identify and prioritise ESG issues that matter most to our business and stakeholders.





Disclosure on Material Topics

Environmental

1. Effective and Efficient Use of Natural Resources
2. Sustainable Products, Packaging & Practices
3. Climate Strategy & Low-Carbon Pathway
4. Circular Economy & Waste Reduction
5. Clean Energy Transition

Social

1. Product Quality
2. Customer Engagement & Satisfaction
3. Organisational Culture
4. Customer Privacy
5. Workforce Diversity
6. People Development and Succession Planning
7. Health and Safety of People
8. Employee Engagement
9. Sustainable Supply Chain
10. Community Development and CSR

Governance

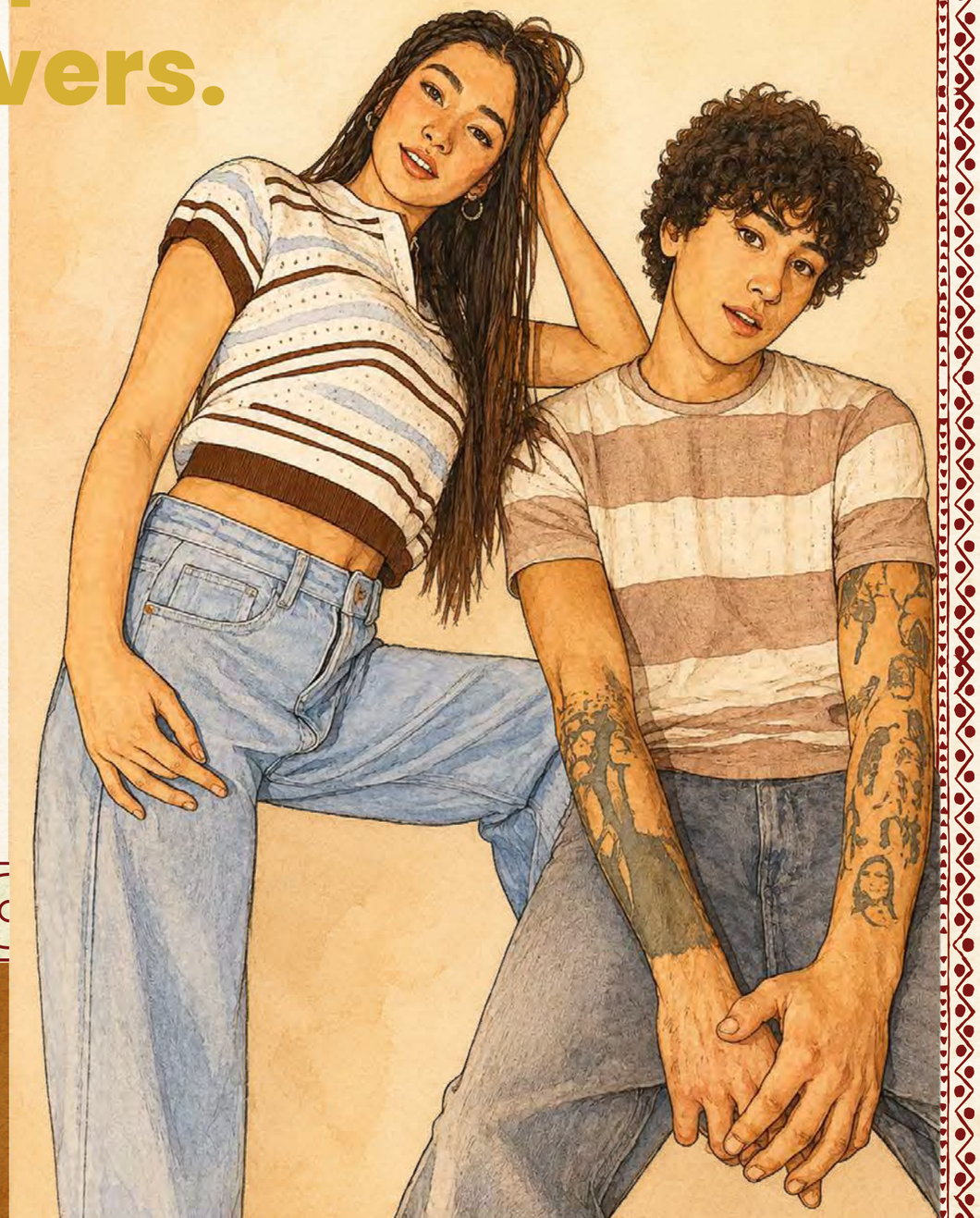
1. Information Security (Cyber and Data Security)
2. Legal and Regulatory Compliance
3. Business Ethics and Corporate Governance
4. Sustainable Economic Performance
5. Innovation and Digitisation
6. Business Continuity
7. Diversified Board of Directors

Digital Story

Intelligence That Scales. Execution That Delivers.

Retail at scale is fundamentally an information problem. The retailer who best anticipates what a consumer wants before she walks through the door wins the transaction, the repeat visit, and ultimately, the market. At V-Mart, technology is the engine through which that anticipation is being built: systematically, across 577 stores, 28 states, and millions of consumer touchpoints.

This is not digital adoption for its own sake. Every capability being built is tethered to a commercial outcome: faster inventory rotation, higher sell-through, sharper customer engagement, leaner cost structures, and more profitable growth across Bharat.



The Digital Spine: A Unified Operating Intelligence

The foundation of V-Mart's digital capability is an integrated enterprise data architecture, a unified 'digital spine' that connects product, inventory, store, transaction, and customer data across systems in near-real-time. This architecture is progressively shifting V-Mart from reactive execution to insight-led, predictive decision-making.

Built atop this infrastructure are analytics capabilities spanning demand forecasting, assortment optimisation, inventory allocation, inter-store transfers, and replenishment planning. Machine-learning models identify emerging demand signals at store-cluster level, enabling sharper SKU deployment and more productive inventory flows. The impact is measurable: 84% season sell-through in FY 2025-26, 93 days of closing inventory, and a forecast accuracy of 66–67% at store-department and company-article level all indicators of a merchandising system becoming structurally more intelligent.

Automation as Operational Leverage

Operational precision at scale demands automation. V-Mart has embedded it across planning, supply chain, and store operations systematically replacing manual intervention with rule-based, system-driven workflows.

The upgraded Allocation Engine delivers faster and more reliable store-level. Inter-store transfer automation calculates redistribution needs, generates transfer cases, and completes downstream processes with minimal manual input, improving assortment health and inventory velocity. Automated replenishment of carry bags, and residual PO closures illustrate the depth to which automation now permeates day-to-day planning operations.

Product Lifecycle Management: Digitising Design-to-Delivery

The PLM evaluation process assessing solutions reflects V-Mart's disciplined approach to enterprise technology adoption. Alongside this, the Vendor Management Tool, integrated with existing procurement workflows, has brought end-to-end transparency to purchase orders, vendor performance, and inventory flows digitalising a relationship ecosystem of over 400 vendors. The order-to-shelf cycle has already compressed from 80 to 70–75 days; further reduction is the active agenda.

The Design-to-Display (D2D) platform, implemented across all stores, connects merchandising, sourcing, allocation, and in-store execution in a single digital workflow reducing coordination delays and improving the consistency of product presentation across the network.

CRM and Omnichannel: Customer Intelligence at Scale

V-Mart's unified Customer Data Platform combines in-store, loyalty, and digital engagement data to create a single customer view, enabling behaviour-led targeting and personalised engagement. In FY 2025-26, CRM-led campaigns, automated retention journeys, and targeted couponing delivered 4.7% incremental revenue, while gamified customer activations achieved 12% in-store conversion.

LimeRoad's omnichannel contribution is no longer just strategic it is profitable. LimeRoad remained CM3-positive through the year, with margin improvement driven by a structural shift toward prepaid orders, tighter returns management, optimised logistics partnerships, and AI-led interventions in product tagging, content, and discovery. The One-click channel enabling in-store purchases from the broader network inventory now accounts for 30% of platform orders, with the highest delivery efficiency in the omnichannel mix.

Technology Built for Bharat's Scale

V-Mart's digital ambition is not to build a technology company. It is to build a retail company that thinks and executes with the precision of one. As the store network deepens into Bharat's emerging towns, the digital spine with its unified data architecture, automated workflows, AI-enabled assortment intelligence, and omnichannel engagement capability becomes the operating infrastructure through which scale is achieved without sacrificing discipline.

That is the competitive advantage being built. And it compounds.

Retail with Responsibility

We strive to balance business expansion with environmental stewardship, inclusive growth and strong governance. Our progress benefits both the organisation and the communities and ecosystems around us.

Our sustainability initiatives are embedded across operations from strengthening governance frameworks and improving resource efficiency to fostering transparent stakeholder engagement. These efforts help build operational resilience while reinforcing our commitment to responsible retailing.

We align our sustainability journey with globally recognised frameworks, enabling us to track progress, enhance transparency, and contribute to global sustainability priorities.

46 → Environment

48 → Social

50 → Governance

52 → Board of Directors

54 → Management Profile



ESG Ratings

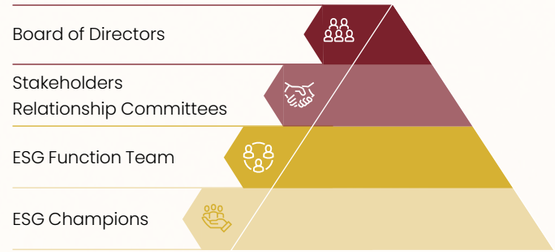
CRISIL

60 (as on August 2025)

SES

SES – 70 (as on July 2025)

ESG Governance Structure



Explore our ESG Profile

Access V-Mart's comprehensive ESG Profile to gain insights into our sustainability strategy, ESG governance framework, stakeholder engagement approach, key policies, performance indicators, and disclosures. The profile is aligned with leading sustainability standards and frameworks, including BRSR, GRI, SASB, SDGs, TCFD, and more, offering a holistic view of our ESG commitments and progress

To visit **our ESG profile**, please click here →



Sustainable Development Goals

Environment

Towards a Greener Tomorrow

We are committed to minimising our environmental footprint through responsible resource use and operational practices. Our initiatives focus on reducing waste, optimising packaging, and increasing the use of environmentally responsible materials across the value chain. Through these efforts, we aim to support a cleaner environment while advancing towards sustainable retail.

GRI 301-1



Initiatives in FY 2025–26

Water Management



- Operated a sewage treatment plant at our warehouse, recycling ~40,000 KL of water for landscaping
- Reused RO wastewater across all the stores, conserving over 80 Lakh litres annually

Energy and Emissions



- Solar-powered warehouse operations are live, generating ~2700+ GJ of renewable energy annually
- 100% LED lighting across all new stores
- Introduction of heat control films in new stores with south-west facing facade to reduce cooling requirements

Waste Reduction



- Digitised operations through e-registers and digital invoicing, reducing paper consumption
- Enabled the production of over 27 Lakh garments using recycled fabrics
- Recycling ~95% of fixtures from existing or closed stores for new stores and renovations

Sustainable Packaging



- Reused 21 Lakh cartons, achieving a carton reuse rate of 90%
- Eliminated 1.4 Crores polybags via sustainable packaging transition

Plantation and Biodiversity



- Over 11,000 saplings planted across 500+ stores
- Planted 1,300+ saplings across warehouses to create conscious operational spaces
- Conducted plantation drive at a government school to inspire young students at an early age

GRI 301-1, GRI 302-4, GRI 305-5

Social

Delivering Impact beyond Business

Our growth is closely linked to our people and communities. We focus on supporting our employees, delivering value to customers, and working with partners who share our commitment to responsible business practices. By nurturing these relationships, we aim to grow together while making a positive difference in the communities we serve.











Initiatives in FY 2025–26

Employees

- Advancing diversity through stronger women representation and Second Innings returnship opportunities, achieving 30% female representation
- Strengthening talent capacity with a 14% increase in workforce
- Fostering inclusion with a 335-member PWD workforce
- Investing in continuous learning with 4,60,000+ training hours

Customers

- Ensured consistency across stores to deliver a reliable and enjoyable shopping experience
- Strengthened customer trust with a 4.9 Google rating backed by 23 Lakhs reviews
- Enhanced customer engagement through digitally enabled promotions and streamlined store operations.
- Delivered superior satisfaction with an NPS of 85% from 15 Lakh customers

Suppliers

- Conducted 71% assessments to ensure health and welfare requirements are in place
- 100% trading vendors digitally enabled with vendor management tools
- Vendors are offered early payments against minimal discounts under Project Unnati

Communities

- 287 underprivileged children benefited through academic, digital and life-skills training under Project Pragati Path
- 1,375 sessions conducted under Community Free School
- 25+ girls impacted through Girls' Ashram

GRI 3-3, GRI 414-1

Governance

Guided by Integrity and Accountability

Please scan this QR code to access V-Mart's Codes & Policies

Lead Independent Director

Further reinforcing Board leadership and governance oversight, Ms. Shweta Kumar was appointed as the Lead Independent Director w.e.f. May 7, 2026.

A1+
Short-term Borrowings Credit Rating

AA-
Long-term Borrowings Credit Rating

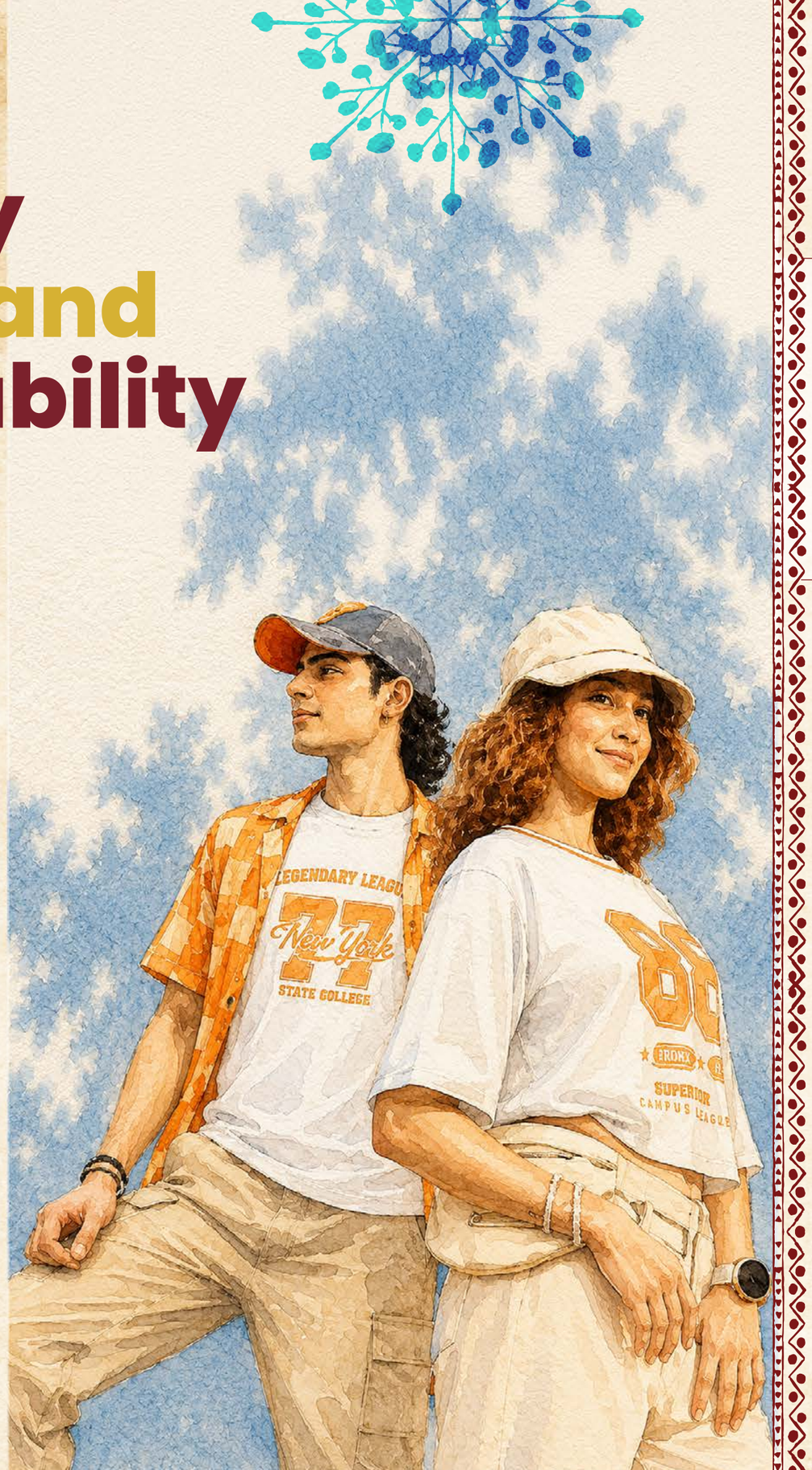
Debt-free Company (Long Term)

Board Composition

6
Directors

- **2** Executive Directors
- **3** Independent Directors (including Women Director)
- **1** Non-Executive and Non-Independent Director

GRI 2-9, GRI 2-10, , GRI 2-13, GRI 405-1



Board Seniority

2
Less than 5 Years

1
5–9 Years

3
10 Years or More

Board Committees

- AC — Audit Committee
- NRC — Nomination & Remuneration Committee
- SRC — Stakeholders Relationship Committee
- RMC — Risk Management Committee
- CSR — Corporate Social Responsibility Committee
- IC — Investment committee

Our Governance Dashboard

Separate roles
Chairperson & Managing Director

100%
Statutory Committees Chaired by Independent Directors

97%
Average Attendance at Board Meetings

8
Formal Board Interactions

2,600+
Audits Conducted

19+
Investor Meetings/Analyst Interactions Conducted

Triple Crown of Governance Excellence

- ICAI Silver Award for Excellence in Financial Reporting (2025)
- ICSI Award for Excellence in Corporate Governance (2024)
- Golden Peacock Award for Excellence in Corporate Governance (2022)

Please scan this QR to provide your feedback on Shareholders Satisfaction Survey

GRI 2-9, GRI 2-10, GRI 2-13, GRI 405-1

Shaping the Path Forward



1 Aakash Moondhra

Chairperson, Non-Executive and Non-Independent Director

	6, 7, 9, 10, 11, 12, 14, 15, 16, 17, 18
Nationality	Indian
Age	52 Years
Term ending on	September 22, 2029
Committee memberships and chairpersonships in other Indian public companies	Nil
DIN	02654599
Tenure on Board	~16 Years
Directorships in other Indian listed companies	Nil
Directorships in other Indian public companies	Nil
Shareholding	3,696
Date of Appointment	March 18, 2010

2 Lalit Agarwal

Managing Director (MD)

	1, 2, 3, 4, 5, 8, 9, 10, 11, 14, 15, 17
Nationality	Indian
Age	56 Years
Term ending on	May 30, 2027
Committee memberships and chairpersonships in other Indian public companies	Nil
DIN	00900900
Tenure on Board	~24 Years
Directorships in other Indian listed companies	Nil
Directorships in other Indian public companies	Nil
Shareholding	9,90,518
Date of Appointment	July 24, 2002

3 Madan Gopal Agarwal

Whole-Time Director

	1, 3, 4, 5, 10, 14, 17
Nationality	Indian
Age	82 Years
Term ending on	May 30, 2027
Committee memberships and chairpersonships in other Indian public companies	Nil
DIN	02249947
Tenure on Board	~24 Years
Directorships in other Indian listed companies	Nil
Directorships in other Indian public companies	Nil
Shareholding	41,67,812
Date of Appointment	July 24, 2002

4 Shweta Kumar

Independent Director

	8, 10, 11, 12, 13, 14, 16, 19
Nationality	Indian
Age	49 Years
Term ending on	May 13, 2029
Committee memberships and chairpersonships in other Indian public companies	Nil
DIN	08596612
Tenure on Board	~2 Years
Directorships in other Indian listed companies	Nil
Directorships in other Indian public companies	Nil
Shareholding	Nil
Date of Appointment	May 14, 2024

5 Govind Shridhar Shrikhande

Independent Director

	1, 2, 3, 4, 5, 6, 9, 10, 11, 12, 14, 15, 16, 17, 18, 19
Nationality	Indian
Age	65 Years
Term ending on	October 31, 2028
Committee memberships and chairpersonships in other Indian public companies	Chairperson: Nil /Member: 1
DIN	00029419
Tenure on Board	~8 Years
Directorships in other Indian listed companies	2
Directorships in other Indian public companies	2
Shareholding	Nil
Date of Appointment	November 2, 2018

6 Raghuvesh Sarup

Independent Director

	4, 6, 7, 9, 14, 16, 17, 19
Nationality	Indian
Age	56 Years
Term ending on	May 13, 2029
Committee memberships and chairpersonships in other Indian public companies	Nil
DIN	10626162
Tenure on Board	~2 Years
Directorships in other Indian listed companies	Nil
Directorships in other Indian public companies	Nil
Shareholding	Nil
Date of Appointment	May 14, 2024

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

Detailed Profile of Board

Management Profile

V-Mart Leaders





Leadership Team

1 **Vineet Jain**
Chief Operating Officer

2 **Anand Agarwal**
Chief Financial Officer

3 **Jayesh Kothari**
President (Merchandising)

4 **Anjali Goel**
Vice President (HR & CSR)

5 **Jaideep Jaiman**
Chief Digital Officer

6 **Nitin Goel**
Vice President (Planning)

7 **Dinesh Srivastava**
Vice President (IT)

8 **Sanjay Sarkar**
AVP - Warehouse Operations

GRI 2-17, GRI 2-9, GRI 2-10, GRI 2-12, GRI 2-13

GRI 2-17, GRI 2-9, GRI 2-10, GRI 2-12, GRI 2-13

Generating Value across Every Capital

We create a meaningful impact by strengthening every aspect of our retail ecosystem: financial, human, social, intellectual, manufactured, and natural capital. Our commitment lies in delivering high-quality products that enrich everyday life while fostering inclusive growth and uplifting communities.

Through operational excellence, responsible sourcing, and a flexible business model, we generate sustained value creation aligned with evolving household needs.

Capitals Impacted

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

Stakeholders Impacted

- Customers
- Employees
- Suppliers
- Communities
- Shareholders

Strategic Pillars

- Profitable & Capital-Disciplined Growth
- Stable & Scalable Operating Model
- AI-Augmented, System-Driven Enterprise
- Customer-Centric Competitive Advantage
- Future-Ready, Productive & Well-Governed Enterprise

Risks Addressed

- Intensifying Competition
- Supply Chain Disruptions
- Climate and Environmental Disruptions
- Shifting Consumer Preferences
- Talent and Capability Management
- Information and Cybersecurity
- Liquidity and Cash Flow Management
- Regulatory Environment
- Social Media, Brand and Reputation

FINANCIAL CAPITAL

Strategic Objectives

SDGs Impacted

Risks Addressed

Capitals Impacted

Stakeholders Impacted

Read more on page 58

MANUFACTURED CAPITAL

Strategic Objectives

SDGs Impacted

Risks Addressed

Capitals Impacted

Stakeholders Impacted

Read more on page 61

INTELLECTUAL CAPITAL

Strategic Objectives

SDGs Impacted

Risks Addressed

Capitals Impacted

Stakeholders Impacted

Read more on page 64

HUMAN CAPITAL

Strategic Objectives

SDGs Impacted

Risks Addressed

Capitals Impacted

Stakeholders Impacted

Read more on page 67

SOCIAL AND RELATIONSHIP CAPITAL

Strategic Objectives

SDGs Impacted

Stakeholders Impacted

Capitals Impacted

Risks Addressed

Read more on page 70

NATURAL CAPITAL

Strategic Objectives

SDGs Impacted

Stakeholders Impacted

Capitals Impacted

Risks Addressed

Read more on page 73

Financial Capital

Financial Resilience Driving Stability

We adopt a strategic and disciplined approach to financial sustainability. Our focused expansion into high-potential markets, combined with prudent capital investment maximises returns while maintaining operational efficiency.

Our financial strategy prioritises EBITDA margin expansion and Return on Capital Employed (ROCE) over headline revenue growth. This ensures that scale is always aligned with sustainable profitability and long-term value creation.

Key Material Issues

- Sustainable economic performance
- Business continuity
- Legal & regulatory compliance
- Business ethics & governance

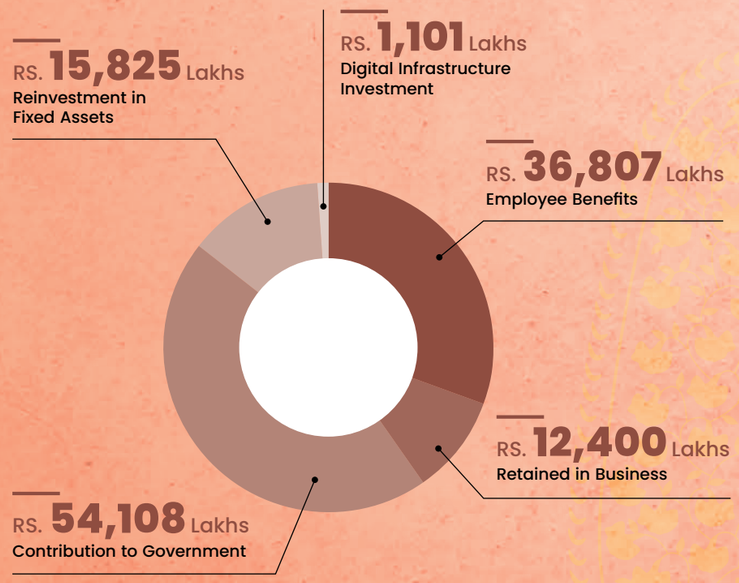
Key Highlights: FY 2025-26

Rs. **3,78,936** Lakhs
Revenue from Operations

13.6%
EBITDA Margin

Debt-free Company
(long-term)

Economic Value Added



Growth with Profitability

Revenue maintained a strong ~16% underlying growth trajectory, supported by 5% like-to-like growth. Profit after tax increased 171% to ₹124 Crores, reflecting sustained earnings momentum.

Margin Expansion and Operating Discipline EBITDA stood at ₹513 Crores (13.6% margin). Offline gross margins improved by 24 bps, while expenses rose only 9% against 16% revenue growth, demonstrating strong cost discipline.

Capital Efficiency and Financial Resilience Operating cash flow stood at ₹(20) Crores, reflecting strategic inventory and working capital investments to support growth. Despite this, the Company remained virtually debt-free and invested ₹159 Crores in expansion and refurbishments.

GRI 3-1, GRI 201-1, GRI 3-1

Financial Snapshot

Revenue from Operations (Rs. in Lakhs)

FY2026	3,78,936
FY2025	3,25,386
FY2024	2,78,560
FY2023	2,46,484
FY2022	1,66,618

▲ 23%
4 Years CAGR

EBITDA (Rs. in Lakhs)

FY2026	51,346
FY2025	37,711
FY2024	21,305
FY2023	26,891
FY2022	20,433

▲ 26%
4 Years CAGR

EBIT (Rs. in Lakhs)

FY2026	23,026
FY2025	18,042
FY2024	1,187
FY2023	10,390
FY2022	8,759

▲ 27%
4 Years CAGR

Profit after tax (PAT) (Rs. in Lakhs)

FY2026	12,400
FY2025	4,577
FY2024	(9,676)
FY2023	(785)
FY2022	1,164

▲ 81%
4 Years CAGR

Capital Expenditure (Rs. in lakhs)

FY2026	15,918
FY2025	12,236
FY2024	12,059
FY2023	27,790
FY2022	14,935

Current Ratio (%)

FY2026	1.0
FY2025	1.0
FY2024	1.2
FY2023	1.4
FY2022	2.3

Earnings Per Share (EPS) (Rs.)

FY2026	11.79
FY2025	5.78
FY2024	(48.94)
FY2023	(3.97)
FY2022	5.90

Return on Capital Employed (ROCE) (%)

FY2026	14.1
FY2025	10.4
FY2024	0.6
FY2023	5.6
FY2022	5.7

GRI 201-1, GRI 3-1

Recent Trends

Extract of Profit and Loss Statement (in Rs. Lakhs)

Particulars	FY 2025-26	FY 2024-25	FY 2023-24	FY 2022-23	FY 2021-22
Revenue from operations	3,78,936	3,25,386	2,78,560	2,46,484	1,66,618
Other income	1,504	1,212	2,095	1,497	1,396
Total expenses	3,64,843	3,24,620	2,93,705	2,49,282	1,66,974
EBITDA margin	13.6%	11.6%	7.6%	10.9%	12.3%
Profit before exceptional items and tax	15,597	1,978	(13,050)	(1,301)	1,040
Profit after tax	12,400	4,577	(9,676)	(785)	1,164
Earnings per share	11.79	5.78	(48.94)	(3.97)	5.90

Extract of Balance Sheet (in Rs. Lakhs)

Particulars	FY 2025-26	FY 2024-25	FY 2023-24	FY 2022-23	FY 2021-22
Property, plant and equipment and Intangible assets	62,394	57,295	54,493	49,044	28,908
Right-of-use	75,023	46,998	1,11,965	1,06,426	82,827
Cash and cash equivalents	1,953	3,942	2,723	1,806	3,304
Inventories	98,753	98,683	81,607	87,063	66,822
Other assets	39,867	36,716	33,745	29,914	28,087
Net worth	95,110	81,018	74,699	84,900	84,962
Lease liabilities	85,758	63,355	1,28,125	1,18,383	90,220
Borrowings (Current)	10,001	14,896	11,000	10,988	-
Other liabilities	87,121	84,355	70,709	59,982	34,766

Extract of Statement of Cash Flows (in Rs. Lakhs)

Particulars	FY 2025-26	FY 2024-25	FY 2023-24	FY 2022-23	FY 2021-22
Net cash inflow from operating activities	50,342	34,940	38,589	17,652	(1,125)
Net cash inflow/(outflow) from investing activities	(17,011)	(12,229)	(11,774)	(15,858)	12,367
Net cash (outflow) from financing activities	(35,320)	(21,492)	(25,898)	(3,292)	(10,447)
Capital expenditure	15,918	12,236	12,059	27,790	14,935
Free cash flow	3,261	(3,323)	4,129	(28,417)	(27,266)

Manufactured Capital

Excelling through Strategic Asset Development

Our infrastructure is the backbone of our operational efficiency and a key enabler of scalable growth. By strategically expanding our retail footprint and optimising warehousing and logistics, we are building a robust foundation for sustainable success.

Targeted improvements across our supply chain and in-store operations help customers enjoy easy access to products, while improving cost-efficiency and the shopping experience.

Key Material Issues

- Product quality
- Sustainable products & packaging
- Sustainable supply chain
- Business continuity

Key Highlights: FY 2025-26

92 New Stores Added

50 Lakhs Retail Space (sq. ft.)

897 Lakhs Footfall

93 Days of Sales Inventory

728 Sales per sq. ft. (per month)

Rs. **1,033** Transaction Size

GRI 3-1



Rewiring the Product Lifecycle for Speed and Precision

At V-Mart, our manufactured capital is increasingly defined by how intelligently we move products from idea to shelf. We integrated Product Lifecycle Management (PLM) workflows to create a unified digital backbone connecting design, sourcing, merchandising. This system-led approach, reinforced by event-based buying calendars, enables concurrent decisions, reduces iteration cycles and strengthens alignment across teams. Resultantly, we are accelerating execution, and building a more responsive 'mind-to-market' engine to sense, adapt, and act in near real time.

Engineering Speed through Vendor Governance

- Structured scorecards and periodic governance reviews drive vendor accountability
- Strong focus on On Time In Full (OTIF) adherence ensures execution reliability and seasonal alignment
- Strategic shift in select categories prioritises speed and responsiveness over lowest-cost sourcing
- Enhanced agility in responding to demand volatility and shifting consumption patterns
- Improved margin protection with reduced markdown exposure.

Rs. 362 Crores
Range Bound Average Selling Price (Apparel)

Intelligent Supply Chain and Flow Optimisation

Allocation and Depth Management

The allocation engine maintains optimal product depth by replacing weak-performing options and applying assortment capping to prevent overstocking while ensuring the right product mix across stores.

Assortment Precision

A data-driven assortment tool uses clustering-based analysis of Sale Mix and Sell-Through to enable targeted planning and accurate stock deployment. Store trend dashboards further identify regional preferences and support demand-led replenishment.

Inventory Flow Automation

Automation of carry bag dispatch and smart gadget allocation has eliminated manual intervention, improving speed, accuracy, and operational efficiency.

Strengthened Reporting and Analysis

Integrated Tableau and Power BI dashboards, along with the automation of key reports, have enabled near real-time insights and faster decision-making.

Warehouse Operations Enhancement

Expansion of the put-to-light system, improved material flow, enhanced dock readiness have accelerated inventory movement, reduced bottlenecks, and improved store delivery speed and accuracy.

Localised Sourcing and Hyper-relevant Assortments

The strength of our sourcing ecosystem lies in its ability to deliver relevance at scale. We strategically align vendors to their regional capabilities, enabling assortments that reflect local tastes across every day, occasion, and festive wear. This granular merchandising approach keeps us connected to consumer preferences, driving stronger sell-throughs and reinforcing our position in the Bharat consumption story.

GRI 3-1

Built for Speed. Driven by Demand.

To improve speed to market, we undertook a focused effort to reduce our order-to-shelf cycle from approximately 80 days to 70–75 days by strengthening planning, allocation, and distribution processes.

At the warehouse level, Option Fulfillment Enhancement replaced individual item picking with pre-packed size sets, reducing processing time and enabling faster delivery of complete assortments to stores. We also introduced 'Appointment-based Allocation', allowing inventory to be allocated while shipments are in transit, providing stores with early visibility and enabling quicker deployment upon receipt.

Further, the migration to an upgraded Allocation Engine accelerated allocation runs and improved warehouse throughput, while Open-to-Buy (OTB) automation enhanced planning accuracy and streamlined merchandise buying decisions. To improve inventory responsiveness, we launched a web-based Inter-Store Transfer (IST) application, enabling dynamic redistribution of surplus stock to high-demand locations.

Collectively, these initiatives are helping build a faster, more agile, and demand-responsive supply chain.



Intellectual Capital

Innovating with Intelligence

A commitment to knowledge-led innovation propels our operations. Embedding data intelligence, refining operational expertise and cultivating a learning-driven culture, has allowed us to enhance efficiencies across operations.

Key Material Issues

- Innovation & digitisation
- Information security
- Customer privacy

Rs. **1,101** Lakhs
Digital Infrastructure Investment

Building an Always-on Trend Intelligence Engine

At V-Mart, our intellectual capital rests on our ability to continuously sense, interpret, and act on evolving digital and consumer trends. We have institutionalised a dedicated trend intelligence programme that tracks developments across AI, search, social media, commerce, and data privacy. This is complemented by industry benchmarks and platform insights (including global reports and ecosystem partners), along with competitive monitoring and market listening.

GRI 3-1



Digitisation of Customer Engagement and AI-led Marketing

- Integrated with LimeRoad marketplace and created a unified customer view to strengthen omnichannel experience
- Diversified channels, with the 'One-click' Omni purchase journey scaling to 30% of total orders and delivering superior fulfilment efficiency
- Enhanced customer engagement through AI-powered 'Similar Product' recommendations, replacing static communication with more relevant and personalised interactions, reducing user fatigue
- Built retention journeys for new and active customers based on recency, latency and last purchase behaviour using RCS communication with SMS allback mechanisms
- Used AI-generated imagery for campaigns, unlocking previously difficult creative executions
- Launched Kids Enrolment Microsite with parent-only coupon access for secure and targeted engagement
- Launched gamification campaigns to drive customer footfall, leading to ~12% in-store conversion post gameplay

Vendor Intelligence and Integrated Digital Ecosystems

A key milestone in our digital journey was the rollout of our Vendor Management Tool, which transformed how we engage with our supplier ecosystem. Seamlessly integrated with our Product Lifecycle Management (PLM) systems, this platform enabled:

- End-to-end transparency with real-time visibility into purchase orders, vendor performance, and inventory flows
- Automated workflows that reduce manual intervention, duplication of effort, and approval delays
- Structured dashboards that empower vendors through compliance tracking and faster query resolution

Analytics-led Supply Chain Intelligence

- Option replacement and depth maintenance, converting unhealthy inventory into stronger performing options
- Assortment capping, preventing over-deployment, and maintaining balanced inventory levels
- Clustering-based assortment planning, and grouping stores and products into performance cohorts for focused allocation
- Assortment rule engine integration, aligning store-level demand signals with purchase planning for improved accuracy
- Store trend clustering dashboards, leveraging attributes such as fabric, pattern, and fit to identify regional preferences and demystify demand opportunities

Automation-driven Planning, Reporting and Decision Intelligence

- Built a unified 'Digital Spine' integrating product, inventory, store and customer data for real-time insights and proactive decision-making across the value chain
- Automated budget reconciliation with Rate of Sale-based amendments, rolling plans, and budget shifting
- Forecast accuracy tracking (MAPE-based) integrated into Power BI dashboards for real-time visibility
- Progressive automation of Open-to-Buy calculations across merchandise categories
- Backend automation for order management, including closure of partially fulfilled purchase orders
- Unified dashboards across Tableau and Power BI have transformed reporting cycles from manual processes to near real-time insights.

GRI 3-1



Case Studies

True Omni: One Customer, One Seamless Journey

To support a truly connected shopping experience, the Company's omnichannel strategy integrates digital and physical channels into a single customer journey. Customers can discover products online, experience them in-store, and complete purchases through the channel most convenient to them.

Through the One-click capability, store associates can instantly place orders for unavailable sizes or styles by scanning a QR code, enabling fulfilment from nearby stores or warehouses with home delivery. This has helped convert in-store demand into completed sales, with nearly 30% of platform orders originating from in-store discovery.

Powered by LimeRoad's omni-enablement platform, stores and digital channels operate as one ecosystem, enabling endless-aisle transactions, enhanced customer profiling, lower return risks, and seamless engagement across touchpoints. Standardised processes and automated workflows further enable faster, data-driven decision-making, helping the Company respond proactively to evolving customer needs and build a more agile, future-ready retail business.

Human Capital

Fuelling Growth through Talent and Potential

Our employees are the driving force behind V-Mart's success. A culture of diversity, well-being, and lifelong learning, keeps our people engaged, skilled, and ready to meet the challenges of tomorrow.

Key Material Issues

- People development & succession
- Health & safety of people
- Employee engagement
- Workforce diversity
- Organisational culture
- Diversified board of directors

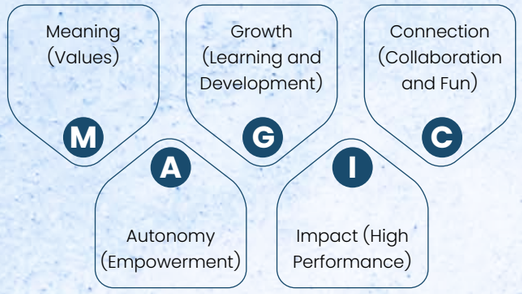
Our Five Core Pillars of Culture

- Transparency
- Collaboration
- People-first mindset
- Performance-driven execution
- Innovation-led thinking

GRI 2-7, GRI 3-1, GRI 3-3, GRI 401-1, GRI 405-1



The Foundation of Our Culture



Building Capabilities across Every Level

We invest in learning at every level through structured onboarding, foundational training, and continuous micro-learning. Customer experience programmes have empowered over 12,000 associates, while initiatives such as Step Up, Pragati, and Fantastic Five Mindsets strengthen our internal talent pipeline. Leadership development is supported through Champions of Change, SHIFT, and Gurukul, complemented by digital learning platforms and mentoring programmes that foster a future-ready and inclusive organisation.

4,60,000+
Total Training Hours

Our Workforce Growth

13,929
Total Employees

42%
YoY Growth in Fresher Recruitment

14%
YoY Growth in Total Employees

Fostering Employee Engagement

We strengthen engagement through our M.A.G.I.C. culture framework, focusing on collaboration and a positive work environment. Open communication channels, such as daily huddles, skip-level connects, and 'Coffee with MD,' ensure clarity and connection. Structured listening channels such as Sampark, town halls, pulse surveys, and skip-level meetings, help us track progress. We further enable collaboration through the Synergy framework, digital tools, and employee clubs, alongside Subject Matter Experts-led knowledge sharing.

GRI 2-7, GRI 3-1, GRI 3-3, GRI 404-1, GRI 404-2, GRI 405-1

Prioritising Safety and a People-first Culture

We support employee well-being through Mind Matters for mental wellness, EAP for counselling support, and E.M.P.A.C.T training for empathy and burnout awareness among managers, alongside family-inclusive benefits such as health check-ups, Kids Fiesta and fitness programmes. Safe store environments and fair rostering for frontline teams reinforce a culture of care.

Advancing Diversity, Equity and Inclusion

We cultivate an inclusive workplace through gender diversity initiatives, PWD inclusion and a strong Gen Z presence. Programmes such as Second Innings returnships and V-Glow networking bolster this focus. We promote equity through bias-free hiring, regional talent sourcing and inclusive leadership. Listening channels, helplines, and flexible practices ensure a safe and supportive environment for our people.

4,172
Female Employees (30%)

88 Hires
Second Innings (Back to Work)

45%
Employees in the Early Career Age Group (below 25 Years)

344
Specially-abled persons hired in FY 2025-26

Case Studies

Growing Together, Leading Together

As the Company expanded, we recognised that our future leaders were already part of our journey, individuals who understood our culture, our customers, and the values that define us. To nurture this potential, we introduced the Champion of Change (COC) initiative, creating a meaningful pathway for employees to grow into leadership roles. From a workforce of approximately 14,000 employees, we identified 159 individuals including 57 Store Managers and 102 backend professionals to embark on a journey of learning, development and transformation.

For many participants, the programme was both a growth opportunity and a recognition of their potential. It strengthened leadership capabilities among Store Managers and expanded exposure for backend professionals through senior leadership interactions, cross-functional projects, and enhanced engagement, fostering greater confidence, ownership, and alignment with our organisational purpose.

Champion of Change has strengthened both capability and belonging, reflected in an exceptional 97% retention rate among participants. By investing in our people, we are building a workforce that continuously learns, grows, and delivers with purpose, creating a stronger future for the Company.



Social and Relationship Capital

Relationships That Run Deeper Than Transactions

We view relationships as the foundation of sustainable success. Our Social and Relationship Capital represents the networks of trust, collaboration, and mutual respect we have built with all our stakeholders over time.

Key Material Issues

- Customer engagement & satisfaction
- Community development & CSR
- Customer privacy
- Sustainable Supply Chain

GRI 3-1, GRI 203-1, GRI 203-2, GRI 3-3, GRI 413-1

Strengthening Vendor Partnerships

We strengthened our vendor ecosystem through our Vendor Management Tool, enabling end-to-end transparency with real-time visibility into purchase orders, vendor performance, and inventory flows. The platform hosts invoices and serves as a centralised channel for vendor communication and announcements, while automated workflows minimise manual intervention, duplication, and approval delays. Structured dashboards support compliance monitoring and faster query resolution, empowering our vendor partners with greater operational visibility.

Under the early payment mechanism, we facilitate supplier financing arrangements that enable vendors to access funds earlier at minimal discounts, improving liquidity and strengthening financial resilience. In parallel, our strategic tie-ups with fabric manufacturers help optimise sourcing costs and drive greater efficiency across the value chain.

Customer-centric Initiatives

- Enhancing store experience through improved look and feel, creating a welcoming and seamless shopping environment.
- Delivering value through honest pricing and transparent customer offerings.
- Strengthening customer relationships through Passion for Fashion and Vyavhaar Se Vyapaar initiatives, while measuring customer satisfaction through NPS.
- Enabling seamless shopping journeys through omni-enabled stores supported by the LimeRoad app.
- Catering to regional preferences through localised assortments and customer-centric offerings.
- Maintaining store freshness to enhance visual appeal and elevate the shopping experience.

Our Community Development Initiatives

Education and Skill Development

Project Pragati Path

287

Underprivileged Children Benefited through Academic, Digital and Life-Skills Training

Community Free School

1,375

Sessions Conducted with an Average Attendance of 69 Children

Girls' Ashram

25+

Girls Impacted

Healthcare

- Conducted comprehensive health check-ups and hygiene awareness programmes for community
- Arranged supportive initiatives including the distribution of winter essentials

Environmental Sustainability

- Conducted regular ghat clean-ups, improving river hygiene while fostering environmental responsibility, employee engagement, teamwork, and community ownership aligned with national sustainability goals.
- Strengthened environmental responsibility through a pan-India plantation drive with active store-level and customer participation.

Social Inclusion

- Participated in the Deen Dayal Upadhyaya Grameen Kaushalya Yojana (DDU-GKY), focused on establishing training centres, mobilising and skilling rural youth, and facilitating on-the-job training opportunities. Received government reimbursement for eligible expenses incurred towards skill development of candidates who are successfully trained and placed in employment. The initiative contributes to enhanced employability, livelihood generation, and socio-economic upliftment of rural communities by enabling sustainable income opportunities and promoting inclusive growth.

GRI 201-4, GRI 3-1, GRI 203-1, GRI 203-2, GRI 413-1

Case Studies

Creating Lasting Social Impact at Scale

For many children, the biggest barrier to education is not willingness to learn, but the circumstances they are born into. The Community Free School initiative supports children from underserved communities whose education is often disrupted by social and economic challenges. During FY 2025–26, the programme conducted 1,375 learning sessions, creating a safe space where children could continue learning with confidence and care.

Beyond academics, the initiative nurtures holistic development and guides out-of-school children back into formal education while supporting vulnerable students through dedicated supervision.

Testimonials

Dipti Mondal – Bridging the Literacy Gap

Growing up without access to basic study materials, Dipti struggled to begin her education journey. With patient guidance and continuous encouragement, she has learned to read and write independently and now approaches learning with confidence and enthusiasm.

Sudipa Singh – A Safety Net for a New Beginning

After personal loss disrupted her early childhood, Sudipa found stability through the programme's care and support. Today, she is back in school, learning with confidence and rediscovering a childhood filled with hope and possibility.

Natural Capital

Building Prosperity in Harmony with Nature

Our growth journey is closely linked with our responsibility towards the environment. We recognise the importance of using resources responsibly and minimising our environmental footprint.

Key Material Issues

- Climate strategy & low-carbon pathway
- Effective use of natural resources
- Circular economy & waste
- Clean energy transition
- Sustainable products & packaging

GRI 3-1, GRI 3-3, GRI 301-1, GRI 301-2, GRI 3-3, GRI 303-1, GRI 303-2, GRI 306-1, GRI 306-2



Green Infrastructure and Renewable Energy Transition

We focused on integrating sustainability into our infrastructure and reducing our environmental footprint at scale.

- Constructed a highly automated warehouse in Palwal, designed in line with IGBC Gold standards and equipped to maximise natural light and energy efficiency
- Solar Powered Warehouse operations are live, generating ~2700+ GJ of renewable energy annually
- The solar plant is further supported by LED lighting, green HVAC systems, motion sensors and smart energy monitoring dashboards

Driving Energy Efficiency across Operations

We are improving energy efficiency and reducing energy and resource wastage across our operations by adopting various cutting-edge equipment.

- Installation of temperature-regulated air conditioning systems
- Implemented 100% LED lighting across all new stores
- Optimised electrical designs such as cable tray layouts
- Introduction of heat control films in new stores with South West facing facade to reduce cooling requirements

We are rethinking how we power our operations. A rooftop solar plant at our Palwal warehouse helps us generate renewable energy. We are reducing reliance on conventional sources and moving towards a cleaner way of operating. It is a step forward, importantly, in a direction we are committed to.

Water Stewardship and Responsible Resource Use

We recognise water as a critical resource and have embedded conservation practices across our network.

- Reuse of RO wastewater across all the stores
- Operate a sewage treatment plant at our warehouse, recycling ~40,000 KL of water for landscaping
- Implemented water metering and reuse infrastructure to monitor and optimise consumption
- Treated water from sewage treatment plants in our warehouse was reused for plantation and utilities

Circularity and Waste Minimisation

We are actively driving circularity by rethinking how materials and waste flow through our operations.

- Achieved ~90% carton reuse by recycling over ~21 Lakh cartons within our supply chain
- Eliminated 100% plastic shrink wrap and reduced polybag usage by 1.4 Crore units, while advancing the transition to biodegradable alternatives such as corn-based packaging
- Digitised operations through e-registers and digital invoicing, reducing paper consumption
- Enabled the production of over 27 Lakh garments using recycled fabrics
- Recycling ~95% of fixtures from existing or closed stores for new stores and renovations

We are also strengthening scrap monetisation by repurposing metal and wood waste into functional infrastructure such as racks and tables, while reusing second-hand IT systems across stores.

Small Steps. Bigger Change.

Less waste.

Cleaner energy.

More mindful use of resources.

Each of these may seem like a small step on its own. But together, these steps help us build a way of working where responsibility is part of everyday decisions.

Because at V-Mart, sustainability is about doing better, every day and together.

GRI 3-1, GRI 301-1, GRI 301-2, GRI 302-4, GRI 305-5

Doing Better Every Day. Together.

On February 24, 2026, we launched a pan-India plantation initiative, bringing together our employees, customers, and local communities across 500+ stores. Together, we planted over 11,000 saplings, transforming a simple activity into a collective commitment towards environmental stewardship and stronger community connections.

Our efforts extended beyond stores into our operational spaces, where we planted 1,300+ additional saplings across warehouses to create greener and healthier workplaces. To further spread environmental awareness, we also organised a plantation drive at a government school, engaging young students and encouraging environmental responsibility from an early age.

These initiatives reflect our growing culture of sustainability, where every small step and collective effort contributes towards building a greener, healthier, and more responsible future.



Awards and Accolades

Recognitions That Inspire





Received Silver Shield in Service Category by ICAI for Excellence in Financial Reporting 2024-25



Won Best Use of Personalisation to Elevate the Customer Journey (Retail) in 5th Edition CX Excellence Awards 2025 by Quantic India



Won the IMAGES Most Admired Retailer of the Year for Visual Merchandising at IRA 2025



Recognised for Excellence in Influencer & Social Media Marketing – Festive Marketing Campaign (#FestiveFashionVibes) at the ET Brand Equity Trendies Awards 2025

Received LACP Vision 2024-25 Awards Integrated Report Competition in the following categories:

- Platinum Award for Integrated Annual Report in Consumer Durables - Textile/Apparel/Luxury
- Gold Award for Annual Report in Consumer Durables - Textile/Apparel/Luxury
- Among Top 20 Reports Worldwide
- Technical Achievement Award



Recognised as Value Retailer of the Year 2025 by IReC Awards

Corporate Information

Board of Directors

Aakash Moondhra
(Chairperson, Non-Executive, Non-independent Director)
Lalit Agarwal
(Managing Director)
Madan Gopal Agarwal
(Whole-time Director)
Govind Shridhar Shrikhande
(Non-Executive, Independent Director)
Raghuvesh Sarup
(Non-Executive, Independent Director)
Shweta Kumar
(Non-Executive, Independent Director)

Board Committees

Audit Committee

Govind Shridhar Shrikhande
(Chairperson)
Shweta Kumar (Member)
Aakash Moondhra (Member)
Raghuvesh Sarup (Member)

Nomination and Remuneration Committee

Shweta Kumar (Chairperson)
Raghuvesh Sarup (Member)
Govind Shridhar Shrikhande (Member)
Aakash Moondhra (Member)

Stakeholders' Relationship Committee

Shweta Kumar (Chairperson)
Lalit Agarwal (Member)
Madan Gopal Agarwal (Member)

Corporate Social Responsibility (CSR) Committee

Raghuvesh Sarup (Chairperson)
Lalit Agarwal (Member)
Madan Gopal Agarwal (Member)
Aakash Moondhra (Member)

Risk Management Committee

Raghuvesh Sarup (Chairperson)
Shweta Kumar (Member)
Govind Shridhar Shrikhande (Member)

Investment Committee

Lalit Agarwal (Chairperson)
Madan Gopal Agarwal (Member)
Govind Shridhar Shrikhande (Member)
Anand Agarwal (Member)

Company Secretary and 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
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. Agarwal S. & Associates
Company Secretaries
D-427, 2nd Floor, Palam Extn., Ramphal Chowk, Sector 7, Dwarka, New Delhi-110075
Email Id: asacs2022@gmail.com
Phone: 011–45052182
Contact Person: CS Sachin Agarwal
Partner Membership No.: 5774
CP No.: 5910

Internal Auditors

KPMG Assurance and Consulting Services LLP
Building No. 10, 8th Floor, Tower-C, DLF Cyber City, Phase-II, Gurugram, Haryana – 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. 90-D, Sector-18, Udyog Vihar, Gurugram – 122015 (Haryana)# (w.e.f. April 29, 2026)
Tel.: +91 124 - 4640030
Fax: +91 124 - 4640046
Email: cs@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), 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

Vineet Jain
Chief Operating Officer

Anand Agarwal
Chief Financial Officer

Jayesh Kothari
President (Merchandising)

Jaideep Jaiman
Chief Digital Officer

Anjali Goel
Vice President (Human Resources & CSR)

Ramesh Agarwal*
Vice President (Supply Chain Management)

Sanjay Sarkar**
Assistant Vice President (Warehouse Operations)

Dinesh Srivastava
Vice President (Information Technology)

Snehal Shah***
Sr. Vice President (Projects & Business Development)

Nitin Goel
Vice President (Planning)

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

#As on March 31, 2026, the Company's corporate office was situated at Plot No. 862, Udyog Vihar, Industrial Area, Phase V, Gurgaon – 122016 (Haryana).
*separated w.e.f. November 15, 2025
** added w.e.f. January 22, 2026
*** separated w.e.f. June 30, 2025
**** separated w.e.f. November 8, 2025

Statutory Reports



80 → Management Discussion and Analysis

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174 → Business Responsibility & Sustainability Report

Management Discussion and Analysis

Economic Review

A World in Transition: Growth, Geopolitics and Realignment

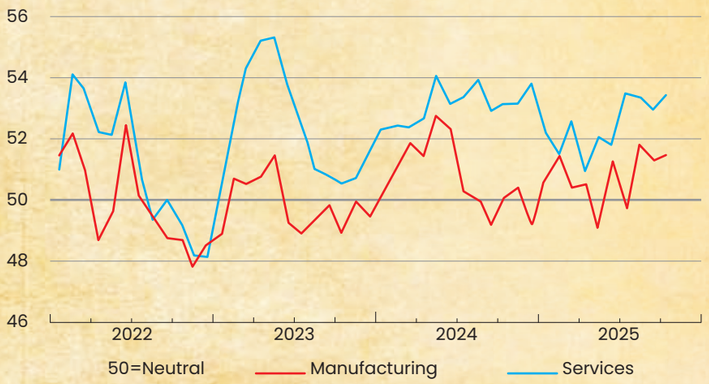
The global economy is entering a phase of steady and measured expansion, supported by continued investment in technology, particularly the rapid advancement and adoption of artificial intelligence (AI), alongside easing inflationary pressures. While growth remains stable, it reflects a more moderated trajectory compared to the sharp post-pandemic recovery with productivity gains increasingly influenced by AI and machine-led systems. At the same time, the broader macroeconomic environment continues to be shaped by persistent geopolitical tensions, evolving trade dynamics and structural shifts in global supply chains, factors that, together with the transformative impact of AI, introduce a degree of uncertainty into the outlook.

GDP Growth Projections (in %)

	CY 2025	CY 2026	CY 2027
Global Economy	3.4	3.1	3.2
Advanced Economies	1.9	1.8	1.7
The US	2.1	2.3	2.1
Euro Area	1.4	1.1	1.2
Emerging Markets & Developing Economies	4.4	3.9	4.2
China	5.0	4.4	4.0
India	7.6	6.5	6.5
The Middle East and Central Asia	3.6	1.9	4.6
Sub-Saharan Africa	4.5	4.3	4.4
Latin America & Caribbean	2.4	2.3	2.7
Emerging Europe	2.0	2.0	2.1

Source: **IMF World Economic Outlook, April 2026**

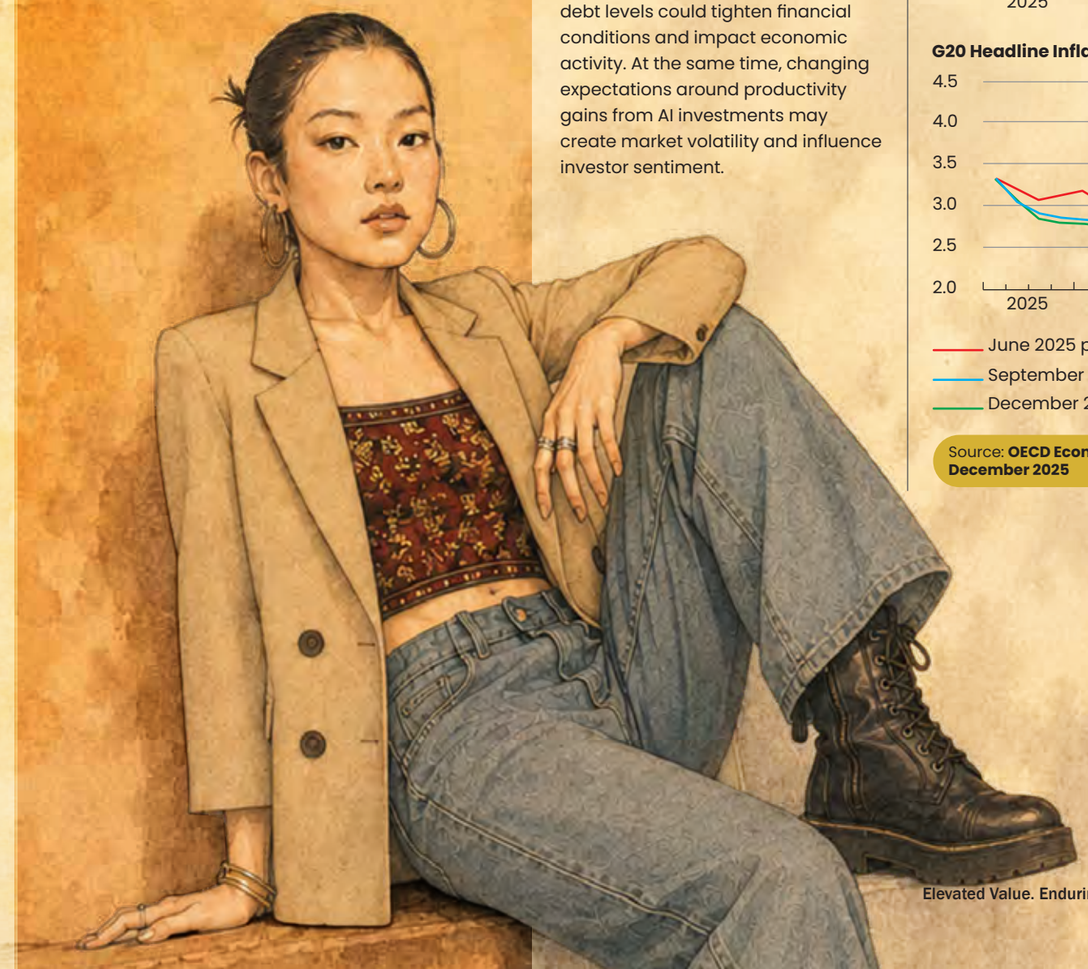
Global Output PMIs



Source: **OECD Economic Outlook, December 2025**

The global economy continues to navigate geopolitical complexities driven by ongoing conflicts and shifting trade dynamics. Tensions in the Middle East and the Russia-Ukraine conflict have impacted energy markets and supply chains, causing volatility in oil, gas and commodity prices. In response, particularly in Europe, economies are diversifying energy sources, strengthening energy security and building more resilient supply chains.

Meanwhile, geopolitical competition, especially between the US and China, has intensified tariffs, technology restrictions and strategic resource controls, accelerating near-shoring, friend-shoring and regionalisation as businesses and governments prioritise supply security and self-reliance.



Global headline inflation is projected to increase from 4.1% in 2025 to 4.4% in 2026, before declining to 3.7% in 2027, driven by higher energy and food prices, rising commodity prices, firmer inflation expectations and intensifying geopolitical tensions.

Despite challenges, the global economy remains resilient. Investments in digital infrastructure and emerging technologies, particularly AI, alongside supportive fiscal measures and policy responses, continue to sustain growth. Emerging markets are benefiting from domestic demand and reforms, while advanced economies are seeing steady expansion driven by public spending and technological progress.

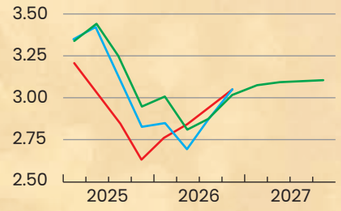
Outlook

Global growth prospects remain broadly stable, despite downside risks. Trade tensions, geopolitical uncertainties and high public debt levels could tighten financial conditions and impact economic activity. At the same time, changing expectations around productivity gains from AI investments may create market volatility and influence investor sentiment.

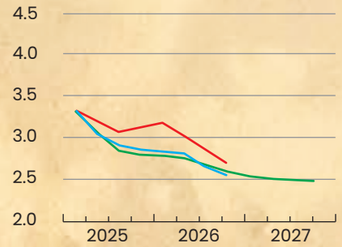
Structural challenges, including demographic pressures, supply chain adjustments and uneven technology-led productivity gains, are also expected to moderate growth in some regions. In response, policymakers are focusing on strengthening fiscal buffers, maintaining price and financial stability, reducing policy uncertainty and advancing structural reforms to support productivity, innovation, institutional resilience and long-term economic growth.

Source: **IMF World Economic Outlook, April 2026**

Global GDP Growth (YoY %)



G20 Headline Inflation (%)



Source: **OECD Economic Outlook, December 2025**

A Nation in Momentum: Demand, Investment and Strength

India continues to lead the global growth landscape, retaining its position as the fastest-growing major economy on the back of strong GDP growth. This momentum is firmly anchored in domestic demand, with private consumption accounting for 61.5% of GDP as per the First Advance Estimates, complemented by sustained investment activity.

The global macroeconomic environment, however, witnessed a sharp escalation in risks toward the latter part of FY 2025–26. A significant oil price shock was triggered by the escalation of the Iran-US conflict following US-led strikes on Iran and the subsequent disruption of shipping through the Strait of Hormuz, a critical artery for global energy trade. The effective blockade of the strait disrupted a meaningful share of global oil supplies, leading to a sharp spike in crude prices during March and early April 2026.

During most of FY 2025–26, domestic consumption and investment remained resilient, supported by low inflation, stable employment, rising real incomes, strong agricultural output, improving urban demand and tax rationalisation measures. However, the late oil shock poses upside risks to inflation, input costs and external balances, with its full macroeconomic impact expected in the subsequent period.

Gross Fixed Capital Formation stands at 30% of GDP, reflecting sustained investment momentum supported by public capital expenditure, infrastructure expansion and improving private sector sentiment. Fiscal discipline, moderating inflation and a stable financial sector continue to underpin macroeconomic stability and confidence, although external risks, particularly energy price volatility, require close monitoring.

GDP Growth Rate (in %)

FY 2026-27(P)	6.6
FY 2025-26	7.7
FY 2024-25	7.1
FY 2023-24	7.2
FY 2022-23	7.6
FY2021-22	9.7

P: Projected

Source: **Press Information Bureau, S&P Global**

Inflationary and Monetary Policy Trends

Inflation moderated significantly, with headline CPI inflation declining to 1.7% during April-December FY 2025–26, supported by easing food prices and favourable supply conditions. Fiscal prudence, aided by resilient tax collections, GST reforms and calibrated expenditure rationalisation, sustained growth while maintaining stability. Monetary policy also remained supportive, with repo rate cuts, liquidity measures and stronger banking sector balance sheets improving credit availability and lowering borrowing costs.

Outlook

Real GDP growth for FY 2026–27 is projected at 6.6%, broadly in line with India's potential growth rate of around 7%. Domestic demand, supported by improving investments, healthier household and corporate balance sheets, and continued public capital spending, is expected to remain the key growth driver. Global uncertainties, including slower growth in key markets, trade policy changes and financial market volatility, may affect exports and investor sentiment, though ongoing trade negotiations with major partners, including the US, could ease external risks over time. Overall, the outlook remains positive, supported by stable inflation, sound fiscal management, stronger financial institutions and structural reforms, positioning India to sustain growth while remaining resilient to external shocks.

Source: **PIB, January 2026**



Industry Review

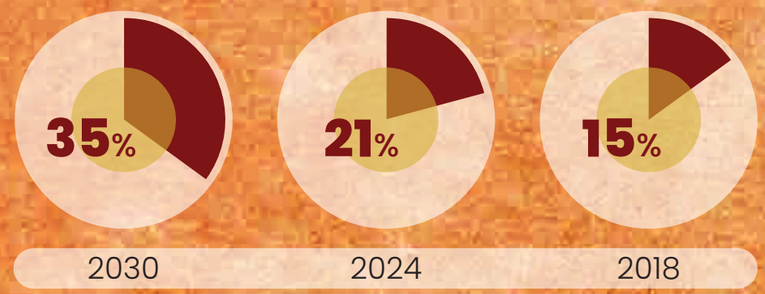
Indian Retail Market

India's retail sector continues to demonstrate a strong growth trajectory, supported by an expanding consumer base, rising disposable incomes, and rapid urbanisation. The market, estimated at around USD 1 Trillion in 2024, is projected to grow to USD 1.6–1.8 Trillion by 2030, reinforcing India's position as one of the world's most dynamic consumption-driven economies.

At the same time, the sector is undergoing a significant transformation, driven by evolving consumer aspirations, advancements in digital infrastructure, and improvements in logistics and supply chain capabilities. These developments are strengthening the overall retail ecosystem.

Accelerating Shift towards Organised Retail

Organised Retail Penetration



Source: **Redseer Report, March 2025**

Organised retail, spanning modern brick-and-mortar formats and digital commerce, continues to expand steadily, supported by wider product assortments, enhanced shopping experiences and greater convenience. This structural shift is expected to translate into a USD 600 Billion+ opportunity by 2030, with organised retail accounting for nearly 35% of India's total retail market.

The retail landscape is expanding beyond traditional branded products, with organised retail increasingly catering to regional and unbranded consumption segments that continue to account for a significant share of demand. Distribution-led models are also gaining prominence, with organised channels growing faster than legacy pan-India brands and gradually shifting value creation towards channel partners. At the same time, organised retail formats are evolving around assortment, value and convenience, enabling stronger alignment with diverse consumer preferences across demographics and income groups. The coexistence of regional players, local retailers, national brands, digital-first businesses and omnichannel models reflects the depth of India's retail ecosystem, while expanding consumer access, convenience and choice.

Against this backdrop, India's e-commerce market continues to gain strong momentum. The sector is projected to grow from USD 120–140 Billion to around USD 280–300 Billion by 2030, supported by rapid digital adoption and improving logistics infrastructure. In parallel, the online shopper base is expanding steadily, with nearly 300 Million users today and expected to reach around 440 Million by 2030.

Importantly, this growth is becoming increasingly inclusive. Rural India now accounts for nearly 30% of online users, while women represent about 45% of digital shoppers, driven by the convenience, safety, and independence offered by online platforms.

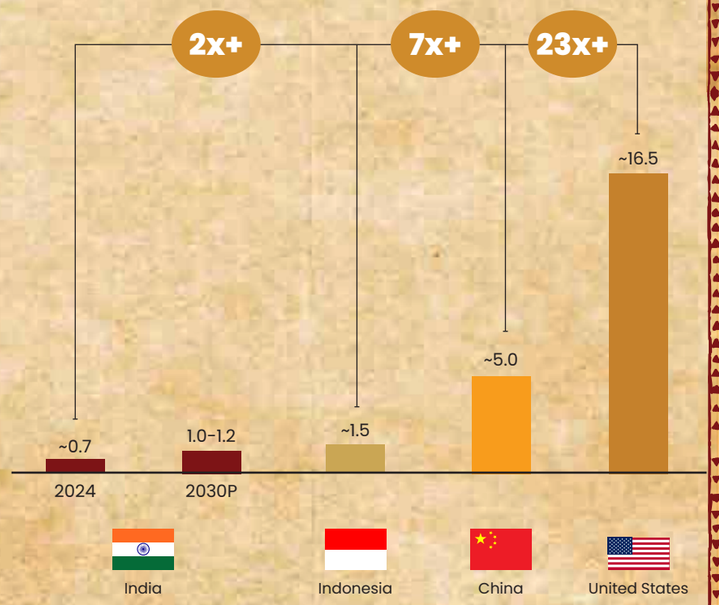
Collectively, these developments are shaping a dynamic and resilient retail landscape, well positioned to support India's next phase of consumption-led growth.

Source: **Redseer Report, March 2025, Economic Times, February 2026**

India crossed the USD 2,000 GDP per capita threshold in 2020, marking a recognised inflection point for consumer spending. This shift is expected to accelerate discretionary consumption and support the next phase of retail expansion. With incomes continuing to rise, per capita retail spending in India retains significant headroom, sustaining long-term growth opportunities for the retail sector.

Per Capita Retail Spends

(In USD 000's, CY 2024, CY 2030P)



Note(s): Per capita retail spends for China and USA is for CY 2023

Source: **Redseer Report, March 2025**

Indian Fashion Industry

India's fashion market continues to expand, driven by rising disposable incomes, evolving lifestyles and growing fashion awareness among younger consumers. The market is expected to grow at a CAGR of 9.02% between 2025 and 2029, supported by strong demand for branded, trend-led products across physical and digital channels.

Within this, the fast fashion segment is witnessing robust growth, projected to expand from USD 13.48 Billion in 2025 to USD 39.74 Billion by 2032 at a CAGR of 16.7% during 2025–2032. Rising incomes, global fashion exposure and a large young consumer base continue to drive demand, with dresses, tops, jeans and skirts accounting for the largest share.

Source: **DFU Publications.com**

Source: **Coherent, April 2025**

Apparel and Fashion Accessories Industry

The Indian apparel industry continues to grow steadily, supported by rising incomes, changing fashion preferences and expanding retail channels. The market is projected to generate USD 115 Billion in revenue in 2026 and grow at a CAGR of 3.11% during 2026–2030. Women's apparel remains the largest segment, valued at USD 56.18 Billion in 2026, driven by demand across urban and emerging markets.

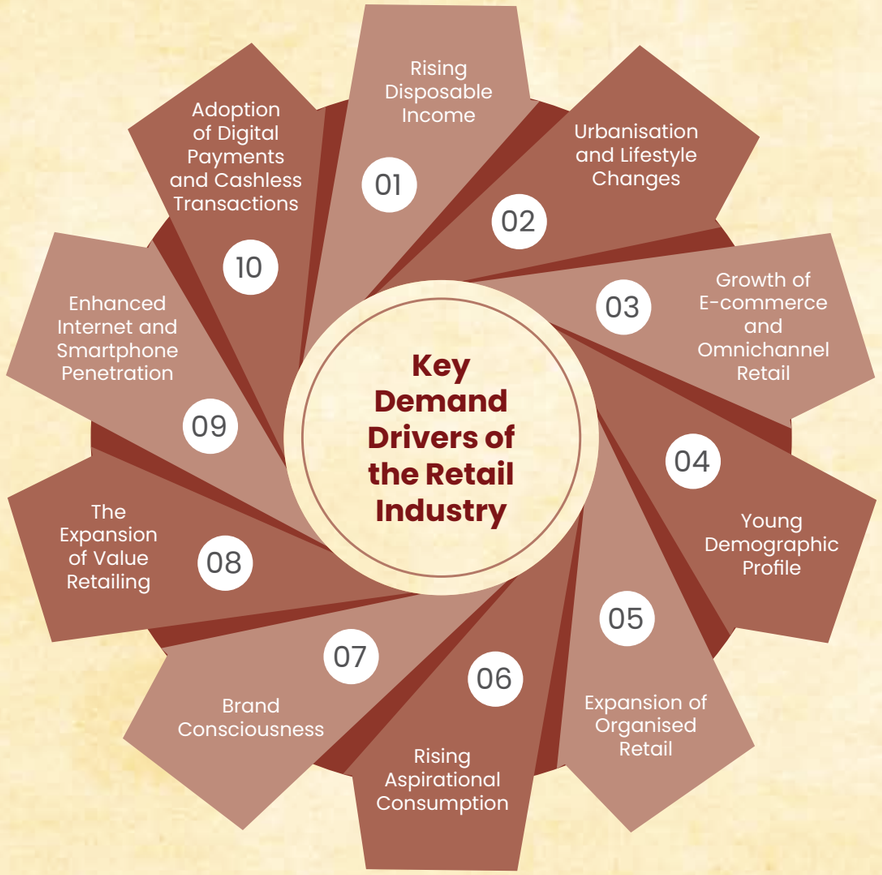
Source: **Statista, May 2026**

Despite growth, India's per capita apparel spending is estimated at USD 77.77 in 2026, indicating significant growth potential. Industry volumes are expected to reach 42.7 Billion pieces by 2030, with average consumption at 25.4 pieces per person in 2026 and volume growth of ~3.4% projected in 2027.

The non-luxury segment is expected to account for nearly 98% of sales by 2026, reflecting strong demand for affordable fashion. At the same time, rising awareness is increasing interest in sustainable and ethically produced clothing, signalling a gradual shift towards responsible consumption.

Average consumption is projected at around 25.4 pieces per person in 2026, with volume growth of approximately 3.4% anticipated in 2027.





Key Trends

Omnichannel Retail Expansion

Consumers increasingly prefer seamless omnichannel experiences, prompting retailers to integrate online platforms, mobile apps and store networks to offer greater convenience through options such as home delivery and click-and-collect.

Digital and AI-Driven Retail

Retailers are leveraging AI and data analytics to understand consumer behaviour, optimise pricing, enhance personalisation and improve inventory efficiency, driving more effective operations.

Rise of Value-focused Consumption

Consumers are becoming increasingly price-conscious, driving demand for value retail formats, private labels, and promotional offerings. Retailers that combine quality with affordability are therefore gaining stronger traction.

Influence of Social Media and Digital Platforms

Social media is increasingly influencing purchase decisions, making influencer marketing, digital promotions and targeted advertising key drivers of customer engagement and brand building.

Growth of Tier-II and Tier-III Markets

As smaller cities urbanise and digitise, they are emerging as key consumption hubs, prompting retailers to expand through both physical and digital channels.

Increasing Focus on Sustainability

Consumers are becoming more conscious of environmental impact, encouraging retailers to adopt responsible sourcing, eco-friendly packaging, and sustainable operational practices.

Opportunities

Growing Middle-Class Consumption

The expansion of India's middle-class population is driving demand across retail categories, including apparel, electronics, personal care, and home products, creating long-term growth opportunities for retailers.

Rising Participation of Women in the Workforce

Greater workforce participation among women is influencing household purchasing behaviour and increasing demand for lifestyle, personal care, and convenience-oriented products.

Urbanisation and Changing Household Structures

Rapid urbanisation, along with the rise of nuclear families, is reshaping consumption patterns. Consequently, demand is increasing for organised retail formats.

Expansion of E-commerce and Quick Commerce

Online retail continues to grow rapidly, supported by digital payments, improved logistics, and last-mile delivery capabilities.

Rural Consumption Potential

Improving connectivity, rising incomes, and greater awareness are opening opportunities for retailers to expand into rural markets.

Product and Category Diversification

Retailers can drive growth by expanding into new product categories, introducing private labels, and offering differentiated products.

Challenges*

Rising Operating Costs

Increasing input costs, higher rentals, logistics expenses and employee costs are putting pressure on margins for retailers, requiring greater operational efficiency.

Inflationary Pressures on Consumption

Inflation can reduce consumer purchasing power, impacting discretionary spending and forcing retailers to balance pricing strategies with demand management.

Supply Chain Disruptions

Global uncertainties, geopolitical tensions, and climate-related events can disrupt supply chains, leading to delays, cost increases, and inventory challenges.

Digital Disruption and Competitive Intensity

Retailers face competition from e-commerce platforms, direct-to-consumer brands, and international players. Continuous technology investment is required to remain competitive.

Geopolitical and Regulatory Risks

Changes in trade policies, regulatory frameworks, and global economic conditions can impact sourcing strategies, pricing structures, and market expansion.

Energy and Climate Risks

Energy cost fluctuations and climate-related disruptions can affect logistics, sourcing, and operational efficiency across the retail value chain.

**Details on how the Company is addressing these challenges, including specific mitigation measures, are provided in the Risk Management section of this report.*

Company Overview

V-Mart Retail (also referred to as 'V-Mart' or 'The Company') has built a strong presence in India's organised value retail landscape. The Company offers an extensive assortment of apparel, footwear, home furnishings, and general merchandise at compelling prices.

With a strategic focus on Tier-II and Tier-III cities, the Company addresses the aspirations of India's growing middle class. It delivers stylish, quality-driven products within a modern retail environment. Its merchandise portfolio spans ethnic, fusion, and western wear for women. It also includes formal, casual, and sportswear for men. In addition, the Company offers a broad range of children's apparel, ensuring options across age groups.

577 Stores

28 States

328 Cities

Operational Performance

Store Expansion and Reach

Expanded footprint to 577 stores with 92 planned additions, driven by a cluster-led expansion strategy.

Customer Engagement

Strong loyalty reflected in 72% repeat purchases, led by increasing influence of younger consumers.

Sustainability and Compliance

Prudently accounted for labour code-related costs, reinforcing strong compliance.

Product and Category Development

Private labels contribute 66%, enabling sharper design control and regional relevance.

Technology and Governance

Strengthened assortment planning through AI-led tools, enabling sharper selection and timely reduction of slow-moving inventory.

Customer Experience

Ensured consistently high satisfaction with Google ratings of 4.9.

Operational Efficiency

Delivered strong operating leverage with 16%+ revenue growth. Prepaid model adoption and cost discipline improved EBITDA margins to 13.6%.

Financial Performance

The Company prepares its financial statements on an accrual basis and historical cost convention, in compliance with Ind AS under Section 133 of the Companies Act, 2013 and related rules. In FY 2025–26, the Company delivered a strong financial turnaround, driven by improved operational momentum and disciplined execution.

- Net worth increased to Rs. 95,110 Lakhs from Rs. 81,018 Lakhs in FY 2024–25
- Revenue from operations rose to Rs. 378,936 Lakhs, compared to Rs. 325,386 Lakhs in the previous year
- EBITDA strengthened significantly to Rs. 51,346 Lakhs from Rs. 37,711 Lakhs
- Profit Before Tax stood at Rs. 15,597 Lakhs in FY 2025-26, growing by 689% compared to FY 2024-25
- The Company reported a PAT of Rs. 12,400 Lakhs, registering a growth of 171% from Rs. 4,577 Lakhs in FY 2024–25

GRI 201-1

Working Capital Management

The Company's working capital position remained stable on account of improved liquidity and operational efficiency.

- As of March 31, 2026, current assets stood at Rs. 123,977 Lakhs, including inventory of Rs. 98,753 Lakhs, compared to Rs. 122,579 Lakhs and Rs. 98,683 Lakhs, respectively, in FY 2024–25
- Current liabilities increased to Rs. 119,604 Lakhs, comprising borrowings of Rs. 10,001 Lakhs and lease liabilities of Rs. 24,410 Lakhs, as against Rs. 116,809 Lakhs in the previous year, which included borrowings of Rs. 14,896 Lakhs and lease liabilities of Rs. 19,258 Lakhs
- Cash and cash equivalents stood at Rs. 1,953 Lakhs from Rs. 3,942 Lakhs in FY 2024–25
- Return on Capital Employed (RoCE) witnessed a sharp improvement to 14.09%, compared to 10.39% in the previous year, indicating stronger capital efficiency and operational performance

Ratio	Formulae	March 31, 2026	March 31, 2025	% Change	Details of significant changes in the Key Financial Ratios - (>+/- 25%)
Current Ratio (in Times)	Current Assets/ Current Liabilities (incl. Lease Liabilities)	1.04	1.05	(1%)	Not Applicable
Interest Coverage Ratio (in Times)*	Earnings before Interest & Tax/Finance cost	3.05	1.32**	131%	Due to reduction in interest on lease liability (Ind AS impact) & increase in EBIT
Debt-equity ratio (in Times)	Total Debt (incl. Lease liabilites)/ Shareholders' Equity	1.01	0.97	4%	Not Applicable
EBITDA Margin (in %)	EBITDA/Revenue from Sale of Traded Goods × 100	13.6%	11.6%	16.92%	Not Applicable
Days of Inventory (DOI)	(Quarterly Average Inventory/Revenue) × 365	93	96**	(4%)	Not Applicable
Inventory Turnover Ratio (in Times)	Cost of Goods Sold/ Average Inventories	2.52	2.36	6.60%	Not Applicable
Net Capital Turnover Ratio (in Times)	Net Sales/Working Capital	86.65	56.39	53.66%	Increasing mainly on account of increase in sales and decline in working capital
Net Profit Ratio (%)	Net Profit/Net Sales	3.27%	1.41%	132.63%	The Company has earned higher profit in the current year as compared to previous year
Operating Profit Margin (%)	EBIT/Revenue from Operations × 100	6.1%	5.5%	9.59%	Not Applicable
Return on Capital Employed (%)	EBIT/Average Capital Employed	14.09%	10.39%**	35.60%	The Company has earned higher profit in the current year as compared to previous year
Return on Equity Ratio (%)	Net profit/Average Shareholders' Equity	14.08%	5.88%	139.52%	The Company has earned higher profit in the current year
Trade Payables Turnover Ratio (in Times)	Net Credit Purchases/ Average Trade Payables	4.95	4.72**	4.96%	Not Applicable
Debtors' Turnover Ratio (in Times)#	Net Credit Sales/ Average Trade Receivables	-	-	-	Not Applicable
Days Payable Outstanding (DPO)	Average Trade Payables/Purchases × 365	74	77**	(4%)	Not Applicable

* EBIT grew 28% year-on-year, supported by a 45% reduction in finance costs driven by lower interest expense on lease liabilities.

**For previous year, numbers/ratios have been recomputed/reclassed to ensure comparability with the current year numbers.

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

GRI 201-1

Strengths

- Extensive pan-India presence catering to diverse and evolving consumer segments
- Strong value-for-money proposition aligned with the aspirations of budget-conscious customers
- Diverse product portfolio spanning apparel, footwear, accessories, home offerings and aspirational FMCG
- Focused expansion in underserved high-growth urban and semi-urban markets
- Large-scale sourcing capabilities supported by dedicated design labs for trend-led collections
- Increasing integration of sustainable practices, including renewable energy initiatives
- Enhanced e-commerce and digital capabilities strengthening omnichannel presence
- Scalable and resilient supply chain designed to support long-term growth
- Strong ESG quotient among peers reflects a well-embedded commitment to responsible and sustainable business practices

Challenges

- Highly competitive retail landscape across both offline and online channels
- Ongoing need to strengthen supply chain efficiency, inventory control, and store operations
- Rapidly evolving consumer preferences requiring continuous innovation and agility
- Exposure to macroeconomic factors that may impact consumer spending patterns
- Increase in input cost due to higher crude oil prices, global uncertainties and rising dollar rates

Opportunities

- Rising disposable incomes and expansion of the middle-class population driving demand for value fashion
- Growing influence of social media and digital adoption enabling seamless omnichannel experiences and higher customer engagement
- Expansion potential in Tier-III and Tier-IV markets, unlocking new customer segments
- Implement strong AI-enabled capability to decode customer behaviour and drive operational efficiency through data-led insights and intelligent decision-making
- Strong opportunity to engage Gen Z consumers through trend-driven, affordable fashion
- Integration of ESG principles to drive sustainable growth and brand differentiation

Threats

- Inflationary pressures and income volatility influencing discretionary spending
- Accelerated growth of online retail intensifying competition for physical store formats
- Regulatory changes, including tax reforms and labour laws, potentially impacting cost structures
- Shifts in consumer behaviour and preferences affecting retail demand dynamics

GRI 2-25, GRI 201-1

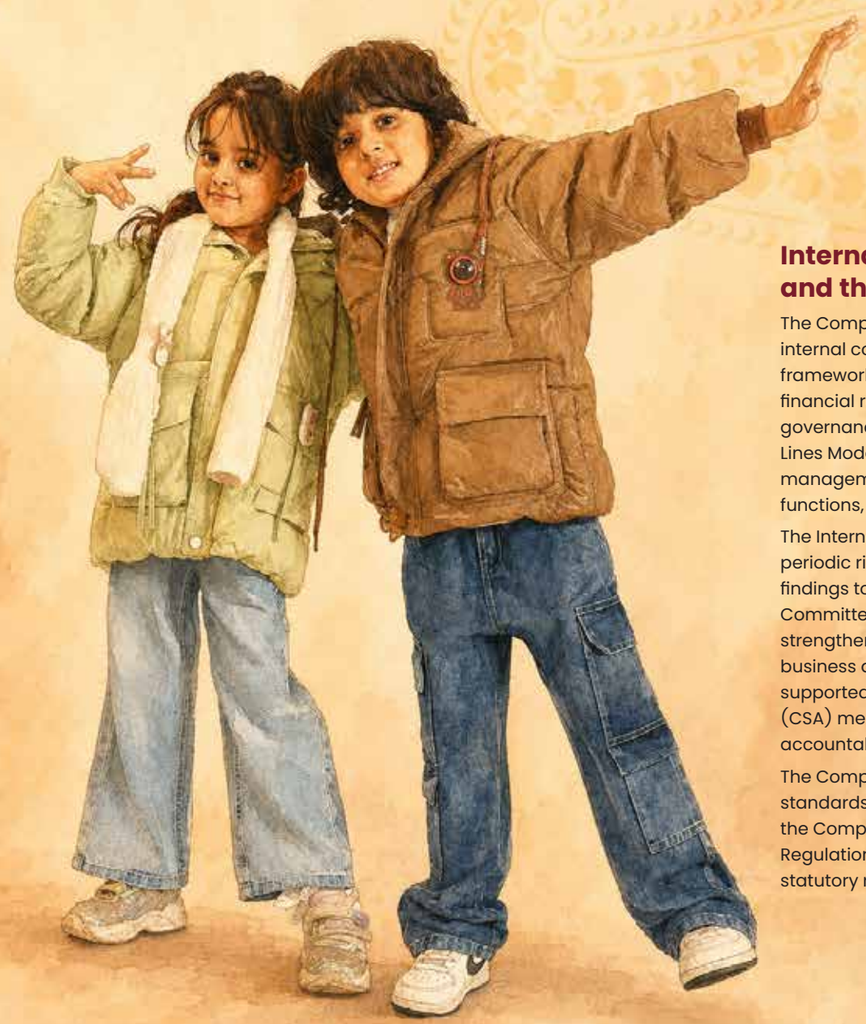
Human Resources Review

V-Mart's Human Resource approach remained focused on building a high-performance, people-centric Company aligned to its M.A.G.I.C. culture framework, strengthening engagement through listening platforms, collaboration initiatives and employee recognition.

Capability development remained a priority, supported by leadership pipelines, internal mobility and training programmes. During FY 2025–26, the Company delivered over 4.6 Lakhs training hours across frontline and backend teams, covering operations, customer orientation, leadership and digital capabilities. Initiatives such as Champions of Change, Pragati, Gurukul and mentorship programmes further strengthened leadership readiness.

Technology-led interventions, including AI-driven learning and Project BOOST, enhanced workforce productivity and operational efficiency. Employee well-being, diversity and inclusion also remained key focus areas through initiatives covering mental wellness, family engagement and equitable opportunities.

Supported by a young workforce and continued investment in skills, engagement and digital enablement, V-Mart continues to build a resilient and future-ready organisation aligned with its growth ambitions.



Internal Control Systems and their Adequacy

The Company has established a robust internal control and risk management framework to safeguard assets, ensure financial reporting integrity and strengthen governance, anchored in the 'Three Lines Model' comprising operational management, risk and compliance functions, and Internal Audit.

The Internal Control function conducts periodic risk-based reviews, reporting key findings to management and the Audit Committee. The framework is continuously strengthened to align with evolving business and regulatory requirements, supported by the Control Self-Assessment (CSA) mechanism to enhance accountability and process improvement.

The Company also upholds ethical standards and remains compliant with the Companies Act, 2013, SEBI (LODR) Regulations, 2015 and other applicable statutory requirements.

GRI 201-1

Our Enterprise Risk Management Framework

Enterprise Risk Management

The Company has established an integrated enterprise risk management framework aligned with globally recognised standards and regulatory requirements. Supported by active Board oversight and a structured top-down and bottom-up approach, it enables proactive identification, assessment, and mitigation of strategic, operational, financial, compliance, and reputational risks. The increasing use of AI and advanced analytics strengthens risk identification, predictive monitoring, and real-time decision-making, while the integration of ESG considerations enhances resilience, stakeholder trust, and long-term value creation.

Board of Directors

Nominates RMC

Risk Management Committee (RMC)

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

Nominates RM-STECO | Quarterly Update

Risk Management Steering Committee (RM-STECO)

Includes CFO, COO, and 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

Second Line

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

Third Line

- Independent Auditors & Assurance Partners

Independent Assurance Reporting & Governance Oversight

GRI 2-25

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

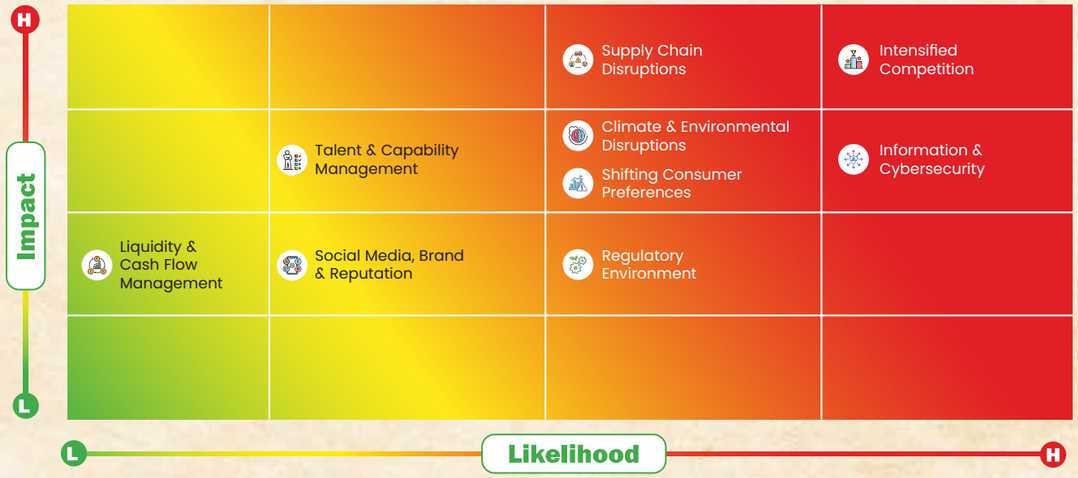
Mitigate

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

Monitor

Track risk status, review control, and ensure ongoing mitigation effectiveness

Risk Management Matrix



GRI 2-25



Strategic

Intensifying Competition

The Indian retail ecosystem is evolving rapidly, with rising competition from organised players, regional retailers and digital-first brands. This increasing intensity may impact the Company's market share and pricing dynamics.

Mitigation Measures

We enhanced in-store experiences and strengthened our price–value proposition while sharpening our merchandise strategy with greater focus on quality, relevance and contemporary design.

Risk ▲ | Capitals | Strategies | Material Topics 1 3 7 9

Supply Chain Disruptions

External factors such as geopolitical developments, logistics challenges, raw material constraints, and fluctuations in input costs may disrupt sourcing, impact product availability, and exert pressure on overall cost structures.

Mitigation Measures

We strengthened our sourcing ecosystem through a diversified supply network, strategic vendor partnerships and improved supply reliability. Data-driven inventory planning and enhanced warehousing further improved efficiency, scalability, agility and supply chain responsiveness.

Risk ▲ | Capitals | Strategies | Material Topics 7 11 15 18

Climate and Environmental Disruptions

Increasing climate-related events, including extreme weather conditions, pose risks to infrastructure, supply chain continuity, and store operations, potentially impacting V-Mart's business resilience.

Mitigation Measures

We integrated climate considerations into supply chain and merchandising decisions, strengthened the Business Continuity Management framework for greater resilience and continuity, and aligned suppliers with ESG standards to drive responsible sourcing and a more sustainable value chain.

Risk ▲ | Capitals | Strategies | Material Topics 15 17 19 21 22

Operational

Shifting Consumer Preferences

Rapid changes in consumer behaviour, influenced by evolving fashion trends, cultural shifts, and digital exposure, require the Company to continuously adapt to remain relevant and competitive due to inflationary push.

Mitigation Measures

We accelerated the design-to-market cycle, strengthened entry-price offerings and enhanced digital and data-led merchandising capabilities to improve agility, accessibility and responsiveness to consumer trends while maintaining strong value and quality perception.

Risk ▲ | Capitals | Strategies | Material Topics 1 3 7 8 9

Talent and Capability Management

The evolving and competitive talent landscape, alongside the rise of AI, presents an opportunity to reimagine workforce capabilities by blending human expertise with intelligent technologies, enabling stronger execution and sustainable long-term growth.

Mitigation Measures

We continue to strengthen our talent strategy by building a future-ready, AI-enabled workforce through learning, inclusion, career development and competitive rewards, while investing in leadership and performance-linked systems to foster a high-performance, digitally empowered culture.

Risk ▲ | Capitals | Strategies | Material Topics 6 9 10 12 14

Information and Cybersecurity

Increasing digitalisation exposes us to cybersecurity risks that may affect data integrity, operational continuity, and stakeholder confidence.

Mitigation Measures

We strengthened cybersecurity through advanced security systems, real-time threat monitoring, and regular vulnerability and penetration testing to enhance resilience and protect critical digital assets.

Risk ▲ | Capitals | Strategies | Material Topics 2 8 9 11

GRI 2-25, GRI 201-2

Financial

Liquidity and Cash Flow Management

Seasonal demand cycles and working capital requirements may influence the Company's liquidity and cash conversion efficiency.

Mitigation Measures

We maintained disciplined working capital management by strengthening liquidity, optimising cash flows and improving inventory efficiency through data-driven systems, while robust financial controls reinforced fiscal discipline and risk management.

Risk ▼ | Capitals | Strategies | Material Topics 5 7 11

Compliance and Reputational

Regulatory Environment

The dynamic regulatory landscape, including changes in taxation, labour laws, and environmental norms, may increase compliance complexity and cost structures.

Mitigation Measures

We strengthened enterprise-wide compliance through integrated frameworks, regulatory tracking systems and dedicated oversight teams to enhance consistency, accountability, governance and adherence across the organisation.

Risk ◆ | Capitals | Strategies | Material Topics 4 5 11 16

Social Media, Brand and Reputation

The growing influence of social media amplifies both opportunities and risks, with potential reputational impact arising from negative sentiment or stakeholder concerns.

Mitigation Measures

We strengthened customer engagement through digital platforms, real-time sentiment monitoring and responsive grievance mechanisms to enhance insights, service quality, trust and long-term loyalty.

Risk ◆ | Capitals | Strategies | Material Topics 2 3 5 8 20

Strategies

- Profitable & Capital-disciplined Growth
- Stable & Scalable Operating Model
- AI-Augmented, System-driven Enterprise
- Customer-centric Competitive Advantage
- Future-ready, Productive & Well-governed Enterprise

Material Topics

1 Product Quality
2 Information Security (Cyber & Data Security)
3 Customer Engagement & Satisfaction
4 Legal & Regulatory Compliance
5 Business Ethics & Corporate Governance
6 Organisational Culture
7 Sustainable Economic Performance
8 Customer Privacy
9 Innovation & Digitisation
10 Workforce Diversity
11 Business Continuity
12 People Development & Succession Planning
13 Health & Safety of People
14 Employee Engagement
15 Effective & Efficient Use of Natural Resources
16 Diversified Board of Directors
17 Sustainable Products, Packaging & Practices
18 Sustainable Supply Chain
19 Climate Strategy & Low-Carbon Pathway
20 Community Development & CSR
21 Circular Economy & Waste Reduction
22 Clean Energy Transition

High ▲ Medium ◆ Low ▼

Environmental | Social | Governance

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.

GRI 2-25, GRI 207-2



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. 90-D, Sector 18, Udyog Vihar, Gurugram - 122015 (Haryana)
Tel. No.: 0124-4640030, **Website:** www.vmart.co.in, **Email:** cs@vmart.co.in

NOTICE OF 24TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twenty-Fourth (24th) Annual General Meeting (AGM) of the Members of V-Mart Retail Limited ("the Company") will be held on **Thursday, July 30, 2026 at 11:00 A.M. (IST)** through Video Conferencing/Other Audio-Visual Means to transact the following business. The venue of the meeting shall be deemed to be the Registered Office of the Company at 610-611, Guru Ram Dass Nagar, main Market, opp. SBI Bank, Laxmi Nagar, New Delhi -110092.

ORDINARY BUSINESS:

To consider and, if thought fit, 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, 2026, along with the reports of the Auditors and the Board of Directors ("the Board") thereon.

"**RESOLVED THAT** the Company's audited financial statements for the financial year ended March 31, 2026, together with the reports of the Board of Directors ("the Board") and Auditors thereon be and are hereby received, approved, 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** pursuant to Section 152 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder (including any statutory modification(s) and/or re-enactment(s) thereof, for the time being in force) read with the Articles of Association of the Company, Mr. Lalit Agarwal (DIN: 00900900), who retires by rotation at this ensuing Annual General Meeting of the Company, and being eligible, seeks re-appointment, be and is hereby re-appointed as an Executive Director of the Company, liable to retire by rotation, on such remuneration as may be recommended by the Board of Directors from time to time which shall be within the maximum limits as approved by the shareholders of the Company."

Item No. 3: Declaration of the Final Dividend on equity shares for the Financial Year ended March 31, 2026

To consider, approve and declare dividend at the rate of ₹ 1 (Rupees One) per Equity Share for the financial year 2025-26.

"**RESOLVED THAT** approval be and is hereby accorded for declaration and payment of final dividend of ₹ 1 (Rupees One) per equity share of the face value of ₹ 10 (Rupee Ten) each fully paid up, of the Company, as recommended by the Board of Directors for the financial year ended March 31, 2026."

By Order of the Board
For V-Mart Retail Limited

Sd/-
Megha Tandon
Company Secretary
M. No.: F10732

Place: Gurugram
Date: May 07, 2026

NOTES:

1. The Ministry of Corporate Affairs ("MCA") vide its General Circular No. 03/2025 dated September 22, 2025, 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, has 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"). SEBI also vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/ CIR/2023/167 dated October 07, 2023 ('SEBI Circular'), Considering the pandemic situation and in accordance with the provisions of the Companies Act, 2013 ("Act"), Listing Regulations and MCA Circulars, the 24th AGM of the Company is being held through VC / OAVM. The deemed venue for the 24th AGM shall be the Registered Office of the Company for a term up to the conclusion of 24th Annual General Meeting of the Company in the calendar year 2026.

2. The Company has engaged the services of M/s National Securities Depository Limited (NSDL) for providing facility for voting through remote e-Voting, for participation in the AGM through VC/OAVM and e-Voting during the AGM.

3. 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. A brief profile of Mr. Lalit Agarwal is annexed to this notice as **Annexure - A**.

4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. Since this AGM is being held in compliance with the MCA Circulars through VC/OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxy(ies) by the Members will not be available for this AGM and hence the Proxy Form, Attendance Slip and route map of AGM are not annexed to this Notice.

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

6. 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. Institutional shareholders/Corporate shareholders can also upload their Board Resolution/Power of Attorney/Authority Letter, etc. by clicking on "Upload Board Resolution/Authority Letter" displayed under the "e-voting" tab in their login.

Process for dispatch of the Integrated Annual Report and registration of email address for obtaining a copy of the same

7. In compliance with the Circulars, Notice of the AGM along with the Integrated Annual Report for the financial year 2025-26 is being sent only through electronic mode to those members whose email addresses are registered with the Company/Registrar & Share Transfer Agent ("RTA") & Depository Participant ("DPs"). Further, a letter providing a weblink and QR code for accessing the Notice of the AGM and Integrated Annual Report for the financial year 2025-26 will be sent to those shareholders who have not registered their email address.

   Members may note that the Notice of the AGM and the Integrated Annual Report for the financial year 2025-26 will also be available on:

   a. the Company's website at www.vmart.co.in

   b. websites of the Stock Exchanges on which the equity shares of the Company are listed i.e., BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com; and

   c. the website of NSDL at www.evoting.nsdl.com

8. If your KYC details or email address is not registered/ updated with the DPs (for shares held in demat form)/ Company or RTA (for shares held in physical form), you may register the same to receive the Notice of the AGM along with the Integrated Annual Report by completing the process as under:

   I. 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.

      a. 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

      b. 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.

   II 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.

9. Members seeking any information with regards to any matter to be placed at the AGM, are requested to write to the Company at cs@vmart.co.in.

Procedure for joining the AGM through VC/OAVM

10. Members may note that the VC/OAVM facility allows participation of at least 1,000 members on a first-come-first-served basis and shall open 30 minutes before the time scheduled for the AGM.

11. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same by following the steps mentioned at note no. 18(f). After successful login, members can click on the link 'VC/OAVM link' placed under the 'Join Meeting' tab against the Company name. The link for VC/OAVM will be available in the Shareholder/Member login where the EVEN of the Company will be displayed.

12. Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in this Notice.

13. Members who need assistance before and during the AGM, can contact Ms. Pallavi Mhatre, Senior Manager, NSDL, at evoting@nsdl.com or call at no.: (022) 4886 7000.

Procedure to raise questions/seek clarifications with respect to the Integrated Annual Report at the ensuing AGM of the Company

14. Members are encouraged to express their views/send their queries in advance mentioning their name, DP ID and Client ID/folio no., email address, and mobile no. at cs@vmart.co.in.

15. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker, by sending request from their registered email address mentioning name, DP ID and Client ID/folio no., PAN and mobile no. at cs@vmart.co.in from Sunday, July 26, 2026 (9:00 AM IST) to Tuesday, July 28, 2026 (5:00 PM IST). Those members who have registered themselves as a speaker will only be allowed to express their views/ ask questions during the AGM.

16. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

17. 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.

Procedure for remote e-Voting and e-Voting during the AGM

18. **Remote e-Voting and e-Voting during the AGM**

    a. All the shareholders of the Company are encouraged to attend and vote in the AGM to be held through VC/OAVM.

    b. 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 be transacted at the AGM. For this purpose, the Company has entered into an agreement with NSDL for facilitating voting through electronic means, as the authorised agency.

    c. The Company has fixed Wednesday July 22, 2026, 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 Sunday, July 26, 2026 up to 5.00 p.m. (IST) on Wednesday, July 29, 2026 (both days inclusive). The e-Voting module shall

be disabled by NSDL for voting thereafter. A person who is not a member as of the cut-off date should treat this Notice for information purposes only.

d. 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.

e. The members who have cast their vote by remote e-Voting may also attend the AGM but shall not be entitled to cast their vote again.

f. The details of the process and manner for remote e-Voting are explained herein below:
Step 1: Access to the NSDL e-Voting system
Step 2: Cast your vote electronically and join the virtual meeting on the NSDL e-Voting system.

INSTRUCTIONS FOR REMOTE E-VOTING

Step 1: Access to NSDL e-voting system

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

Pursuant to SEBI Circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020 (subsumed as part of the SEBI Master Circular No. SEBI/HO/MRD/ MRD-PoD-2/P/CIR/2023/166 dated October 6, 2023), on 'e-Voting facility provided by Listed Companies', e-Voting process has been enabled to all the individual demat account holders, by way of a single login credential, through their demat accounts/websites of Depositories/Depository Participants ("DPs") in order to increase the efficiency of the voting process. Individual demat account holders would be able to cast their vote without having to register again with the E-Voting Service Provider ("ESP") thereby not only facilitating seamless authentication but also ease and convenience of participating in e-Voting process. 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.	**A. 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. **B. NSDL IDeAS facility** **If you are already registered, follow the below steps:** 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. **If you are not registered, follow the below steps:** 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 Please follow the steps given in Point II (a-c) above.

Type of Members	Login Methods
	C. E-Voting website of NSDL a. 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. **D. 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
Individual members holding securities in demat mode with CDSL	**A. CDSL Easi/ Easiest facility** **If you are already registered, follow the below steps:** a. Login through your existing 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. **If you are not registered, follow the below steps:** Option to register is available at www.cdslindia.com and click on login & My Easi New (Token) tab and then click on registration option. **B. 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.

Type of Members	Login Methods
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 and EVEN is 101456 and folio number is 001***, then user ID is 101456001***

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

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- 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.
- 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 in your mailbox from evoting@nsdl.com. 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 Beneficiary 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:

- 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
- "Physical User Reset Password?" (If you are holding shares in physical form) option available on www.evoting.nsdl.com
- 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.
- 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: Cast your vote electronically and join the virtual 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 and you will receive a confirmation by way of a SMS on your registered mobile no. from Depository.

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.

Process for those shareholders whose email addresses are not registered with the Depositories/Company for procuring User ID and Password for e-Voting for the resolutions set out in this Notice

Shareholders/Members may send a request to evoting@nsdl.com for procuring User ID and Password for e-Voting by providing below mentioned documents:

a. Members whose shares are held in physical mode, are requested to provide folio no., name, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN Card), and Aadhaar (self-attested scanned copy of Aadhaar Card).

b. Members whose shares are held in demat mode, are requested to provide DP ID Client ID (16 digit DP ID + Client ID for NSDL demat accounts or 16 digit Beneficiary ID for CDSL demat accounts), name, client master or copy of consolidated account statement, PAN (self-attested scanned copy of PAN Card), and Aadhaar (self-attested scanned copy of Aadhaar Card). If you are an individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at note no. 18(f) 'Step 1: Access to NSDL e-Voting system'.

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. 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.

c. Any person, who acquires shares of the Company and becomes member of the Company after the Company sends the Notice of the 24th 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.

d. 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 Ms Pallavi Mhatre, Senior 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

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. During the 24th AGM, the Chairman shall, after response to the questions raised by the members in advance or as a speaker at the 24th AGM, formally propose to the members participating through VC/ OAVM facility to vote on the resolutions as set out in the Notice of the 24th 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 24th AGM.

g. The Scrutinizer shall after the conclusion of e-Voting at the 24th AGM, first download the votes cast at the 24th 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.

h. 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.

i. Only bonafide 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.

j. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote through remote e-voting/ e-voting during the AGM.

k. The Company has notified closure of the Register of Members and share transfer books from Thursday, July 23, 2026 to Thursday, July 30, 2026 (both days inclusive) in connection with Annual General Meeting and voting (through remote e-voting and during the AGM) on the resolutions set forth in the Notice.

l. 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

m. 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.

n. Non-Resident Indian Members are requested to inform our RTA/ respective Depository Participants, immediately of any:

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

19. Intimation of details of the agreement, if any under the Listing Regulations

Shareholders are informed that in terms of the provisions of the Listing Regulations, the Company is required to intimate the Stock Exchanges the details of the agreements entered into by the shareholders, promoter(s), members of the promoter(s) group, related parties, directors, key managerial personnel, employees of the Company or of its holding, subsidiary or associate company, among themselves or with the Company or with a third party, solely or jointly, which, either directly or indirectly or potentially or whose purpose and effect is to, impact the management or control of the Company or impose any restriction or create any liability upon the Company, including disclosure of any rescission, amendment or alteration of such agreements thereto, whether or not the Company is a party to such agreements.

Accordingly, it is hereby advised to the shareholders to inform the Company about any such agreement to which the Company is not a party, within two working days of entering into such agreements or signing an agreement to enter into such agreements. The Company will inform the details of such agreements to the Stock Exchanges on it becoming aware of it within the prescribed timelines.

[Explanation: For the purpose of this clause, the term 'directly or indirectly' includes agreements creating an obligation on the parties to such agreements to ensure that the listed entity shall or shall not act in a particular manner.]

20. Documents open for inspection

a. Relevant documents referred to in the accompanying Notice and the Explanatory Statement pursuant to Section 102 of the Act shall be open for inspection at the Registered Office of the Company/ Electronic mode during normal business hours, i.e., 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.

b. 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 Directors are interested maintained under Section 189 of the Act and the Certificate from the Secretarial Auditor 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 the members during the AGM by following the steps mentioned at note no. 18(f) 'Step 1: Access to NSDL e-Voting system'. After successful login members will be able to view the documents for inspection by clicking on the link available against the EVEN of the Company.

21. Dividend related information

a. The Board of Directors of the Company at their meeting held on May 7, 2026 have, inter alia, approved and recommended payment of final dividend of ₹ 1 (Rupees One) per equity share of the face value of ₹ 10 (Rupee Ten) each fully paid up for the financial year ended March 31, 2026 ('final dividend'), subject to the approval of shareholders at the ensuing AGM.

b. Final dividend for the financial year ended March 31, 2026, if approved by the members at the ensuing AGM, will be paid on or after Tuesday, August 4, 2026, to those members whose names appear in the Register of Members of the Company or Register of Beneficial Owners maintained by the Depositories as on the record date i.e., Friday, July 17, 2026.

c. Members holding shares in physical/demat form are hereby informed that the bank particulars registered with RTA or their respective DP, as the case may be, will be considered by the Company for payment of final dividend.

d. Members holding shares in physical/demat form are required to submit their bank account details with RTA or their respective DP, as the case may be, if not already registered, as mandated by the SEBI.

e. As per the SEBI Circulars, members holding shares in physical/demat form are required to update their KYC details with RTA or their respective DP, as the case may be.

f. In case the Company's dividend banker is unable to process the final dividend to any Member by electronic mode, due to non-availability of the details of the bank account or for any other valid reason whatsoever, the Company shall dispatch the dividend warrants/demand drafts/intimation letter to KYC non-compliant physical folios by post.

22. Tax Deducted at Source ("TDS") on dividend

In terms of the provisions of Income-tax Act, 2025 ("Act"), as amended by the Finance Act, 2026, dividend paid or distributed by a Company is taxable in the hands of the shareholders.

For the prescribed TDS rates for various categories, the shareholders are requested to refer to the Finance Act, 2020 and amendments thereof.

The Company is required to deduct tax at source ("TDS") at the time of payment of dividend to resident shareholders @10% with valid Permanent Account Number ("PAN") or @20% without/ invalid / Inoperative PAN and for Non-Resident shareholders at the rates prescribed under the Act or Double Taxation Avoidance Agreement ("Tax Treaty"), if applicable. No TDS is required to be deducted by the Company, if the total dividend payable to a Resident Individual shareholder is up to ₹ 10,000/- in a Financial Year.

As per Central Board of Direct Taxes ("CBDT") Circular No. 11 of 2021 dated June 21, 2021, for determining TDS rate on dividend, the Company will be using functionality of the Income-Tax department to determine the applicability of Section 206AA of the Act. If the PAN is not as per the database of the Income-Tax Portal, it would be considered as invalid PAN and in absence of valid PAN, tax will be deducted at a higher rate of 20% as per Section 206AA of the Act.

Resident individual shareholder with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by uploading the same at the link given here in i.e. https://ris.kfintech. com/form15/ by July 15, 2026. Shareholders are requested to note that in case their PAN is not registered, the tax will be deducted at a higher rate of 20%.

Non-resident shareholders can avail beneficial rates under tax treaty between India and their country of residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits by uploading the same at the link given here in i.e. https://ris.kfintech.com/ form15. The aforesaid declarations and documents need to be submitted by the shareholders by July 15, 2026.

The details of applicable tax rates, documents & forms to be submitted by the shareholders are elaborated in this link.

As per section 262(6) of the Act, every person who has been allotted PAN and has Aadhaar, shall intimate his Aadhaar number to the income-tax authority (Link PAN with Aadhaar). If a person fails to intimate his Aadhaar number, the PAN allotted to that person shall be made Inoperative. In such situation, tax shall be deducted at higher rate as prescribed under the Act.

The TDS rate would vary depending on the residential status of the shareholder and the documents submitted by them and accepted by the Company, in accordance with the applicable provisions of the Act. Please be informed that the TDS rates stated herein are as per the existing Income Tax laws. These rates may be subject to change based on amendments, if any, in the forthcoming Budget.

The Company would be considering the category of shareholders as per the Register of Members and the Beneficiary position (Benpos) received from Company's Registrar to an Issue and Share Transfer Agent ("RTA") - KFin Technologies Limited ("KFin") for applying the tax deduction rates. You are requested to ensure that your PAN, tax residential status, mobile number, email, etc. is updated and your shareholding is reflected in the correct 'category' as applicable in your Demat account(s) maintained with the Depository Participant(s) for equity shares held in demat mode; or in case of equity shares held in physical form, with the Company/ RTA, on or before Wednesday, July 15, 2026. In order to get exemption, if applicable, from TDS on dividend payable to you, you are requested to download and submit the forms or documents as requested in the link, by visiting the below link: https://ris.kfintech.com/clientservices/investors/taxformsupload.aspx or by sending the forms by way of email to einward.ris@kfintech.com, on or before Wednesday, July 15, 2026.

NO DOCUMENTS WILL BE ACCEPTED AFTER WEDNESDAY, July 15, 2026

In the event of any income tax demand (including interest, penalty, etc.) arising from any misrepresentation, inaccuracy or omission of information provided by the shareholder, such shareholder will be responsible to indemnify the Company and also provide the Company with all information/ documents and co-operation in any appellate proceedings.

23. Investor Education and Protection Fund ("IEPF") related information

a. Members are requested to note that as per Sections 124 and 125 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer and Refund) Rules, 2016 ('IEPF Rules') dividends that are unpaid or unclaimed for a period of 7 consecutive years from the date of their transfer to unpaid dividend account are required to be transferred by the Company to the IEPF, administered by the Central Government. Therefore, the amount of unclaimed dividend for the financial year ended March 31, 2018 is due for transfer to IEPF in September 2026. Members may approach the IEPF Authority to claim the unclaimed dividend transferred by the Company to IEPF. Members may approach the Compliance Officer of the Company for claiming the unclaimed dividend which is yet to be transferred to IEPF by the Company.

b. 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 of the IEPF at 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. Members can file only one consolidated claim in a financial year as per the IEPF Rules.

24. Updation of PAN, KYC and nomination details

a. SEBI vide Master Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/37 dated May 7, 2024, has prescribed common and simplified norms for processing investor's service request by RTAs and norms for furnishing PAN, KYC (Contact Details, Bank Details, and Specimen Signature), and Nomination details.

b. As per the provision of the said Circular, amended from time to time, all shareholders holding shares in physical form are mandated to update their PAN, address, mobile number, bank account details, and specimen signature with the RTA. In view of the same, it may be noted that any service request can be processed only after the folio is KYC compliant. In the case, wherein any one of the above details are not updated, such shareholders will be able to:

- lodge any grievance or avail any service only after furnishing all necessary details required above; and
- receive any payments including dividend in respect of such folios only electronically with effect from April 1, 2024, upon registering the required details.

c. In terms of the SEBI Circular No. SEBI/HO/MIRSD/ POD-1/P/CIR/2024/81 dated June 10, 2024, all investors are encouraged in their own interest, to provide choice of nomination by contacting the RTA, if shares are held in physical form or their respective Depository Participant(s), if shares are held in dematerialised form. Further, all new investors are mandatorily required to provide the choice of nomination for their demat accounts (except for jointly held demat accounts).

d. The Company will be sending individual letters to all the shareholders holding shares of the Company in physical form for furnishing their PAN, KYC, and nomination details.

e. Accordingly, the members are advised to register their details with the RTA or DPs, in compliance with the aforesaid SEBI guidelines for smooth processing of their service requests and trading without any hindrance.

25 Process for availing various investor service requests

Members are requested to refer SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated May 7, 2024 for common and simplified norms for processing any service requests before making an application to the Company/RTA. Please refer to the 'General Shareholder Information' section forming part of this Integrated Annual Report for further details.

By Order of the Board
For V-Mart Retail Limited

Sd/-
Megha Tandon
Company Secretary
M. No. F10732

Place: Gurugram
Date: May 7, 2026

ANNEXURE - A TO NOTICE

Profile of Mr. Lalit Agarwal

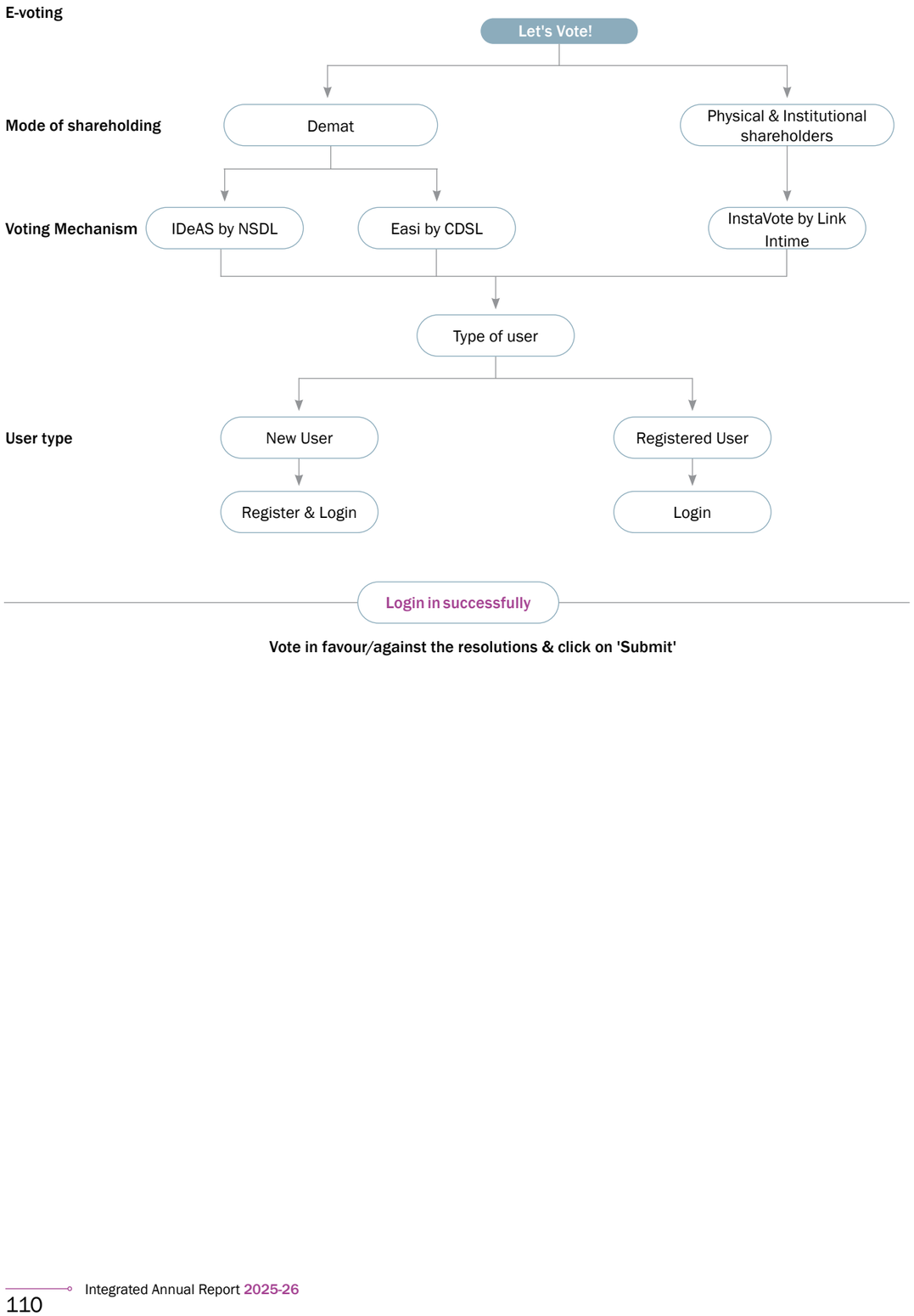
(pursuant to Regulation 36 of Listing Regulations and Secretarial Standard - 2 issued by the Institute of Company Secretaries of India)

Name of the Director	Mr. Lalit Agarwal
Director Identification Number	00900900
Date of Birth/ Age	15.01.1970 (56 years)
Nationality	Indian
Qualification(s)	Bachelor's Degree in Commerce from Bombay University, and Diploma in Financial Management from Narsee Monjee Institute of Management Studies (NMIMS), Mumbai
Date of First Appointment on Board	24.07.2002
Shareholding in V-Mart Retail Limited	9,90,518 shares (1.25%)
Brief Profile, Experience and nature of expertise of the Director	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 also pursued the Owner/ President Management Program at 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. He is also a Co-Founder & Trustee of Plaksha University and has been recognized for his outstanding leadership, winning the 'Retail Leader of the Year' Award in 2018 and receiving nominations from 'NITI Aayog' for the 'Champions of Change initiative.' His philanthropic efforts focus on transforming the socio-economic landscape and promoting skill development among underprivileged youth.
Terms and conditions of reappointment	To retire by rotation
Details of remuneration sought to be paid	As may be decided by the Nomination and Remuneration Committee of the Company which shall be within the limits approved by the Members.
Details of remuneration last drawn	Please refer Corporate Governance Report in the Integrated Annual Report of the Company
List of Directorships held in other companies	Conquest Business Services Private Limited
Memberships/Chairmanships of Committees of the Board	V-Mart Retail Limited • Member of Stakeholders' Relationship Committee • Member of Corporate Social Responsibility Committee • Chairperson of Investment Committee
Name of the Director	Mr. Lalit Agarwal
Details of Board/ CommitteeMeetings attended by the Director(s) during the year	Please refer Corporate Governance Report in the Integrated Annual Report of the Company
Resignation from listed entities in the past three years	None
Inter-se relationship between the Board members	Mr. Madan Gopal Agarwal - Whole Time Director (Father of Mr. Lalit Agarwal)

Shareholder Information at a Glance

Date and time of AGM	Thursday, July 30, 2026 at 11:00 A.M (IST)
Cut-off date for e-voting	Wednesday, July 22, 2026
E-voting start date and time	Sunday, July 26, 2026 at 9:00 a.m. (IST)
E-voting end date and time	Wednesday, July 29, 2026 at 5:00 p.m. (IST)
Link for participation through VC/OAVM	www.evoting.nsdl.com
Speaker registration start date	Sunday, July 26, 2026 at 9:00 a.m. (IST)
Speaker registration end date	Tuesday, July 28, 2026 at 5:00 p.m. (IST)
Record date for payment of dividend for FY2025-26	Friday,July 17,2026
Announcement of voting results	On or before Saturday,August 1,2026
Dividend payment on or after	Tuesday,August 4,2026

VIRTUAL GUIDE



Vote in favour/against the resolutions & click on 'Submit'



BOARD'S REPORT

Dear Members,

The Board of Directors of your Company are pleased to present the Twenty Fourth (24th) Annual Report on the business and operations of V-Mart Retail Limited, along with the Audited Financial Statements, for the financial year ended March 31, 2026.

FINANCIAL HIGHLIGHTS

The highlights of the financial performance for the year under review are as under:

(Rs. in lakhs)

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Total Income	3,80,440	3,26,598
Profits/(Loss) before Depreciation & Tax	45,183	27,695
Less: Depreciation	29,705	23,299
Profit/(Loss) before tax	15,478	4,396
Less: Tax Expense	3,078	(181)
Net Profit/(Loss) for the period	12,400	4,577
Less: Utilised for Dividend Issue including DDT	0	0
Other comprehensive income	(19)	(281)
Balance carried forward to Balance Sheet	12,381	4,296

Note:

1. The above statements and the financial figures given under the head 'Financial Highlights' are extracted from the Audited Financial Statements which have been prepared in accordance with the Indian Accounting Standards (Ind-AS) as notified under Section 133 of the Companies Act, 2013, read with Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules thereafter and other recognized accounting practices and policies, to the extent applicable.

FINANCIAL PERFORMANCE OVERVIEW

In the Financial Year 2025-26, the Company's revenue from operations demonstrated a growth of approximately 16%, reaching Rs. 3,78,936 Lakhs, compared to Rs. 3,25,386 Lakhs in the previous financial year 2024-25. The Company reported an Operating Profit (EBITDA) of Rs. 51,346 Lakhs for FY 2025-26, as against Rs. 37,711 Lakhs in FY 2024-25. The Company recorded a PAT of Rs. 12,400 Lakhs, as against Rs. 4,577 Lakhs in FY 2024-25.

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

OPERATIONAL PERFORMANCE OVERVIEW

During the financial year under review, the Company continued to strengthen its position as one of Bharat's leading value fashion retailers through disciplined expansion, enhanced merchandise relevance, improved operational efficiencies, and accelerated digital transformation. The Company's integrated retail ecosystem, spanning physical stores, digital channels and omnichannel capabilities, enabled it to serve customers more effectively while driving profitable growth.

During FY 2025-26, the Company achieved a significant milestone of operating 577 stores across 28 states, reinforcing its presence in Tier II, III and IV markets and strengthening accessibility for customers across Bharat. The Company reported revenue from operations of Rs. 3,78,936 lakhs, registering a growth of approximately 16% over the previous year, while EBITDA increased by 36% year-on-year, reflecting the benefits of improved merchandise productivity, supply chain efficiencies and disciplined cost management.

The Company remained focused on enhancing customer value through superior assortment planning, faster speed-to-market and improved product quality. Private labels continued to remain a key strategic lever, contributing approximately 70% of revenues, enabling greater control over product differentiation, margins and customer relevance.

To improve responsiveness and merchandise agility, the Company further strengthened its Product Lifecycle Management (PLM) framework and Design-to-Display processes, creating a connected workflow across design, sourcing, merchandising and allocation functions. These initiatives helped reduce the order-to-shelf cycle from approximately 80 days to 70–75 days, improving speed-to-market and enhancing the Company's ability to respond to evolving consumer preferences.

As part of its omnichannel strategy, the Company further integrated its physical and digital channels to deliver a seamless shopping experience. The 1-Click Omni capability enabled customers to access a wider assortment beyond store inventory and contributed nearly 30% of platform orders, helping improve fulfilment efficiency and conversion rates. Powered by LimeRoad's omnichannel ecosystem, customers could seamlessly discover, transact and fulfil purchases across channels.

The Company also strengthened customer engagement through advanced CRM capabilities and AI-enabled marketing interventions. A unified customer data platform enabled personalised campaigns and targeted customer journeys, resulting in 4.7% incremental revenue through CRM-led initiatives, while gamification campaigns achieved approximately 12% in-store conversion.

Technology continued to be a critical enabler of operational excellence. During the year, the Company strengthened its digital capabilities through the development of a unified Digital Spine, integrating product, inventory, store and customer data into a single operating intelligence platform. This architecture enabled near real-time visibility, predictive decision-making and enhanced planning capabilities across the value chain. Advanced analytics and machine learning models supported forecasting, replenishment, inventory allocation and assortment planning, contributing to 84% season sell-through and forecast accuracy of 66–67%.

Supported by disciplined execution, technology-led decision making, a robust supply chain, and a customer-centric operating model, the Company remains well positioned to capture the long-term growth opportunity arising from the increasing formalisation of retail and the rising aspirations of Bharat consumers.

CONFIRMATION

During the year under review, there was no revision of financial statements and Board's Report of the Company for the preceding financial years.

CHANGES IN THE NATURE OF BUSINESS

During the year under review, the Company did not undergo any change in the nature of its business.

DIVIDEND

In terms of Dividend Distribution policy, your Directors at thier meeting held on Thursday, the 7th day of May, 2026, recommended a dividend of Rs. 1 per share @10%, for the financial year ended March 31, 2026. The proposal is subject to the approval of shareholders at the ensuing Annual General Meeting.

GENERAL RESERVES

During the year under review, the Company transferred Rs. 8,126 Lakhs to general reserves. Subsequently, total reserves stood at Rs. 87,164 Lakhs as on March 31, 2026.

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 the Company.

The credit rating of the Company as on March 31, 2026 is as under:

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

MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to Schedule V read with Regulation 34(2)(e) of SEBI Listing Regulations, the Management Discussion and Analysis Report for the Financial Year under review, is presented in a separate section, forming part of the Annual Report.

AWARDS AND ACCOLADES

During the financial year 2025-26, the Company's pursuit of excellence across financial reporting, customer centricity, and retail innovation was recognized through several prestigious industry honors. These accolades underscore our commitment to transparency, brand resonance, and operational leadership in the retail sector.

Corporate Governance & Reporting

- ICAI Awards for Excellence in Financial Reporting, 2025
- Ranked 19th in LACP Vision 2024-25 Award in the Integrated Report Competition for the following categories:
  - Platinum Award for the Annual Report, and
  - Gold Award for the Integrated Report.

Retail Excellence & Customer Experience

- Best use of Personalization to Elevate the Customer Journey (Retail) by Excellence Awards, 2025
- Value Retailer of the Year 2025 by IReC Awards
- Images Most Admired Retailer of the Year: Visual Merchandising by Images Retail awards, 2025

Marketing & Brand Innovation

- Influencer Marketing: Festive Marketing Campaign by Trendies Awards, 2025
- Dun & Bradstreet

LISTING

The Equity Shares of the Company continue to be listed on BSE Ltd. (BSE) and the National Stock Exchange of India Ltd. (NSE). The Company has paid the annual listing fees for the Financial Year 2025-26 to both the exchanges. The relevant details of the stock exchanges are as follows:

Exchange	Scrip Code	ISIN
NSE	VMART	INE665J01013
BSE	534976	

WEBLINK OF ANNUAL RETURN

Pursuant to Section 92(3) and 134(3)(a) of the Companies Act, 2013 read with Rule 12 of the Companies (Management and Administration) Rules, 2014, the Annual Return for the Financial Year ended March 31, 2026, in Form MGT-7 will be made available on the Company's website at https://vmart.co.in/other-disclosures/.

CORPORATE GOVERNANCE

In accordance with Regulation 34(3) of SEBI Listing Regulations, this report is accompanied by a comprehensive Report on Corporate Governance, which forms an integral part of the Annual report.

NUMBER OF BOARD MEETINGS

During the Financial Year under review, the Board met five (5) times. The meeting details are provided in the Corporate Governance Report that forms part of the Annual Report. The gap between two consecutive Board Meetings did not exceed 120 (One Hundred and Twenty) days as stipulated under Section 173 of the Act, Regulation 17 of the SEBI Listing Regulations and Para 2.1 of Secretarial Standard – 1.

DIRECTORS AND KEY MANAGERIAL PERSONNEL

Board of Directors

As on March 31, 2026, the Board of Directors consists of 6 (six) members, of which three (3) are Independent Directors including one (1) Independent Woman Director. The composition of the Board of Directors is provided below:

Name of Directors	Designation
Mr. Aakash Moondhra	Chairperson & Non-Independent Non-Executive Director
Mr. Lalit Agarwal	Executive Managing Director
Mr. Madan Gopal Agarwal	Executive Whole Time Director
Mr. Govind S Shrikhande	Independent Director
Mr. Raghuvesh Sarup	Independent Director
Ms. Shweta Kumar	Independent Director

During the year under review, there were no changes to the Board of Directors of the Company.

Key Managerial Personnel

In pursuance of Section 203 of the Companies Act, 2013, the Key Managerial Personnel of the Company as on March 31, 2026 are as follows:

Sr. No.	Name	Designation
1	Mr. Lalit Agarwal	Managing Director
2	Mr. Madan Gopal Agarwal	Whole-time Director
3	Mr. Anand Agarwal	Chief Financial Officer
4	Ms. Megha Tandon	Company Secretary

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

BOARD EVALUATION

To ensure the efficient functioning of the Board and its Committees while ensuring compliance with statutory requirements, the Board conducted an annual evaluation of its own performance, its Committees and individual Directors. This assessment followed the framework designed by the Nomination & Remuneration Committee in compliance with the Companies Act, 2013, and SEBI Listing Regulations.

The results were presented to the Board and its Committees for review. Furthermore, an external agency was engaged to provide a validation certificate. The evaluation parameters and methodology along with validation certificate forms part of Corporate Governance Report.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

The Company maintains a comprehensive Familiarization Programme designed to provide Independent Directors with deep insights into business model, strategy, risk management framework, and regulatory environment. Through structured training sessions, regular corporate updates, and direct interaction with Senior Management, Directors gain a thorough understanding of the Company's operations and market positioning. Detailed information regarding the induction and familiarization program is included in the Corporate Governance Report and is accessible on the Company's website at https://vmart.co.in/wp-content/uploads/V-Mart-Familiarization-Programme_2025-26.pdf.

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 Section 149(6) of the Companies Act, 2013 read with Schedule IV and Rules made thereunder, and Regulation 16 of 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 Databank maintained by the Indian Institute of Corporate Affairs (IICA).

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 Directors 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 2025-26.

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.

In the opinion of the Board, all the Independent Directors possess strong sense of integrity and have requisite experience, skills, qualification, expertise and proficiency. For further details, please refer to the Corporate Governance Report that forms part of this Annual report.



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

POLICY ON DIRECTOR'S APPOINTMENT AND REMUNERATION

The Company's Nomination & Remuneration Policy serves as the framework for Board composition and executive compensation. The Nomination & Remuneration Committee is responsible for identifying vacancies, evaluating potential candidates, and recommending appointments to the Board and Shareholders.

Furthermore, the responsibilities of Nomination & Remuneration Committee include, but are not limited to:

1. **Talent Identification:** Proactively identifying and vetting individuals qualified to serve as Directors or Senior Management Personnel.
2. **Tenure Management:** Determining the tenure of Independent Directors, including decisions regarding the continuation or extension of their terms based on rigorous performance evaluations.
3. **Comprehensive Compensation:** Formulating a holistic remuneration policy for Directors, Senior executives, and employees, encompassing ESOPs, pensions, and other compensatory benefits.

The complete policy, encompassing the criteria for independence and positive attributes required under Section 178(3), is available on the website of the Company at https://vmart.co.in/wp-content/uploads/NRC-Policy-2.pdf.

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:** During the year under review, the Board of Directors, at its meeting held on May 02, 2025, recommended the issuance of Bonus Shares in the ratio of 3:1. This recommendation was subsequently approved by the Shareholders of the Company on June 12, 2025, through a Postal Ballot. Further, the Nomination & Remuneration Committee, in its meeting held on June 24, 2025, also approved the allotment to the eligible shareholders.

   Pursuant to this Bonus Issue, the Company allotted 5,95,30,353 (Five Crores Ninety-Five Lakhs Thirty Thousand Three Hundred and Fifty-Three) fully paid-up Equity Shares of Rs. 10/- each to eligible shareholder whose names appeared in the Register of Members as on the Record Date, i.e., June 23, 2025. The bonus shares were allotted in the ratio of 3:1, representing 3 (three) new fully paid-up equity shares of Rs. 10/- each for every 1 (one) existing fully paid-up equity share held.

   This issuance was executed by capitalizing a sum not exceeding Rs. 59,53,03,530/- (Rupees Fifty Nine Crores Fifty Three Lakhs Three Thousand and Five Hundred Thirty) from the Securities Premium account of the Company, as per the audited accounts for the financial year ended March 31, 2025. These bonus shares rank pari-passu in all respects with the existing equity shares of the Company.

d. **Employees Stock Option / Restricted Stock Units:** The details relating to the ESOP are available on the Company's website and can be accessed at https://vmart.co.in/corporate-governance/. A certificate from the Secretarial Auditors confirming that the ESOP schemes have been implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 is available for inspection.

   Pursuant to the issue of bonus shares during the year, the Company obtained in-principle approvals from BSE Limited and National Stock Exchange of India Limited for the adjusted ESOP pool under the ESOP Schemes approved by the shareholders. Accordingly BSE Limited and National Stock Exchange of India Limited, granted in-principle approval for the issuance and allotment of 647,403 equity shares of Rs 10 each under V-Mart ESOP Scheme 2012 and 1,330,209 equity shares of Rs. 10 each under V-Mart ESOP Scheme 2020, pursuant to the adjustment arising from the bonus issue.

AUTHORISED SHARE CAPITAL

During the year under review, the Board of Directors, at its meeting held on May 02, 2025, recommended an increase in the Authorised Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty-Five crores) 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. The said increase was approved by the shareholders through a Postal Ballot on June 12, 2025.

Accordingly, The Authorized Share Capital of the Company as on March 31, 2026 stood at 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.

RELATED PARTY TRANSACTIONS

- **Review**

  During the year under 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. Prior omnibus approval of the Audit Committee was obtained for the transactions which are of a foreseen and repetitive nature. 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 is available on its website at https://vmart.co.in/wp-content/uploads/Final-RPT-Policy-2.pdf.

- **Statutory Disclosures**

  The details of related party transactions entered during the year in terms of Ind AS – 24 forms part of 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 A** to this report.

DEPOSITS FROM PUBLIC

During the year under review, the 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 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 or Investments covered under the provisions of Section 186 of the Companies Act, 2013, if any, forms 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, 2026 AND THE DATE OF BOARD'S REPORT

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

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 continues to be situated at 610-611, Guru Ram Dass Nagar, Main Market, Opp. SBI Bank, Laxmi Nagar, New Delhi – 110092.

CORPORATE SOCIAL RESPONSIBILITY (CSR)

In alignment with the provisions of Section 135 of the Companies Act, 2013, read with the Companies (Corporate Social Responsibility Policy) Rules, 2014, the Company remains steadfast in its commitment to social upliftment and ethical corporate citizenship.

- **CSR Committee**

  The Board has constituted a CSR Committee to oversee the formulation, implementation, and monitoring of the Company's CSR Policy. As of March 31, 2026, the Committee comprises the following members:

Name of the Member	Designation
Mr. Raghuvesh Sarup	Chairperson
Mr. Lalit Agarwal	Member
Mr. Madan Gopal Agarwal	Member
Mr. Aakash Moondhra	Member

- **CSR Policy**

  The CSR Policy adopted by the Board is available on the Company's website and can be accessed at https://vmart.co.in/wp-content/uploads/CSR-Policy.pdf.

- **CSR Expenditure & Voluntary Contribution**

  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, 2013.

  For the financial year 2025-26, the Company was not statutory mandated to earmark funds toward CSR activities as per the stipulated criteria.

  Nevertheless, the Company has voluntarily contributed Rs. 16 lakhs to CSR projects, surpassing its statutory obligation. This voluntary spend reflects our ingrained philosophy of giving back to society, regardless of regulatory mandates.

- **Annual Report on CSR**

  The brief outline of the CSR Policy and the initiatives undertaken during the year, in the format prescribed under the Companies (CSR Policy) Rules, 2014, is annexed as **"Annexure B"** to this Report.

CONSERVATION OF ENERGY

Although our company does not consume energy at an industrial scale, sustainability remains a top priority. Our 700 KWP rooftop solar power plant at our Palwal warehouse now generates over 2,700+ GJ of renewable energy annually, significantly reducing dependence on conventional energy sources. This facility has been built to incorporate green HVAC systems, LED lighting, motion sensors, and smart energy monitoring dashboards.

Across our store network, we have continued expanding 100% LED lighting, temperature-regulated air conditioning, heat control films, and optimised electrical designs to improve energy efficiency. On water conservation, our sewage treatment plant at Palwal recycles approximately 40,000 KL of water annually for landscaping, while RO wastewater recovery systems across stores reduce wastage. We achieved approximately 90% carton reuse across our supply chain, eliminated 100% plastic shrink wrap, removed 1.4 Crore polybags, and enabled production of over 27 Lakh garments using recycled fabrics. Further details are available in the Natural Capital section of this Annual Report.

TECHNOLOGY ABSORPTION

Technology continued to be a key enabler of operational excellence and customer-centric growth during the year. The Company strengthened its digital capabilities through the development of a unified Digital Spine, integrating product, inventory, vendor, store, and customer data to enable faster decision-making and greater operational visibility across the value chain.

The Company further enhanced its Product Lifecycle Management platform and implemented a Vendor Management System to improve collaboration, sourcing efficiency, product development, and supply chain responsiveness. Advanced analytics and automation were increasingly leveraged for demand forecasting, inventory allocation, replenishment planning, and merchandise management, helping improve inventory productivity and speed-to-market.

The Company also continued to strengthen its omnichannel capabilities through seamless integration of stores and digital platforms, while expanding the use of customer analytics and business intelligence tools to drive personalized engagement and data-driven decision-making.

These initiatives have enhanced operational agility, improved planning accuracy, and strengthened the Company's ability to serve evolving customer needs efficiently and at scale.

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	102.6 Lakhs

CODE OF CONDUCT FOR DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

The Board of Directors have established a Code of Conduct applicable to its members and Senior Management Personnel. This Code serves as a foundational framework for ethical business practices, equitable treatment, and the prohibition of actions such as bribery, corruption, and anti-competitive behaviour.

All Board members and Senior Management Personnel have confirmed their compliance with the Code of Conduct for the Financial Year 2025-26. A declaration affirming this adherence, signed by Mr. Lalit Agarwal, Managing Director, is included in the Corporate Governance Report forming part of this Annual Report.

The Code of Conduct is 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 remains committed to the highest standards of ethical behavior and has adopted a robust vigil mechanism through Whistle Blower Policy in compliance with the provisions of Section 177(10) of the Act and Regulation 22 of the Listing Regulations to provide a safe platform to report illegal or unethical activities.

This mechanism empowers Directors, employees, and all stakeholders to report concerns regarding 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, or any activity detrimental to the Company's interests, ensuring complete protection against victimization.

During the year under review, the Company affirms that no personnel has been denied access to the Audit Committee.

The Policy is available on the website of the Company at https://vmart.co.in/wp-content/uploads/Whistle-Blower-Policy-1.pdf.

CODE ON PROHIBITION OF INSIDER TRADING

In accordance with SEBI Prohibition of Insider Trading Regulations, the Company has implemented a Code of Conduct for Insider Trading and a Code of Fair Disclosure to regulate and report trading by Designated Persons. These frameworks ensure the ethical management of Unpublished Price Sensitive Information (UPSI) and strictly prohibit insider trading activities. To support these measures, the Company maintains a Structured Digital Database (SDD) and conducts regular awareness initiatives, such as informative mailers, Flash cards, short awareness videos and quizzes, to keep employees updated on their compliance obligations.

The Audit Committee evaluated the adequacy and effectiveness of the internal control systems related to insider trading. The Committee reviews the instances of non-compliance, if any, and recommends necessary actions to the Board in line with the Company's penalty framework. Regulatory breaches, if any, are promptly reported to the Stock Exchanges, and applicable penalties are deposited by the Designated Persons into SEBI's Investor Protection and Education Fund.

All Directors and Designated Persons have confirmed their compliance with the Code for the financial year 2025-26.

The Code of Conduct for Insider Trading and Code of Fair Disclosure is available on the Company's website at https://vmart.co.in/wp-content/uploads/Insider-Trading-Code-of-Conduct-1.pdf and https://vmart.co.in/wp-content/uploads/2022/09/CODE.pdf respectively.

COMPLIANCE MANAGEMENT

A comprehensive Compliance Certificate, accompanied by detailed annexures, is presented to the Board on a quarterly basis. The report offers a holistic assessment of the Company's compliance landscape, identifies any deviations from applicable requirements, and outlines the corrective and preventive actions (CAPA) implemented to reinforce compliance controls, enhance accountability, and proactively mitigate future risks.

RISK MANAGEMENT

The Company has established an integrated enterprise risk management framework aligned with globally recognised standards and requirements of the Companies Act and SEBI regulations. This framework enables proactive identification, assessment, and mitigation of key risks across strategic, operational, financial, compliance, and reputational dimensions, thereby ensuring resilience and alignment with long-term objectives.

Risk management is embedded across the organisation through a structured top-down and bottom-up approach, supported by active Board oversight. In compliance with Regulation 21 of the SEBI Listing Regulations, the Board has adopted a Risk Management Policy and constituted a Risk Management Committee. The Committee assists the Board in its oversight of risk identification, impact assessment, and the implementation of effective mitigation plans.

The Company is increasingly leveraging Artificial Intelligence (AI) and advanced analytics to strengthen risk identification, predictive monitoring, and real-time decision-making. In addition, the Company is integrating ESG considerations into its risk philosophy. This strengthens resilience, enhances stakeholder trust, and supports responsible long-term value creation.

A detailed analysis of business risks and opportunities is included in the Management Discussion and Analysis Report.

HUMAN RESOURCE MANAGEMENT

The Company believes that its people are central to delivering superior customer experiences and sustaining long-term growth. During FY 2025-26, the Company continued to strengthen its human capital through focused investments in capability building, leadership development, and employee engagement. Several learning initiatives were undertaken during the year, including structured induction programmes for frontline employees, customer service excellence training, store leadership development programmes, and functional upskilling initiatives aimed at enhancing merchandising, supply chain, digital, and analytics capabilities.

Recognising the increasing role of technology in retail operations, the Company also conducted targeted training programmes to improve digital adoption across stores and support functions, enabling employees to effectively leverage new systems and data-driven decision-making tools. In addition, emerging leaders were identified through structured talent development interventions to build a strong internal leadership pipeline and support the Company's expanding store network.

The Company remains committed to fostering an inclusive, safe, and performance-oriented workplace that encourages collaboration, innovation, and continuous learning. Employee engagement and recognition programmes were conducted throughout the year to strengthen organisational culture and reinforce shared values. As on March 31, 2026, the Company employed over 13,000 employees across its operations. Industrial relations remained cordial throughout the year, and the Company did not experience any material industrial disputes affecting its operations.

In accordance with Section 197(12) of the Companies Act, 2013, read with Rules 5(1) and 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the requisite statement of employee particulars is appended as **Annexure C** to this Report. This includes details of employees who received remuneration exceeding Rs 1.02 Crores per annum (if employed throughout the year) or Rs 8.5 Lakhs per month (if employed for part of the year).

For further insights, please refer to the Human Capital section of the Annual Report.

INTEGRATED REPORT

The Company is committed to transparency and comprehensive reporting, as demonstrated by our voluntary Integrated Report. This report provides a holistic overview of our performance, integrating both financial and non-financial information to provide stakeholders with a deeper understanding of the Company's strategic perspective and value creation process.

Our reporting framework offers an in-depth look at our core business activities, governance structure, and strategic objectives. It specifically highlights our ability to generate long-term value across the Six Capitals namely Financial capital, Manufactured capital, Intellectual capital, Human capital, Social & Relationship capital, and Natural capital. This comprehensive approach ensures that all dimensions of value creation are captured, reflecting our unwavering dedication to sustainable development and meaningful stakeholder engagement.

AUDITORS & AUDIT REPORT

Statutory Auditors

Pursuant to the provisions of Section 139 of the Companies Act, 2013 read with rules made thereunder, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants, (Firm Registration No. 301003E/E300005) were appointed as Statutory Auditors of the Company for a 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.

The Auditors have confirmed their eligibility and independence in accordance with the Companies Act and the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI). They have further affirmed that they are not disqualified from continuing their tenure.

The Statutory Auditors' Report for the financial year 2025-26 is presented with an "unmodified opinion" and forms part of this Annual Report. There are no qualifications, observations, or adverse remarks in the Auditors' Report. The Notes to the Financial Statements referred to therein are self-explanatory and, accordingly, do not require further clarification or comment from the Board.

Secretarial Auditors

Pursuant to the provisions of Section 204 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 24A of SEBI Listing Regulations, M/s. Agarwal S. & Associates, Company Secretaries (Firm Registration Number: P2003DE049100) were appointed as the Secretarial Auditors of the Company for a term of five consecutive 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.

The Secretarial Audit Report in Form MR-3, issued under the Act and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, is enclosed as **Annexure D** to this Report. The Secretarial Audit Report contains the following observation :

"During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above subject to non-compliance under Regulation 29(1)(f) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (SEBI LODR 2015). Company is required to give prior intimation of at least two working days in advance, excluding the date of the intimation and date of the meeting to stock exchange about the meeting of the board of directors which was held for issue of Bonus Shares. The meeting of the board of directors which was held on 02.05.2025. It was initially intimated to the stock exchanges on April 23, 2025, subsequently an updated intimation was filed on April 29, 2025, to include an additional agenda for the proposal of a bonus issue. Due to the trading holiday on May 01, 2025 (Maharashtra Day) the updated intimation fell short by one working day. Consequently, The National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) each has levied fine of Rs. 11,800/- (inclusive of GST @18%) for non-compliance of Regulation 29(1)(f) of SEBI LODR 2015, which has been paid."

The Board wishes to state that the delay in compliance with Regulation 29 was inadvertent and unintentional due to the trading holiday on account of Maharashtra Day (May 01, 2025), the "two working days" notice period fell short by one day, as this is a regional holiday celebrated primarily in Maharashtra.

The Company has taken immediate corrective measures to ensure that such non-compliance does not recur in the future. The Management has committed to strengthening its compliance calendar to account for trading holidays in the future.

Further the Annual Secretarial Compliance Report for the financial year 2025-26 confirming compliance with all applicable SEBI Regulations, Circulars, Guidelines, and Secretarial Standards was received in accordance with Regulation 24A of the Listing Regulations. This report is available on the Company's website at https://vmart.co.in/other-disclosures/.

Internal Auditors

As part of our commitment to maintaining the highest standards of internal control and governance, the Company has engaged M/s. KPMG Assurance & Consulting Services LLP, a firm established under the Limited Liability Partnership Act, 2008, to carry out our internal audit and review our internal control environment.

KPMG, a globally recognized leader in Audit, Tax, and Advisory services, conducts comprehensive quarterly audits across our diverse business operations. On a quarterly basis, the Internal Auditor presents a detailed status report to the Audit Committee, encompassing key findings, risk assessments, and the remedial action plans agreed upon with Management.

This robust internal audit framework ensures continuous oversight and reflects our unwavering dedication to transparency, operational excellence, and 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 AND ITS ADEQUACY

The Company has instituted a comprehensive internal financial control framework that is commensurate with the scale, size, and complexity of its operations. These controls are designed to provide reasonable assurance regarding the reliability of financial and operational information, compliance with applicable laws and internal policies, safeguarding of assets, prevention and detection of frauds and errors, and the accuracy and completeness of accounting records.

The Board periodically reviews the Company's internal policies, processes, and internal financial control systems to ensure their continued effectiveness. Accordingly, the Directors' Responsibility Statement includes a confirmation on the adequacy of internal financial controls. The effectiveness of these controls is evaluated through management reviews, self-assessments, ongoing monitoring by functional heads, and testing conducted as part of internal and statutory audits. Further, an independent assessment of the Internal Controls over Financial Reporting (ICoFR) has been carried out by the Statutory Auditors, M/s. S.R. Batliboi & Co. LLP, Chartered Accountants.

SIGNIFICANT AND MATERIAL ORDERS

During the year under review, there were no significant and material orders passed by the Regulators/ Courts/ Tribunals which would impact the going concern status of the Company and its future operations.

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.

The Composition of the IC Committee as on March 31, 2026 is 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 (NGO)	Ms. Sonal Mattoo	-
6	Member	Ms. Shweta Kumar	Independent Director

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: 4

b) Number of complaints disposed-off during the year: 4

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 Policy for prevention of sexual harassment is announced to all the staff and is available on the Company's website at https://vmart.co.in/wp-content/uploads/Annexure-A-POSH-Policy.pdf.

COMPLIANCE UNDER THE MATERNITY BENEFIT ACT, 1961

Your Company remains in full compliance with all statutory provisions of the Maternity Benefit Act, 1961, ensuring a supportive environment and all prescribed benefits for its women employees.

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 IEPF.

Further, shareholders may verify the details of such transfers on the Company's website at https://vmart.co.in/shareholding-information/.

ENVIRONMENT SOCIAL GOVERNANCE (ESG)

The Company remains committed to integrating Environmental, Social and Governance (ESG) principles into its business strategy and operations to create sustainable long-term value for all stakeholders. During FY 2025-26, the Company continued to strengthen its ESG framework through initiatives focused on responsible sourcing, energy efficiency, waste reduction, resource conservation, employee well-being, diversity and inclusion, community development, and robust corporate governance practices. Sustainability considerations are increasingly being embedded across business processes to support responsible growth and enhance organisational resilience.

The Board and its Committees provide oversight on ESG-related matters, ensuring alignment with the Company's long-term objectives and stakeholder expectations. The Company continued to undertake various environmental and social initiatives, including renewable energy adoption, responsible packaging practices, employee development programmes, and community engagement activities. The Company remains committed to advancing its ESG agenda and fostering a culture of responsible business conduct while contributing positively to society and the environment.

For more details refer to ESG Page forming part of the Annual Report.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

Pursuant to 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

Pursuant to the provisions of Section 148(1) of the Companies Act, 2013, the maintenance of cost records and the requirement for a cost audit are not applicable to the business activities carried out by the Company during the financial year under review.

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 Company has adopted a formal policy that outlines the key financial parameters and internal/external factors to be considered by the Board of Directors when determining the distribution of dividends to shareholders or the retention of profits.

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

During the year under review, 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

During the year under review, there were no instances of one-time settlements or bank term loans; Accordingly, the disclosure of differences between valuation at the time of settlement versus loan inception is not applicable.

SECRETARIAL STANDARDS

During the year under review, the Company has complied with all applicable Secretarial Standards issued by the Institute of Company Secretaries of India (ICSI) as prescribed under Section 118(10) of the Companies Act, 2013.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(3) (c) and Section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is confirmed that:

a) In the preparation of the annual accounts for the Financial Year ended on March 31, 2026, 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 ended on March 31, 2026 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 wish to place on record their sincere appreciation for the continued trust, support, and cooperation extended by the Company's employees, shareholders, customers, suppliers, bankers, business partners, and other stakeholders, whose contribution has been invaluable to the Company's growth and success.

The Board also gratefully acknowledges the guidance and support received from the Central and State Governments, regulatory authorities, and other statutory bodies.

Your Directors further commend the dedication, commitment, and efforts of all employees across the organisation. Their unwavering focus, professionalism, and contribution continue to be instrumental in advancing the Company's objectives and sustaining its long-term growth.

By the Order of the Board and
On behalf of the Board

Place: Gurugram
Date: May 07, 2026

Madan Gopal Agarwal
DIN:02249947
Whole-time Director

Lalit Agarwal
DIN: 00900900
Managing Director



ANNEXURE A 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 arm's 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	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
2B.	**Details of material contracts or arrangement or transactions at arm's length basis**	
	Name(s) of the related party and nature of relationship	Harita Technopack LLP, Relationship: The entity is related to Mr. Madan Gopal Agarwal (Whole Time Director)
	Nature of contracts/arrangements/transactions	Purchase of Goods
	Duration of the contracts/arrangements/transactions	FY 2025-26
	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:	July 24, 2025
	Amount paid as advances, if any:	NIL
2C.	**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
	Amount paid as advances, if any:	NIL

For and on behalf of the Company

Place: Gurugram
Date: May 07, 2026

Lalit Agarwal
DIN: 00900900
Managing Director

Aakash Moondhra
DIN: 02654599
Chairperson and Non-Executive Director

ANNEXURE B TO BOARD REPORT

ANNUAL REPORT ON CSR ACTIVITIES

1. Brief outline on CSR Policy of the Company:

V-Mart leverages its store clusters and sourcing hubs to drive meaningful change in local communities, with a focus on improving quality of life in a sustainable way. Our initiatives span education, entrepreneurship and skill development, community infrastructure, healthcare, environmental responsibility, social empowerment, sports education, disaster relief, and support for NGOs working in human and animal welfare. We also run need-based programs and promote employee volunteering across India.

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.	Mr. Raghuvesh Sarup	Chairperson	4	4
2.	Mr. Lalit Agarwal	Member	4	4
3.	Mr. Madan Gopal Agarwal	Member	4	4
4.	Mr. Aakash Moondhra	Member	4	4

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/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. 15,65,989
	(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. 15,65,989

(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.
15,65,989	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	15,65,989
(iii)	Excess amount spent for the financial year [(ii)-(i)]	15,65,989
(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)]	15,65,989

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	2024-25	Nil	Nil	13,33,783	NA	NA	Nil	Nil
2	2023-24	Nil	Nil	17,80,790	NA	NA	Nil	Nil
3	2022-23	Nil	Nil	61,14,403	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

Place: Gurugram
Date: May 07, 2026

Lalit Agarwal
DIN: 00900900
Managing Director

Raghuvesh Sarup
DIN: 00106795
Chairperson CSR Committee & Independent Director

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 25-26, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the FY 25-26 are as under:

Sr. No.	Name of Director, KMP & Designation	% increase/ decrease in Remuneration in the Financial Year 2025-26	Ratio of remuneration of each director/ to median remuneration of employees
1.	Mr. Aakash Moondhra, Chairman & Non Independent Director	164%	27
2.	Mr. Lalit Agarwal Managing Director	64%	267
3.	Mr. Madan Gopal Agarwal, Whole-time Director	72%	69
4.	Mr. Govind Shridhar Shrikhande Independent Director	181%	23
5.	Mr. Raghuvesh Sarup Independent Director	132%	19
6.	Ms. Shweta Kumar Independent Director	133%	19
7.	Mr. Anand Agarwal, Chief Financial Officer	17%	202
8.	Ms. Megha Tandon, Company Secretary	35%	20

2. The median remuneration of employees of the Company during FY 24-25 was Rs. 1,28,544 whereas in FY 2025-26 it is Rs. 1,38,252. Therefore, in FY 25-26, there is an increase of 14% in the median remuneration of employees.

3. Number of Permanent Employees on the rolls of Company as on March 31, 2026: 11,691.

4. The Average percentile increase/decrease in the salaries of the employees (other than Managerial Personnel) for FY 25-26 is 4% whereas the average percentile increase/ decrease in the managerial remuneration for FY 25-26 is 10%. 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.

5. 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 25-26 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 2026 (in Lakhs)	% of Equity shares held by the Employee in the Company	If relative of Director, Name of such director	Previous employment and designation
Vineet Jain	Chief Operating Officer	CA	Permanent	29	50	02-11-2020	381	0.08	-	Future Retail Limited
Anand Agarwal	Chief Financial Officer	CA & CS	Permanent	31	52	01-6-20217	295	0.04	-	HT Media Limited
Jayesh Kothari	President-Merchandising	B.Com (H)	Permanent	20	59	09-6-2022	196	0.01	-	Reliance Retail Limited

The details of Employees who were employed throughout the FY 25-26 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 2026 (in Lakhs)	% of Equity shares held by the Employee in the Company	If relative of Director, Name of such director	Previous employment and designation
Jaideep Jaiman	Vice President-Digital Transformation	MBA	Permanent	8	43	01-02-2021	146	0.02	-	Breawe Innovation Labs
Lalit Agarwal	Managing Director	B.com	Permanent	32	55	01-01-2003	388.96	1.25	-	Vishal Retail Limited
Bharat Bhatia	AVP - Merchandising	Diploma in Business Management	Permanent	27	50	20-06-2016	133	0.03	-	TPG Wholesale Private Limited
Nitin Goel	Vice President - Supply Chain Planning	MBA	Permanent	21	41	02-03-2015	111	0.02	-	Resurgent India Limited

* Percentage (%) of equity shares held by Mr. Lalit Agarwal includes in individual capacity.

The details of Employees who were employed for the part of FY 25-26 and for that part they received minimum aggregate remuneration of Rs. 8.5 Lakhs per month:

The details of Employees who were employed for that part of FY 25-26 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 2026 (in Lakhs)	% of Equity shares held by the Employee in the Company	If relative of Director, Name of such director	Previous employment and designation

The details of Employees who were employed during FY 25-26 (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 ON 31ST MARCH, 2026

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

We have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by **V-Mart Retail Limited** (hereinafter called 'the Company'/'**V-Mart**'). 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.

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 31 March, 2026 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 31 March, 2026 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. 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) Regulation, 2011;

B. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

C. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

D. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;

E. The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; (**Not applicable to the Company during Audit Period**)

F. 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 to the Company during Audit Period**)

G. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; - (**Not applicable to the Company during Audit Period**)

H. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not applicable to the Company during Audit Period**)

I. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;

J. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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, mechanism framed by the Company for compliances made under following laws:

- Legal Metrology Act, 2009
- The Food Safety & Standard Act, 2006
- Shops and Establishments Act, 1954
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

We have also examined compliance with the applicable clauses of the following:

I. Secretarial Standards, as amended from time to time, issued by the Institute of Company Secretaries of India.

II. The Listing Agreements entered into by the company with the National Stock Exchange Limited and BSE Limited in accordance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned above subject to non-compliance under Regulation 29(1)(f) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 (SEBI LODR 2015). Company is required to give prior intimation of at least two working days in advance, excluding the date of the intimation and date of the meeting to stock exchange about the meeting of the board of directors which was held for issue of Bonus Shares. The meeting of the board of directors which was held on 02.05.2025 was intimated to stock exchanges on 29.04.2025. The National Stock Exchange of India Limited (NSE) and BSE Limited (BSE) each has levied fine of Rs. 11,800/- (inclusive of GST @18%) for non-compliance of Regulation 29(1)(f) of SEBI LODR 2015, which has been paid.

We further report that the Company has complied with the requirements pertaining to the composition of the Board of Directors, which is to be constituted as per the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Board of Directors of the Company is duly constituted with the proper balance of Executive Directors, Non-Executive Directors and Independent Directors. There were no changes in the composition of the Board of Directors during the period under review.

Generally, adequate notice(s) were given to all Directors to schedule the Board/Committee Meetings, Agenda and detailed notes on Agenda were also adequately sent 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 from Directors.

All the decisions made in the Board/Committee meeting(s) were carried out with the consent of requisite Directors/ Members present during the meeting and dissent / abstinence, if any, have been duly recorded/ incorporated in the respective Minutes.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period, following specific events/actions having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc.:

1. During the period under review, the Company has allotted 5,95,30,353 fully paid-up Bonus Equity Shares of the face value of 10/- each. Paid-up equity share capital of the company (Post-Bonus Issue) is Rs. 79,37,38,040/- (Rupees Seventy Nine Crores Thirty Seven Lakhs Thirty Eight Thousand and Forty Only).

2. During the period under review, the Company has granted 98,633 options and allotted 1,28,167 equity shares to its employees under V-Mart Retail Limited Employee Stock Option Plan, 2020 & allotted 228 Equity shares to its employees under V-Mart Retail Limited Employee stock option Plan, 2012.

3. During the period under review, the Company has increased the Authorised Share Capital from Rs. 25,00,00,000/- (Rupees Twenty Five Crores Only) divided into 2,50,00,000 equity shares of Rs 10 each to 95,00,00,000/- (Rupees Ninety Five Crores Only) divided into 9,50,00,000 equity shares of Rs 10 each and accordingly an alteration was made to the Capital Clause of the Memorandum of Association subject to the approval from the members of the Company

For **Agarwal S. & Associates,**
Company Secretaries,
ICSI Unique Code: P2003DE049100
Peer Review Cert. No.: 2725/2022

Partner
FCS No.: 5774
CP No.: 5910
UDIN: F005774H000323740

Place: New Delhi
Date: 11.05.2026

This report is to be read with our letter of even date which is annexed as "**Annexure A**" and forms an integral part of this report.

To,
The Members,
V-Mart Retail Limited
Regd. office : 610-611, Guru Ram Dass Nagar, Main Market,
Opp. SBI Bank, Laxmi Nagar, East Delhi, New Delhi, Delhi, India, 110092

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial records is the responsibility of the management of the Company. Our Responsibility is to express an opinion on these secretarial records, based on our inspection of records produced before us for Audit.

2. 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.

3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and our report is not covering observations/comments/ weaknesses already pointed out by the other Auditors.

4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulation and happening of events etc.

5. The Compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis and to give our opinion whether Company has proper Board-processes and Compliance-mechanism in place or not.

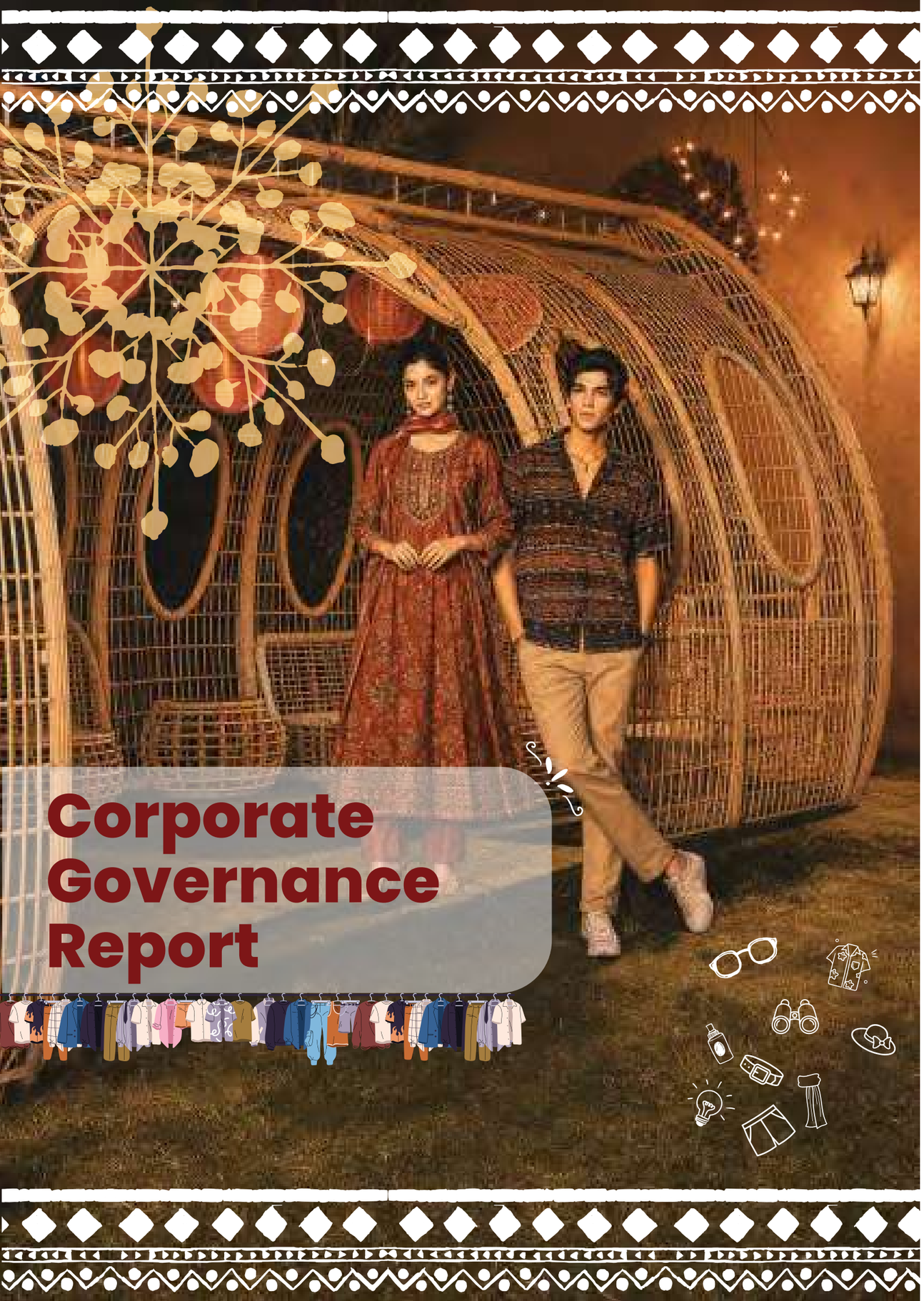
6. The Secretarial Audit Report is neither an assurance as to future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

7. 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).

For **Agarwal S. & Associates,**
Company Secretaries,
ICSI Unique Code: P2003DE049100
Peer Review Cert. No.: 2725/2022

Partner
FCS No.: 5774
CP No.: 5910
UDIN: F005774H000323740

Place: New Delhi
Date: 11.05.2026



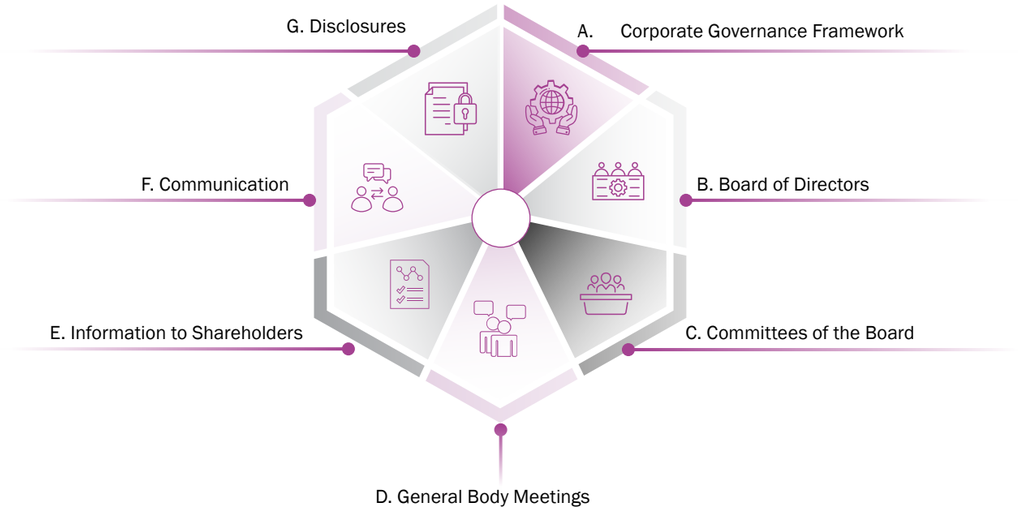
CORPORATE GOVERNANCE REPORT

Corporate governance serves as the definitive framework through which the entire organisation is directed, controlled, and held accountable. It defines the intricate balance between our strategic goals and our responsibilities towards our diverse stakeholders. By instilling robust structures and rigorous oversight systems, we foster an organizational culture rooted in trust and transparency. This commitment not only safeguards our corporate integrity but also acts as a catalyst for long-term capital formation, ensuring our continued contribution to broader economic growth and financial stability.

Our Core Values: The Power of Five

- Customer Centricity
- Commitment
- Agility
- Prudence
- Integrity

The Corporate Governance Report of the Company is divided into the following parts:

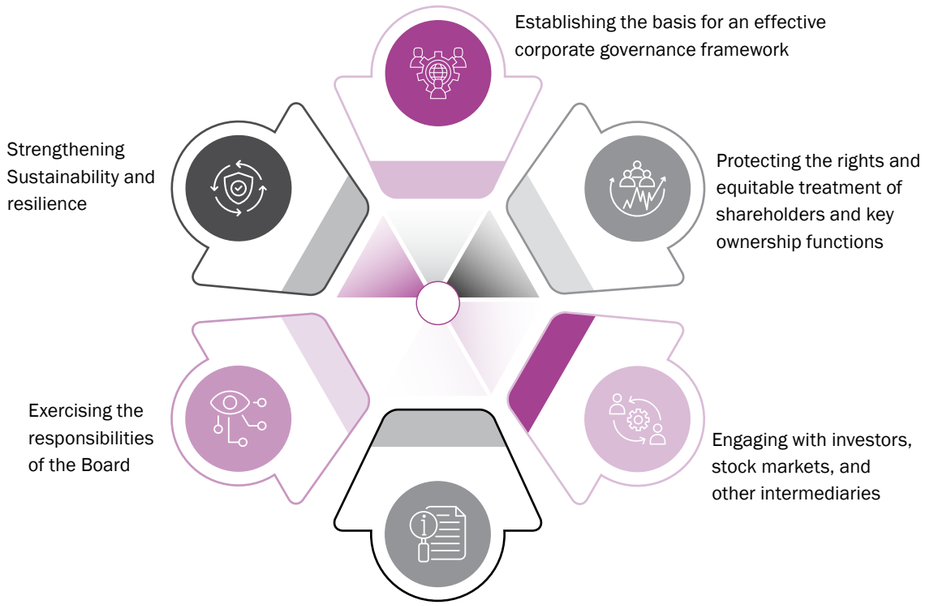


A. CORPORATE GOVERNANCE FRAMEWORK

At V-Mart, our governance philosophy is anchored in the G20/OECD Principles of Corporate Governance and reflects our commitment to being one of the best governed and most responsible organizations in the retail sector. We believe strong corporate governance is fundamental to sustainable growth, stakeholder trust, ethical business conduct, and long-term value creation.

By embedding globally recognized governance standards into our business operations, we ensure transparency, accountability, fairness, and effective risk management across the organization. We also continue to strengthen our governance framework through the integration of Environmental, Social and Governance (ESG) principles into our strategy and decision-making processes.

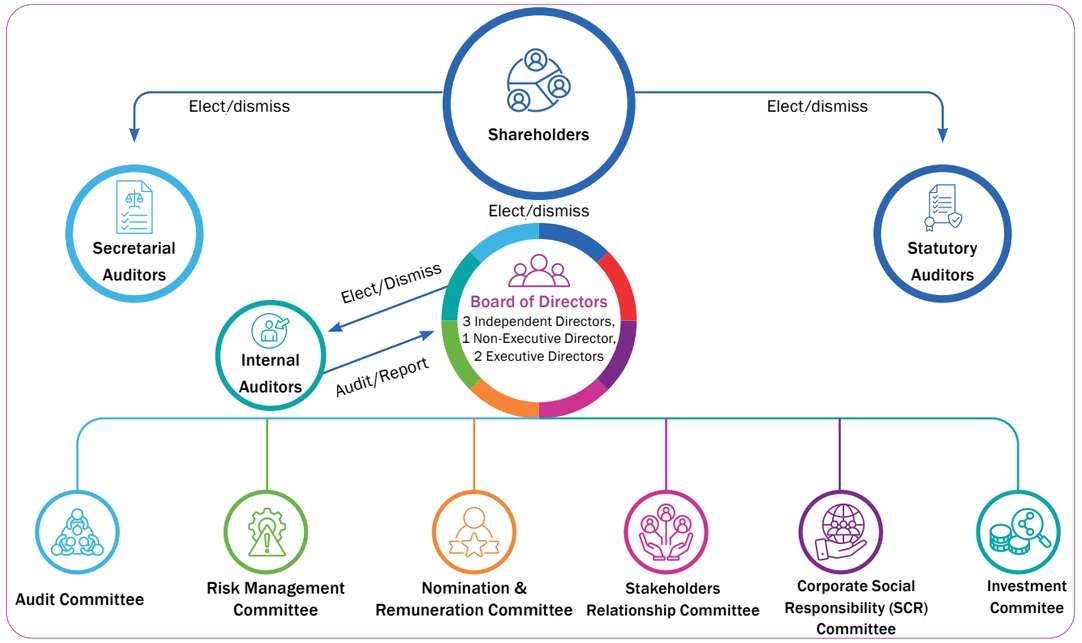
Our corporate governance architecture is strategically anchored in the following G20/ OECD Principles:



Recognition of the Company's governance standards

- Awarded the Silver Award by the Institute of Chartered Accountants of India for Excellence in Financial Reporting, 2025.
- Awarded by the Institute of Company Secretaries of India with the ICSI National Award for Excellence in Corporate Governance, 2024.
- Awarded the Golden Peacock Award for Excellence in Corporate Governance by the Institute of Directors, 2022.
- Honoured by the Institute of Company Secretaries of India with the ICSI Certificate of Recognition for Excellence in Corporate Governance, 2022.

B. BOARD OF DIRECTORS



As the apex governing authority elected by shareholders, the Board of Directors is entrusted with the strategic stewardship of V-Mart. The Board plays a pivotal role in charting the Company's course, overseeing management performance, and safeguarding stakeholder interests through informed decision-making and proactive risk management. By balancing visionary leadership with rigorous operational oversight, the Board ensures that our governance framework remains steadfastly aligned with long-term, sustainable value creation.

In compliance with the Companies Act, 2013, and Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, the Board maintains an optimal composition of Executive and Non-Executive Directors. This deliberate balance integrates diverse expertise with independent judgment, fortifying organizational accountability and institutional integrity. Through this structured approach, the Board remains committed to the highest standards of transparency and the enduring resilience of the organization.

COMPOSITION OF BOARD OF DIRECTORS

As on March 31, 2026, the Board consists of six Directors: a Non-Executive & Non- Independent Chairperson, a Managing Director, a Whole-time Director (Executive Directors), and three other Non-Executive & Independent Directors, including one Independent Woman Director. This optimal composition of the Board complies with Regulation 17 of the SEBI Listing Regulations read with Sections 149 and 152 of the Companies Act, 2013.

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.

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						
	Aakash Moondhra	**Lalit Agarwal**	**Madan Gopal Agarwal**	**Govind S. Shrikhande**	**Raghuvesh Sarup**	**Shweta Kumar**
Skills/Expertise/ Competence Required	**Chairperson & Non Independent Non-Executive Director**	**Managing Director**	**Whole-time Director**	**Independent Director**	**Independent Director**	**Independent Director**
Buying & Procurement		✓	✓	✓		
Supply Chain & Logistics		✓		✓		

GRI 2-9

Board of Directors: Mapping Skills/Expertise/Competence						
Skills/Expertise/ Competence Required	Aakash Moondhra Chairperson & Non Independent Non-Executive Director	Lalit Agarwal Managing Director	Madan Gopal Agarwal Whole-time Director	Govind S. Shrikhande Independent Director	Raghuvesh Sarup Independent Director	Shweta Kumar Independent Director
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, 2026

Name of Director	Indian Listed Companies	Relationship with Directors	Holding of Equity Shares of the company**
Executive Directors			
Mr. Lalit Agarwal	V-Mart Retail Limited	Son of Mr. Madan Gopal Agarwal	9,90,518
Mr. Madan Gopal Agarwal	V-Mart Retail Limited	Father of Mr. Lalit Agarwal	41,67,812
Non-Executive & Non-Independent Director			
Mr. Aakash Moondhra	V-Mart Retail Limited	None	3,696
Non-Executive & Independent Director			
Mr. Govind S. Shrikhande*	V-Mart Retail Limited Brand Concepts Limited Arvind Fashions Limited	None	Nil
Mr. Raghuvesh Sarup	V-Mart Retail Limited	None	Nil
Ms. Shweta Kumar	V-Mart Retail Limited	None	Nil

*The directorships held by Mr. Govind S. Shrikhande in other listed companies are in the capacity of Non-Executive, Independent directors.

**it includes holding in the individual capacity only.

INDEPENDENT DIRECTORS

Declaration of Independence and Regulatory Affirmation

In accordance with the mandates of Section 149(6) of the Companies Act, 2013, and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all Independent Directors of the Company have submitted formal declarations confirming their adherence to the prescribed criteria of independence.

The Board of Directors has diligently reviewed these affirmations and, in its considered judgment, confirms that each Independent Director continues to satisfy the requisite parameters of independence, remaining entirely distinct from the Company's management. It is further noted that the stability of the Board remained intact throughout the financial year, with no Independent Director resigning prior to the conclusion of their designated tenure.

Furthermore, in strict adherence to the Companies (Appointment and Qualification of Directors) Rules, 2014, the Company affirms that each Independent Director has successfully registered themselves in the online databank maintained by the Indian Institute of Corporate Affairs (IICA).

Familiarization Programme for Independent Directors:

V-Mart maintains a structured Familiarization Programme to ensure Independent Directors are seamlessly integrated into the governance framework. This initiative provides deep insights into the Company's operations, strategic priorities, and the regulatory landscape, clarifying their roles, rights, and responsibilities. By equipping Directors with this foundational knowledge, the Company ensures informed contributions to Board deliberations and the effective discharge of their fiduciary duties.

Independent Directors undergo a comprehensive induction upon appointment and remain periodically apprised of the Company's evolving operational dynamics to stay informed about the company's affairs. To facilitate this, Directors have complete access to internal information and senior leadership. This ongoing engagement ensures they remain updated on industry trends and organizational shifts, fostering a transparent environment for robust oversight.

a. Familiarization upon induction of new Independent Directors

The Company has institutionalized a robust induction framework designed to integrate newly appointed Directors into its governance ecosystem seamlessly. Beyond a basic introduction, this programme provides a strategic deep dive into the Company's vision, core values, and the competitive landscape. By aligning new Board members with the Company's governance standards and long-term priorities, the framework ensures they are positioned to provide high-impact oversight and strategic guidance from their first session.

The familiarisation and onboarding process for Directors extends beyond formal board interactions through structured engagement sessions with the Senior Management Team and functional leaders. These sessions provide comprehensive insights into the Company's business model, operational framework, governance practices, long-term strategic vision, and V-Mart's customer-centric approach. To further strengthen their understanding of the retail business and industry landscape, Directors also undertake visits to Company stores and competitor outlets, enabling them to gain first-hand exposure to store operations, customer engagement, market practices, and frontline execution.

To facilitate an effective onboarding process and enable Directors to discharge their responsibilities efficiently, the Company provides every Independent Director with a comprehensive induction toolkit. The toolkit includes the Annual Reports for the last three financial years, the Company's Articles of Association and other charter documents, the Code of Conduct and key internal policies, Board Committee charters, and minutes of Board and Committee Meetings. In addition, Directors are periodically apprised of strategic, operational, and regulatory developments, including key business updates and material disclosures submitted to the stock exchanges, to keep them informed about the Company's performance and evolving business environment.

b. Continual Familiarization Programme

The Company prioritizes informed decision-making by ensuring that all Directors remain strategically and operationally updated. Throughout the year, the Board receives comprehensive presentations from the Management covering a wide spectrum of topics. These include industry trends, Company performance, strategic roadmaps, HR Updates, product updates, budgetary allocations, risk management frameworks, digital & analytical roadmap, compliance & governance and succession planning. This continuous flow of information is designed to provide a holistic view of the Company's ecosystem, empowering the Board to provide effective oversight.

To maintain a real-time understanding of the business, all significant corporate communications and announcements are shared with Directors on a regular basis. Furthermore, Directors have the freedom to interact with Management as and when required. These ongoing engagements aim to provide deep insights into the evolving business environment, enabling Directors to assess new challenges, risks, and opportunities while lending a critical perspective to the Company's strategic direction.

An important element of the Company's governance framework is the active participation of Business and Functional Heads in Board and Committee meetings. These interactions offer Directors a granular understanding of ground-level operations and foster a culture of transparency where Directors can seek clarifications and raise queries. Directors also regularly engage with Store Managers during Board Meetings to understand store-level performance, customer profiles, market dynamics, operational challenges, and the support required from the

corporate team. This collaborative environment is further strengthened by formal strategic meetings, visits and calls focused on long-term progress.

The comprehensive details of the Familiarization Programme are available on the Company's website at https://vmart.co.in/wp-content/uploads/V-Mart-Familiarization-Programme_2025-26.pdf.

Separate Meeting of Independent Directors:

Pursuant to Section 149(8) read with Schedule IV of the Companies Act, 2013, and Regulations 25(3) and 25(4) of the SEBI Listing Regulations, the Independent Directors meet atleast once annually without the presence of Management or Non-Executive Directors. During the year under review, 3 (three) such meetings were held on May 02, 2025, November 10, 2025, and January 22, 2026.

In these sessions, the Independent Directors reviewed the performance of the Non-Independent Directors, the Board as a whole, and the Chairperson, incorporating perspectives from both Executive and Non-Executive Directors. Furthermore, they assessed the quality, quantity, and timeliness of the information flow between Management and the Board to ensure effective governance and decision-making.

The attendance of the Independent Directors for the meetings held in FY 2025-26 is detailed below:

Name of Independent Director	Meeting attended (May 02, 2025)	Meeting attended (November 10, 2025)	Meeting attended (January 22, 2026)
Mr. Govind S. Shrikhande	Yes	Yes	Video Conference
Mr. Raghuvesh Sarup	Yes	Video Conference	Yes
Ms. Shweta Kumar	Yes	Yes	Video Conference

Yes Video Conference

Resignation of Independent Directors: None of the Independent Directors of the Company have resigned before the expiry of their tenure. Thus, the disclosure of detailed reasons for their resignation along with their confirmation that there are no material reasons other than those provided by them is not applicable.

BOARD PROCEDURES

Scheduling and calendar management:

Efficient scheduling and proactive coordination are central to the Company's governance framework. For FY 2025-26, all Board and Committee meetings were pre-scheduled through a rolling annual calendar shared well in advance. This proactive approach allows Directors to manage their commitments effectively, ensuring optimal participation and minimal scheduling conflicts.

Advance notification provides Directors sufficient time to rigorously review agendas and pre-circulated materials. By addressing queries or seeking clarifications prior to the meetings, the Board ensures that formal sessions remain focused, strategic, and productive. This disciplined preparation significantly enhances the quality of deliberations and the overall effectiveness of the decision-making process.

Preparation and Distribution of Meeting Materials

To facilitate informed decision-making, a detailed agenda supported by explanatory notes and relevant documentation is circulated to all the members of the Board prior to each meeting. The Company Secretary, in coordination with the Managing Director and Chief Financial Officer, ensures that all pertinent insights are curated and finalized under the guidance of the Chairperson. The Board maintains unrestricted access to all corporate information essential for effective governance.

In line with global best practices and sustainability goals, the Company utilizes a secure, digital platform for the paperless dissemination of materials. This allows Directors to access documents seamlessly across multiple devices while upholding the highest standards of confidentiality.

All key information, including disclosures mandated under Part A of Schedule II of the SEBI Listing Regulations, are typically shared well in advance. Information involving Unpublished Price Sensitive Information (UPSI) is shared at shorter notice only with the unanimous consent of the Board.

The Management remains dedicated to the continuous improvement of information quality, ensuring the Board is promptly updated on all critical developments impacting the Company.

Board Engagements/Conduct of Meetings

a. **Board and Committee meetings:** Board and Committee meetings serve as the foundation of the Company's governance framework, providing a vital forum for strategic oversight and long-term planning. These sessions convene Directors to ensure that operations remain strictly aligned with the Company's core values, regulatory obligations, and ethical standards. During these deliberations, the Board Members conduct detailed reviews of financial performance, assesses key operational metrics, and evaluates strategic policy matters. This collaborative approach reinforces a culture of transparency and accountability, ensuring that informed decision-making propels the Company toward sustained growth and long-term value creation.

b. **Board Calls:** In addition to formal meetings, the Company conducts periodic, pre-scheduled conference calls between the Board and the Senior Management Team. These sessions ensure continuous engagement and real-time review of strategic and significant matters. To maintain consistency, these calls are scheduled for the entire year, with calendars finalized at the commencement of the financial year. These touchpoints serve as a vital collaborative forum to discuss key initiatives, address emerging challenges, and facilitate timely, informed decision-making throughout the year.

c. **Short Notice Meetings and Circular Resolutions:** To address time-sensitive business requirements, the Company utilizes short-notice meetings and circular resolutions. Short-notice meetings are convened swiftly to deliberate on urgent matters, while circular resolutions facilitate agile decision-making between formal sessions. These processes ensure operational efficiency and prompt responses to emerging priorities, all while maintaining the highest standards of governance, transparency, and regulatory compliance.

d. **Strategy Board Meeting:** The Board maintains a sharp focus on long-term value creation by dedicating specific segments of every quarterly meeting and Board call to strategic discussions. This ensures that all major decisions remain strictly aligned with the Company's vision and long-term objectives. To further reinforce this commitment, the Board engages in specialized strategy focused sessions.

During the year under review, one such dedicated strategic session was held on September 17, 2025. During this meeting, the Directors engaged deeply with the Company's operational and growth roadmaps. These deliberations are complemented by detailed reviews of market trends, competitor benchmarking, performance evaluations against predefined KPIs and expansion strategies. Furthermore, the Board proactively evaluates and approves key strategic drivers, including market expansion, product diversification, and potential growth opportunities, ensuring a forward-looking approach to the Company's trajectory. In addition, the Company encourages Directors to undertake store visits to gain first-hand insights into customer behaviour, operational execution, merchandising practices, and local market dynamics.

At every Board and Committee meeting, Management delivers comprehensive presentations covering all key functions and strategic business activities. These sessions are designed to provide Directors with a holistic view of the Company's operational and financial landscape, alongside detailed updates on Enterprise Risk Management (ERM) and functional performance. This structured flow of material information ensures that the Board's decision-making process remains transparent, informed, and forward-looking.

The Company Secretary attends all meetings (except Independent Directors Meeting) to ensure strict procedural compliance and to maintain an accurate record of deliberations. To enhance transparency and provide deeper operational context, members of the Senior Management Team and functional heads are frequently invited to participate in relevant agenda items. This facilitates direct engagement between the Board and the leadership team responsible for executing the Company's strategy.

Furthermore, the Audit Committee maintains an independent line of communication with both Internal and Statutory Auditors. These auditors are invited to present their findings directly to the Committee, which includes exclusive executive sessions held in the absence of Management to ensure objective and rigorous financial oversight. Additionally, the Chairperson of the Audit Committee periodically meets separately with the Auditors, without the presence of Management, to gain deeper insights into the audit process, quality of financial reporting, adequacy of internal controls, and the level of cooperation extended by the Management during the audit process.

In accordance with the Standards on Auditing, the Audit Committee, acting as Those Charged with Governance (TCWG), ensures structured and meaningful communication with the Statutory Auditors throughout the audit cycle. The TCWG periodically meets with the Statutory Auditors without the presence of Management, providing an open forum for candid dialogue on the scope and timing of the audit, significant findings, adequacy of internal controls, and any concerns regarding the integrity of financial reporting.

The Company remains committed to the highest standards of governance, diligently complying with all provisions of the Companies Act, 2013, the Secretarial Standards (SS-1 & SS-2), and the SEBI Listing Regulations governing the conduct of Board, Committee, and General Meetings.

Post - Meeting Follow Up Mechanism

The Company has established a rigorous post-meeting follow-up framework to ensure that all Board and Committee decisions are systematically tracked and implemented. A formal Action Taken Report (ATR) is prepared following each session and presented at the subsequent meeting. This process keeps the Board apprised of progress, ensures accountability, and provides a platform for further strategic input where necessary.

This structured approach ensures that all actionable items are revisited with the required diligence. By integrating comprehensive tracking systems and clear accountability frameworks, the Company facilitates the prompt execution of Board directives. This commitment to active monitoring and transparent reporting strengthens the Company's oversight capabilities and ensures that strategic decisions translate into timely operational results.

Number of Board Meetings

During the Financial Year 2025-26, the Board met five (5) times. In compliance with the Companies Act, 2013, and SEBI Listing Regulations, the interval between any two consecutive meetings did not exceed 120 days. These meetings were held on May 02, 2025, July 24, 2025, September 17, 2025, November 10, 2025, and January 22, 2026.

While the Company encourages in-person attendance to foster deeper collaboration, it provides seamless video conferencing facilities to accommodate the geographical distribution of our Non- Executive Directors. This hybrid approach ensures consistent engagement and inclusivity. All meetings conducted during the year achieved the mandated quorum through a combination of physical and 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 31/03/2026	Attendance in the last AGM dated July 29, 2025	No. of Committee** positions held in other public companies as on 31/03/2026	
	02-05-2025	24-07-2025	17-09-2025	10-11-2025	22-01-2026				Chairperson	Member
Mr. Aakash Moondhra (02654599) (Non-Executive Chairperson)	Yes	Yes, Video Conference	Yes	Yes	Yes	100%	-	Yes	0	0
Mr. Lalit Agarwal (00900900) (Executive Managing Director)	Yes	Yes	Yes	Yes	Yes	100%	-	Yes	0	0
Mr. Madan Gopal Agarwal (02249947) (Executive Whole Time Director)	Yes	Yes	Leave of Absence	Yes	Yes	80%	-	Yes	0	0
Mr. Govind S Shrikhande (00029419) (Independent Director)	Yes	Yes	Yes	Yes	Yes, Video Conference	100%	2	Yes	0	1
Mr. Raghuvesh Sarup (10626162) (Independent Director)	Yes	Yes	Yes	Yes, Video Conference	Yes	100%	-	Yes	0	0
Ms. Shweta Kumar (08596612) (Independent Director)	Yes	Yes	Yes	Yes	Yes, Video Conference	100%	-	Yes	0	0

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.

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 Regulations.

Matters placed before the Board

The information/matters being provided to the Board inter-alia includes:

Strategic Matters

I. Review of the long-term business expansion strategy to sustain market leadership and growth
II. Assessment of evolving market trends, consumer insights, and the competitive landscape to identify new growth opportunities
III. Debrief of the Brand Strategy Workshop, focusing on Brand USP, core promises, and evolving customer personas
IV. Review of strategic priorities across Market Expansion, Merchandising, Digital, Customer Experience, and Technology
V. Strategic oversight of new store formats and the integration of digital/omni-channel capabilities
VI. Deliberation on the underlying assumptions and risks related to growth targets and brand positioning
VII. Evaluation of corporate restructuring activities, including potential mergers, demergers, or material collaborations
VIII. Integration of ESG (Environmental, Social and Governance) priorities into the Company's core strategic framework

Operational Matters

IX. Annual operating plans and Capital Expenditure (CAPEX) budgets and related updates.
X. Continuous evaluation of key metrics, growth trends, and the competitive landscape, incorporating both micro and macroeconomic factors, including New Store Opening (NSO) updates
XI. Regular update on operations of the Company including updates on Merchandising, Customers, Suppliers, CSR activities, Human Resources, investments and warehouse management.

Finance Matters

XII. Financial results for the entity and its various operating divisions
XIII. Any material default in financial obligations to ensure fiscal stability
XIV. Transactions that involve substantial payment towards goodwill, brand equity, or intellectual property.
XV. Quarterly review of foreign exchange exposures and the adequacy of management strategies to mitigate adverse currency fluctuations, if material.
XVI. Review, consider and approval of Related Party Transactions to ensure transparency and arm's-length standards
XVII. Amount Spent on CSR Activities during the year
XVIII. Proposal and approval relating to issue of bonus shares and other capital restructuring matters

Governance Matters

XIX. Minutes of all Board and Committee meetings
XX. Information on recruitment and remuneration of Senior Management just below the level of Managing Director, including appointment or removal of Chief Financial Officer and the Company Secretary
XXI. In-depth assessment of material risks, emerging opportunities, and the progress of ESG initiatives
XXII. Amendment in Memorandum of Association
XXIII. Show cause, demand, prosecution notices and penalty notices, which are materially important
XXIV. Assessment of substantial product or public liability claims, and any judicial orders or strictures impacting the Company's reputation or conduct.

BOARD EVALUATION

In alignment with the Companies Act, 2013, and the SEBI Listing Regulations, the Company conducted its annual performance evaluation for the Board, its Committees, and individual Directors. This process is central to strengthening corporate governance and ensuring the Board's optimal performance.

The evaluation process is comprehensive, covering the performance of the Board as a collective body, its various functional Committees, and the individual contributions of each Director. It assesses critical performance drivers such as strategic alignment with the Company's vision, the robustness of committee functioning, and adherence to evolving legal and regulatory frameworks.

To ensure transparency and objectivity, the Company engaged an external agency, M/s GBAB & Associates, to independently validate the evaluation process. Their certification is provided in **Annexure-I.**

Evaluation Framework & Criteria

The assessment was carried out through a structured framework focusing on 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	Key Evaluation Criteria
1.	Board of Directors	Evaluated on optimal size and composition, skill diversity, succession planning, effective onboarding, and strategic agenda setting. Focus was also placed on oversight of risk, stakeholder engagement, ethical standards, regulatory compliance, and avenues for continuous learning.
2.	Board Committees	Assessed on the clarity of their mandate, member expertise, procedural robustness, and the quality of recommendations provided to the Board. Criteria also included the frequency of meetings and the adequacy of resources and support provided to the committee.
3.	Independent Directors	Evaluated on the quality of their participation, objectivity in judgment, and adherence to the Code of Conduct. Key factors included their preparation for meetings, ability to provide unbiased inputs, and commitment to their fiduciary responsibilities.
4.	Executive Directors	Reviewed based on strategic and operational insight, integrity, and the achievement of financial and business goals. Assessment also covered their leadership within the organization, policy advocacy, transparency, team building, and overall contribution to the Company's growth.
5.	Chairperson	Assessed on leadership effectiveness, meeting facilitation, and the ability to promote open dialogue. Criteria included strategic insight, communication effectiveness, fairness in deliberations, and the commitment to fostering an inclusive and transparent governance culture.

Evaluation Process

The evaluation was conducted via a structured questionnaire using a peer review mechanism, ensuring Directors did not evaluate themselves. All Board members participated actively in the survey.

The Secretarial Department compiled the responses, and the consolidated findings were presented to the Nomination and Remuneration Committee and the Board of Directors. Following a thorough review of the outcomes, the Board finalized an action plan to drive continuous improvement and address identified focus areas.

Outcome of board evaluation and action plan

During the fiscal year 2025–26, 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 continued to remain effective and aligned with the Company's strategic priorities. The Committees discharged their responsibilities efficiently in accordance with their respective charters and statutory obligations, while enabling constructive and forward-looking discussions on key business and governance matters.

The evaluation reflected strong participation, preparedness, and engagement by the Directors, with valuable perspectives contributing to robust decision-making and effective oversight. The Board also recognized the importance of continuous knowledge enhancement and industry awareness, and accordingly encouraged periodic knowledge upgradation initiatives for Directors on emerging regulatory developments, evolving retail trends, technology advancements, sustainability practices, and changing consumer behaviour.

The Board and its Committees continue to function with a high degree of professionalism, transparency, and accountability, while maintaining focus on long-term value creation and sustainable growth. Going forward, the Board remains committed to strengthening strategic oversight, monitoring execution priorities, and enhancing governance practices to support the Company's evolving business landscape and future growth ambitions.

Action taken on outcome of last year performance evaluation

Pursuant to the recommendations emerging from the previous year's evaluation process, the Board continued to strengthen its strategic engagement and governance practices during the year. Dedicated time was allocated in Board meetings for focused discussions on long-term strategy, business performance, market dynamics, digital transformation initiatives, and operational priorities.

The Company also continued to facilitate periodic familiarisation and knowledge enhancement initiatives for Directors to keep them updated on evolving regulatory requirements, industry developments, and emerging business trends. Further, efforts were made to encourage greater engagement and collaboration between the Board, Committees, and senior management to support informed decision-making and effective governance.

These initiatives reflect the Board's continuous commitment towards maintaining high standards of corporate governance, improving Board effectiveness, and supporting the Company's long-term growth and sustainability objectives.

REMUNERATION TO DIRECTORS

The Company's remuneration structure is strategically designed to reflect the scale and complexity of its operations, the competitive dynamics of the retail industry, and the financial capability to sustain such compensation. This framework aims to align with market benchmarks while ensuring the retention and motivation of high-caliber leadership. Non-Executive Directors ("NEDs"), including Independent Directors ("IDs"), receive remuneration through sitting fees for attending Board and Committee meetings, alongside annual commissions on profits within statutory thresholds. The quantum of these fees is subject to periodic review by the Nomination and Remuneration Committee and the Board to ensure continued alignment with legal guidelines and governance best practices.

Executive Directors, including the Managing Director, are compensated through a balanced mix of fixed components comprising salary, perquisites, and benefits and variable components, such as commissions linked to net profits. This structure is approved by the shareholders and the Board based on the Committee's recommendations to drive performance and long-term value creation. During the financial year under review, Non-Executive including Independent Directors were paid sitting fees of Rs. 1,00,000 for each Board meeting attended and Rs. 75,000 for each meeting of the Audit Committee and the Nomination and Remuneration Committee.

Furthermore, the shareholders at the Annual General Meeting held on July 29, 2025, 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 Non-Executive Directors including Independent Directors.

The details of remuneration paid (including commission due as on 31/03/2026 but not paid, if any) to the Directors (including Independent Directors) for the period of 12 months ended on March 31, 2026 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	-	27.90	-	11.75	39.65
Mr. Lalit Agarwal	Managing Director	142.08	160.61	86.27	-	388.96
Mr. Madan Gopal Agarwal	Whole-time Director	47.00	53.00	-	-	100
Mr. Govind S. Shrikhande	Independent Director	-	22.00	-	11.75	33.75
Mr. Raghuvesh Sarup	Independent Director	-	16.10	-	11.75	27.85
Ms. Shweta Kumar	Independent Director	-	16.20	-	11.75	27.95

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 of the Company 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

Particulars of Senior Management as on March 31, 2026:

a. **Vineet Jain** - Chief Operating Officer

b. **Anand Agarwal** - Chief Financial Officer

c. **Jayesh Kothari** - President (Merchandising)

d. **Jaideep Jaiman** – Chief Digital Officer

e. **Sanjay Sarkar** – Assistant Vice President (Warehouse Operations)

f. **Anjali Goel** - Vice President (Human Resource & CSR)

g. **Dinesh Srivastava** - Vice President (Information Technology)

h. **Nitin Goel** - Vice President (Planning)

l. **Megha Tandon** - Company Secretary & Compliance Officer

The brief Profiles of the Senior Management Personnels can be accessed at https://vmart.co.in/team-leadership/.

Changes in Senior Management:

During the year under review, the following changes took place within the Senior Management cadre:

- **Resignations:** Mr. Snehal Shah, Sr. VP (Projects & Business Development), and Mr. Syed Ali Athar, VP (Skill Development & Training), resigned from the services of the Company effective June 30, 2025, and November 8, 2025, respectively.
- **Superannuation:** Mr. Ramesh Kumar Agarwal, Vice President (Supply Chain Management), retired from the Company upon his superannuation effective November 15, 2025.
- **Appointment:** Mr. Sanjay Sarkar was appointed as Assistant Vice President (Warehouse Operations) effective January 22, 2026.

The Board places on record its appreciation for the valuable contributions made by the outgoing officials during their respective tenures and welcomes the new leadership to the management team.

C. COMMITTEES OF THE BOARD

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders Relationship Committee
- Risk Management Committee
- Corporate Social Responsibility Committee
- Investment Committee

AUDIT COMMITTEE



Govind Shridhar Shrikhande
(Chairperson)

The Audit Committee, presently, comprises 4 Directors, as under:

1. Govind S. Shrikhande
2. Aakash Moondhra
3. Raghuvesh Sarup
4. Shweta Kumar

- The Chief Financial Officer, Statutory Auditors and the Internal Auditors are permanent invitees to the Committee Meetings.
- The Company Secretary acts as the Secretary to the Audit Committee.
- The previous AGM of the Company was attended by the Chairperson of the Audit Committee.

Independence: 75% | Members: 4 | Meetings: 4 | Attendance: 100%

The details of the meetings held during the financial year 2025-26 and attendance of the members of the Committee are detailed below:

Name of Members	Category	Status	Meeting Dates				% of Attendance
			02-05-2025	24-07-2025	10-11-2025	22-01-2026	
Mr. Govind S. Shrikhande	Independent Director	Chairperson	Yes	Yes	Yes	Yes, Video Conference	100
Mr. Aakash Moondhra	Non-Executive Non Independent Director	Chairperson	Yes	Yes, Video Conference	Yes	Yes	100
Mr. Raghuvesh Sarup	Independent Director	Member	Yes	Yes	Yes, Video Conference	Yes	100
Ms. Shweta Kumar	Independent Director	Member	Yes	Yes	Yes	Yes, Video Conference	100

Yes | Video Conference | 100% Attendance

Notes:

1. The intervening period between 2 consecutive Audit Committee meetings was well within the maximum allowed gap of 120 days.

2. There was a requisite quorum in all the meetings of the Audit Committee held during the financial year 2025-26.

Terms of Reference

The Company has constituted an Audit Committee in line with the provisions of Regulation 18 of the SEBI Listing Regulations read with Section 177 of the Companies Act, 2013.

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 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 Crores 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.

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 literate and have relevant experience in financial management.

c. The meetings of the Audit Committee are also attended by the Managing Director, Statutory Auditors, Internal Auditors, Chief Financial Officer & Company Secretary and other senior members of the Finance function of the Company.

d. All the decisions and recommendations made by the Committee during the year were approved by requisite majority by the members of the Committee.

NOMINATION & REMUNERATION COMMITTEE



Shweta Kumar
(Chairperson)

The Nomination & Remuneration Committee, presently, comprises 4 Directors, as under:

1. Shweta Kumar
2. Govind S. Shrikhande
3. Aakash Moondhra
4. Raghuvesh Sarup

- The Company Secretary acts as the Secretary to the Nomination & Remuneration Committee.
- The previous AGM of the Company was attended by the Chairperson of the Nomination & Remuneration Committee.

Independence: 75% | Members: 4 | Meetings: 5 | Attendance: 100%

The details of the meetings held during the financial year 2025-26 and attendance of the members of the Committee are detailed below:

Name of Members	Category	Status	Meeting Dates					% of Attendance
			02-05-2025	24-06-2025	24-07-2025	10-11-2025	22-01-2026	
Ms. Shweta Kumar	Independent Director	Chairperson	Yes	Yes, Video Conference	Yes	Yes	Yes, Video Conference	100
Mr. Govind S. Shrikhande	Independent Director	Member	Yes	Yes, Video Conference	Yes	Yes	Yes, Video Conference	100
Mr. Aakash Moondhra	Non-Independent Director	Member	Yes	Yes, Video Conference	Yes, Video Conference	Yes	Yes	100
Mr. Raghuvesh Sarup	Independent Director	Member	Yes	Yes, Video Conference	Yes	Yes, Video Conference	Yes	100

Yes | Video Conference | 100% Attendance

Notes:

3. The Nomination & Remuneration Committee committee shall meet at least once in a Financial Year.
4. There was a requisite quorum in all the meetings of the Nomination & Remuneration Committee held during the financial year 2025-26.

Terms of Reference

The Company has constituted a Nomination & Remuneration Committee in accordance with provisions of Regulation 19 of SEBI Listing Regulations and Section 178 of the Companies Act, 2013.

GRI 2-19, 2-20

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 directors, 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 agency, 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.

   "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 Chief Executive Officer/Manager."
9. 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.
10. Suggesting to Board/ shareholders changes in the ESPS/ ESOP schemes.
11. 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.

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 recognizes that a robust succession plan is fundamental to organizational resilience and the preservation of long-term stakeholder value. By prioritizing the systematic development of a leadership pipeline, the Company ensures

GRI 2-19, 2-20

that both the Board of Directors and Senior Management remain equipped to navigate the evolving retail landscape without compromising strategic continuity.

To ensure an orderly and seamless transition for critical roles including Executive Directors and Key Managerial Personnel, the Company has institutionalized a comprehensive mechanism that balances institutional wisdom with contemporary expertise. This framework is strategically designed to identify high-potential talent and bridge competency gaps through structured readiness assessments and targeted leadership interventions.

During the year, the Company further refined its assessment of key roles, evaluating potential successors on the basis of functional mastery, strategic foresight, and cultural alignment.

During the year, the appointment of Mr. Sanjay Sarkar as a Senior Management Personnel (SMP) was undertaken as part of the Company's structured succession planning framework. This planned transition underscores the Company's commitment to leadership continuity, internal talent development, and maintaining a strong pipeline of capable professionals to support its future growth and evolving business requirements.

Our development toolkit has been enhanced to include executive coaching, cross-functional exposure, and participation in high-impact strategic initiatives. The Human Resources department maintains a dynamic succession matrix, which is reviewed on a quarterly basis to track readiness timelines and ensure that robust contingency plans are in place for all mission-critical positions.

This framework continues to evolve, encompassing a broader portfolio of roles and integrating more rigorous talent identification protocols. By formalizing the roadmap for leadership readiness, the Company effectively mitigates talent-related risks and strengthens its governance architecture. The Board periodically evaluates the effectiveness of these succession strategies, providing guidance to ensure the pipeline remains aligned with the Company's long-term vision and operational scale.

Our commitment to building a "future-ready" V-Mart is reflected in our investment in internal talent, ensuring a steady influx of capable leaders who are prepared to drive sustained growth and excellence.

RISK MANAGEMENT COMMITTEE

The Risk Management Committee, presently, comprises 3 Independent Directors, as under:



Raghuvesh Sarup
(Chairperson)

1. Raghuvesh Sarup
2. Govind S. Shrikhande
3. Shweta Kumar

- The Company Secretary acts as the Secretary to the Risk Management Committee.
- The previous AGM of the Company was attended by the Chairperson of the Risk Management Committee.

Independence: 100% | Members: 3 | Meetings: 4 | Attendance: 100%

The details of the meetings held during the financial year 2025-26 and attendance of the members of the Committee are detailed below:

Name of Members	Category	Status	Meeting Dates				% of Attendance
			02-05-2025	24-07-2025	10-11-2025	22-01-2026	
Mr. Raghuvesh Sarup	Independent Director	Chairperson	Yes	Yes	Yes, Video Conference	Yes	100
Mr. Govind S. Shrikhande	Independent Director	Member	Yes	Yes	Yes	Yes, Video Conference	100
Ms. Shweta Kumar	Independent Director	Member	Yes	Yes	Yes	Yes, Video Conference	100

Yes | Video Conference | 100 100% Attendance

Notes:

The Risk Management Committee shall meet at least twice in a Financial Year.

There was a requisite quorum in all the meetings of the Risk Management Committee held during the financial year 2025-26.

Terms of Reference

The Company has constituted a Risk Management Committee in accordance with provisions of Regulation 21 of SEBI Listing Regulations and Section 134 of the Companies Act, 2013.

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 two hundred and ten 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.

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.

c. All the decisions taken and recommendations made by the Committee during the year were approved by requisite majority by the members of the Committee.

STAKEHOLDERS RELATIONSHIP COMMITTEE



Shweta Kumar
(Chairperson)

The Stakeholders Relationship Committee, presently, comprises 3 Directors, as under:

1. Shweta Kumar
2. Lalit Agarwal
3. Madan Gopal Agarwal

- The Company Secretary acts as the Secretary to the Stakeholders Relationship Committee.
- The previous AGM of the Company was attended by the Chairperson of the Stakeholders Relationship Committee.

Independence: 33.33% | Members: 3 | Meetings: 3 | Attendance: 100%

The details of the meetings held during the financial year 2025-26 and attendance of the members of the Committee are detailed below:

Name of Members	Category	Status	Meeting Dates			% of Attendance
			02-05-2025	10-11-2025	22-01-2026	
Ms. Shweta Kumar	Independent Director	Chairperson	Yes	Yes	Yes, Video Conference	100
Mr. Lalit Agarwal	Managing Director	Member	Yes	Yes	Yes	100
Mr. Madan Gopal Agarwal	Whole Time Director	Member	Yes	Yes	Yes	100

Yes | Video Conference | 100% Attendance

Notes:

3. The Stakeholders Relationship Committee shall meet at least once in a Financial Year.

4. There was a requisite quorum in all the meetings of the Stakeholders Relationship Committee held during the financial year 2025-26.

Terms of Reference

The Company has constituted a Stakeholders Relationship Committee in accordance with provisions of Regulation 20 of SEBI Listing Regulations 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.

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.

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, 2026	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. Ms. Megha Tandon, Company Secretary, being the Compliance Officer of Company, is responsible for the redressal of grievances of the Shareholders.

c. 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



Raghuvesh Sarup
(Chairperson)

The Corporate Social Responsibility Committee, presently, comprises 4 Directors, as under:

1. Raghuvesh Sarup
2. Lalit Agarwal
3. Madan Gopal Agarwal
4. Aakash Moondhra

- The Company Secretary acts as the Secretary to the Corporate Social Responsibility Committee.
- The previous AGM of the Company was attended by the Chairperson of the Corporate Social Responsibility Committee.

Independence: 25% | Members: 4 | Meetings: 4 | Attendance: 100%

The details of the meetings held during the financial year 2025-26 and attendance of the members of the Committee are detailed below:

Name of Members	Category	Status	Meeting Dates				% of Attendance
			02-05-2025	24-07-2025	10-11-2025	22-01-2026	
Mr. Raghuvesh Sarup	Independent Director	Chairperson	Yes	Yes	Yes, Video Conference	Yes	100
Mr. Lalit Agarwal	Managing Director	Member	Yes	Yes	Yes	Yes	100
Mr. Madan Gopal Agarwal	Whole Time Director	Member	Yes	Yes	Yes	Yes	100
Mr. Aakash Moondhra	Non-Independent Director	Member	Yes	Yes, Video Conference	Yes	Yes	100

Yes | Video Conference | 100% Attendance

Notes:

1. There was a requisite quorum in all the meetings of the Corporate Social Responsibility Committee held during the financial year 2025-26.

Terms of Reference

In accordance with Section 135 of the Companies Act, 2013 read with (Corporate Social Responsibility Policy) Rules, 2014 (as amended from time to time), 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.

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. Carry out assessment of any CSR activities either on its own or through CSR STECO or any external agency.
5. Delegate powers to CSR STECO to do necessary compliance under the CSR provisions.
6. Recommend Annual Operating Plan to the Board of Directors for their approval.
7. 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.
8. Meet at least twice in a year and as many additional times as the Committee may consider necessary to carry out is duties effectively
9. 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.
10. Review the reports of CR STECO of new projects or findings or any investigation.
11. Take any other steps required under statutory obligations.
12. Develop internal operating structure and transparent monitoring mechanism; and
13. 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.

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



Lalit Agarwal
(Chairperson)

The Investment Committee, presently, comprises 4 members, as under:

1. Lalit Agarwal
2. Madan Gopal Agarwal
3. Govind S. Shrikhande
4. Anand Agarwal

- The Company Secretary acts as the Secretary to the Investment Committee.
- The previous AGM of the Company was attended by the Chairperson of the Investment Committee.

Independence: 25% | Members: 4 | Meetings: 1 | Attendance: 100%

The details of the meetings held during the financial year 2025-26 and attendance of the members of the Committee are detailed below:

Name of Members	Category	Status	Meeting Dates 02-05-2025	% of Attendance
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

Yes | Video Conference | 100% Attendance

Terms of Reference

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 reenactment(s) thereof and other matters incidental thereto.

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.

D. GENERAL BODY MEETINGS

ANNUAL GENERAL MEETING

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
2024-25	Tuesday, July 29, 2025	11:00 A.M.	Meeting held through Video Conferencing/ Other Audio Visual Means	1 Approval for the revision in the remuneration of Mr. Lalit Agarwal, (DIN: 00900900) Managing Director of the Company. 2. Approval for the revision in the remuneration of Mr. Madan Gopal Agarwal (DIN: 02249947), Whole Time Director of the Company.
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

All the resolutions were approved by the shareholders of the company during the last 3 years.

EXTRAORDINARY GENERAL MEETING

During the period of the last four years, no Extra-Ordinary General Meeting of the members was held.

POSTAL BALLOT

During the Financial Year 2025-26, the following ordinary resolutions were passed by the shareholders by the requisite majority by way of postal ballot through e-voting.

Date of postal ballot notice	Resolutions passed	Voting results	Approval date	Scrutinizer
May 08, 2025	Increase in Authorised Share Capital and consequent alteration to the Capital Clause of the Memorandum of Association	Voting in favour: 99.98% Voting against: 0.02%	June 12, 2025	Mr. Vineet K Chaudhary (Membership No. F5327and C.P. No. 4548), VKC & Associates (Peer Review Certificate No.: 6406/2025), Company Secretaries
	Issue of Bonus Shares	Voting in favour: 98.51% Voting against: 1.49%		

The voting results are made available on our website at https://vmart.co.in/wp-content/uploads/babaf381-4b16-46a3-8835-8372eaf7d9bd.pdf.

Procedure for postal ballot

In compliance with Regulation 44 of the Listing Regulations, Sections 108, 110, and other applicable provisions of the Act read with the Rules issued thereunder and the General Circulars issued in this regard by the Ministry of Corporate Affairs ("MCA"), the Company provided electronic voting facility to all its members. The Company had engaged the services of KFin Technologies Limited (Registrar & Transfer Agent) for the purpose of providing electronic voting facility to all its members.

The Postal Ballot Notice was sent to the members in electronic form at their email addresses registered with the Depositories/KFin Technologies Limited, the Company's Registrar and Share Transfer Agent.

The Company had also published a notice in the newspapers declaring the details of completion of dispatch, e-voting details, and other requirements in terms of the Act read with the Rules issued thereunder and the Secretarial Standards issued by ICSI. Voting rights were reckoned on the paid-up value of shares of the Company registered in the names of the shareholders as on the cut-off date. The notice of aforesaid Postal Ballots is available on the Company's website at https://vmart.co.in/wp-content/uploads/V-Mart-Postal-Ballot-Notice.pdf.

The Scrutinizer submitted his report to the Company Secretary based on the authorisation by the Chairperson of the Company, after the completion of scrutiny and the consolidated results of the voting by Postal Ballot were then announced by the Company Secretary. The voting results pursuant to Regulation 44(3) of the Listing Regulations and Section 108 of the Act read with the Companies (Management and Administration) Rules, 2014, and Scrutinizer's Report on remote e-voting were placed on the Company's website at https://vmart.co.in/wp-content/uploads/babaf381-4b16-46a3-8835-8372eaf7d9bd.pdf and were also available on the website of the stock exchanges.

E. INFORMATION TO SHAREHOLDERS

CIN	L51909DL2002PLC163727	
Registered Office Address	610-611, Guru Ram Dass Nagar, Main Market, Opp. SBI Bank, Laxmi Nagar, New Delhi - 110092.	
Corporate Office Address	As on March 31, 2026, the Company's corporate office was situated at Plot No. 862, Udyog Vihar, Industrial Area, Phase V, Gurgaon – 122016 (Haryana). Further, with effect from April 29, 2026, the Company has shifted its corporate office to Plot No. 90-D, Sector-18, Udyog Vihar, Gurugram – 122015 (Haryana).	
Annual General Meeting	Thursday, July 30, 2026 at 11:00 AM (IST) through Video Conferencing/Other Audio Visual Means *[Deemed venue for meeting: Registered Office of the Company]*	
Financial Year	April 1, 2025 to March 31, 2026	
Listing Details	**NATIONAL STOCK EXCHANGE OF INDIA LIMITED** "Exchange Plaza" Bandra-Kurla Complex Bandra (E), Mumbai-400 051 Scrip Code: VMART	**BSE LIMITED** Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400 001 Scrip code: 534976
	The Securities of the Company were listed on both Stock Exchange throughout the year.	
ISIN for Depositories	INE665J01013	

Payment of 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.

Payment of Depository Fees: Annual Custody/Issuer fees is being paid by the Company within the due date of the invoices received from National Securities Depository Limited ("NSDL") and Central Depository Services (India) Limited ("CDSL").

DIVIDEND

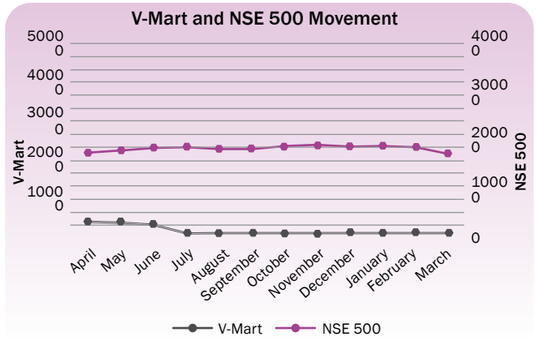
The Board of Directors of the Company has recommended a dividend of Rs. 1 per equity share, subject to approval of shareholders at the ensuing Annual General Meeting. The dividend, if approved, at the ensuing Annual General Meeting, will be paid/ credited to those members/ beneficial owners whose names appear on the register of members/depository records as on July 17, 2026 (record/ cut-off Date) The dividend, if approved, at the ensuing Annual General Meeting, shall be paid within stipulated time as prescribed under the applicable law.

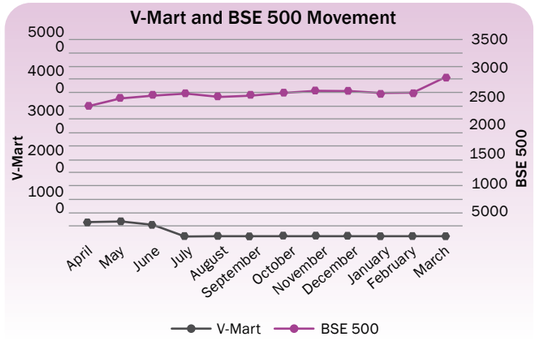
STOCK MARKET DATA

Monthly High and Low Share Price of V-Mart Retail Ltd. for the 2025-26 at BSE and NSE

Month	Bombay Stock Exchange (BSE)		National Stock Exchange (NSE)	
	High (Rs.)	Low (Rs.)	High (Rs.)	Low (Rs.)
April – 2025	3,439.95	2,876.65	3,421.40	2,864.15
May – 2025	3,649.05	3,054.25	3,597.10	3,055.00
June – 2025	3,849.90	846.25*	3,742.00	845.90*
July – 2025	896.00	749.00	890.75	748.50
August – 2025	799.00	731.60	799.45	731.00
September – 2025	762.70	704.05	759.45	700.00
October – 2025	887.20	700.05	888.00	709.30
November – 2025	878.00	738.95	882.00	738.65
December – 2025	803.30	706.00	803.30	705.00
January – 2026	750.00	551.85	741.80	550.50
February – 2026	660.00	551.00	661.05	550.05
March – 2026	559.00	465.30	563.55	457.90

*Due to the issue of Bonus Shares by the Company, the market price is adjusted accordingly.





REGISTRAR AND SHARE TRANSFER AGENT (RTA)

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

In accordance with Regulation 40(1) of SEBI Listing Regulations and relevant circulars, the Company's shares are traded exclusively in dematerialized form. Consequently, the Company does not entertain any requests for the physical transfer of shares, except in cases of transmission.

Requests for the transmission of shares in physical form, when lodged with the Company's Registrar and Share Transfer Agent (RTA), are processed within the prescribed statutory timelines. To ensure robust oversight, all such transmission requests are first approved by officials authorized by the Board and are subsequently ratified by the Stakeholders Relationship Committee. The Company continues to encourage shareholders holding shares in physical form to convert their holdings into dematerialized form to ensure liquidity and ease of future transactions.

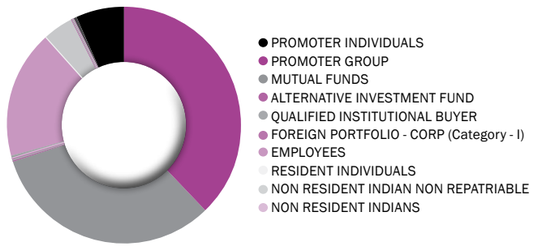
SHAREHOLDING PATTERN

The Shareholding Pattern of the Company as on March 31, 2026 is as follows:

Sl. No	Description	No. of Cases	Total Shares	% Equity
1.	PROMOTER INDIVIDUALS	2	51,58,330	6.49
2.	PROMOTER GROUP	1	2,99,62,692	37.71
3.	MUTUAL FUNDS	19	2,46,46,279	31.02
4.	ALTERNATIVE INVESTMENT FUND	7	3,25,467	0.41
5.	QUALIFIED INSTITUTIONAL BUYER	1	3,47,929	0.44
6.	FOREIGN PORTFOLIO - CORP (Category - I)	97	1,34,38,047	16.91
7.	KEY MANAGEMENT PERSONNEL	2	29,744	0.04
8.	EMPLOYEES	72	2,70,415	0.34
90.	RESIDENT INDIVIDUALS	28,447	45,59,412	5.74
10.	NON RESIDENT INDIAN NON REPATRIABLE	349	1,53,503	0.19
11.	NON RESIDENT INDIANS	453	1,55,283	0.20
12.	BODIES CORPORATES	170	3,45,153	0.43
13.	CLEARING MEMBERS	1	361	0.00
14.	IEPF	2	890	0.00
15.	H U F	403	64,707	0.08
16.	TRUSTS	1	77	0.00
	Total:	**30,027**	**7,94,58,289**	**100**

*with grouping

Shareholding as on March 31, 2026



Distribution Schedule As On March 31, 2026:

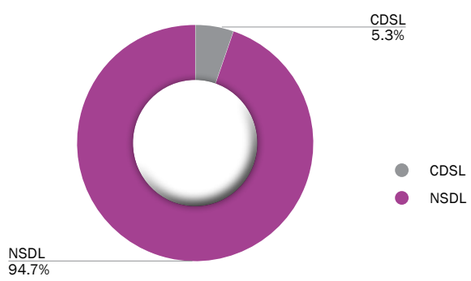
Category (Shares)	No. of Holders	% To Holders	No. of Shares	% To Equity
1-500	29,293	95.89	14,73,071	1.85
501- 1000	575	1.88	4,15,648	0.52
1001- 2000	284	0.93	4,13,012	0.52
2001- 3000	91	0.30	2,25,175	0.28
3001- 4000	63	0.21	2,19,858	0.28
4001- 5000	31	0.10	1,39,624	0.18
5001- 10000	70	0.23	4,91,328	0.62
10001-20000	38	0.12	5,47,650	0.69
20001 & Above	103	0.34	7,55,32,923	95.06
TOTAL:	**30,548**	**100%**	**7,94,58,289**	**100%**

DEMATERIALISATION OF SHARES AND LIQUIDITY

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, 2026:

No. of shares held in dematerialized and physical mode:

Sl. No	Description	Number of Shares	% of Total issued Capital
1	Shares held in dematerialized form in CDSL	42,31,419	5.33%
2	Shares held in dematerialized form in NSDL	7,52,26,870	94.67%
3	Shares held in physical form	0	0
	Total:	**7,94,58,289**	**100**



IEPF COMPLIANCE AND PARTICIPATION IN SAKSHAM NIVESHAK INITIATIVE

Pursuant to Sections 124 and 125 of the Companies Act, 2013 read with the Investor Education and Protection Fund ("IEPF") Rules, dividends remaining unpaid or unclaimed for a period of seven years from the date of transfer to the Unclaimed

Dividend Account are required to be transferred to the IEPF. Further, shares in respect of which dividends remain unclaimed for seven consecutive years or more are also liable to be transferred to the demat account of the IEPF Authority.

During the year under review, the Company issued individual notices and published newspaper advertisements requesting shareholders to claim their unpaid dividends to avoid transfer of related shares and dividends to the IEPF. Details of unclaimed dividends and shares liable for transfer to the IEPF Authority are available on the Company's website at https://vmart.co.in/shareholding-information/.

Further, the IEPF Authority launched a 100-day investor awareness campaign, "Saksham Niveshak", in July 2025 with the objective of facilitating resolution of matters relating to unclaimed dividends, shares transferred to the IEPF, and updation of KYC and nomination details. In support of this initiative, the Company actively participated in the campaign by publishing newspaper advertisements and sending individual communications to shareholders, encouraging them to update their KYC details and claim their unclaimed dividends to avoid transfer of shares/dividends to the IEPF Authority.

In accordance with the IEPF Rules, Mr. Anand Agarwal, Chief Financial Officer, has been designated as the Nodal Officer of the Company.

OUTSTANDING GDRS / ADRS / WARRANTS / OPTIONS

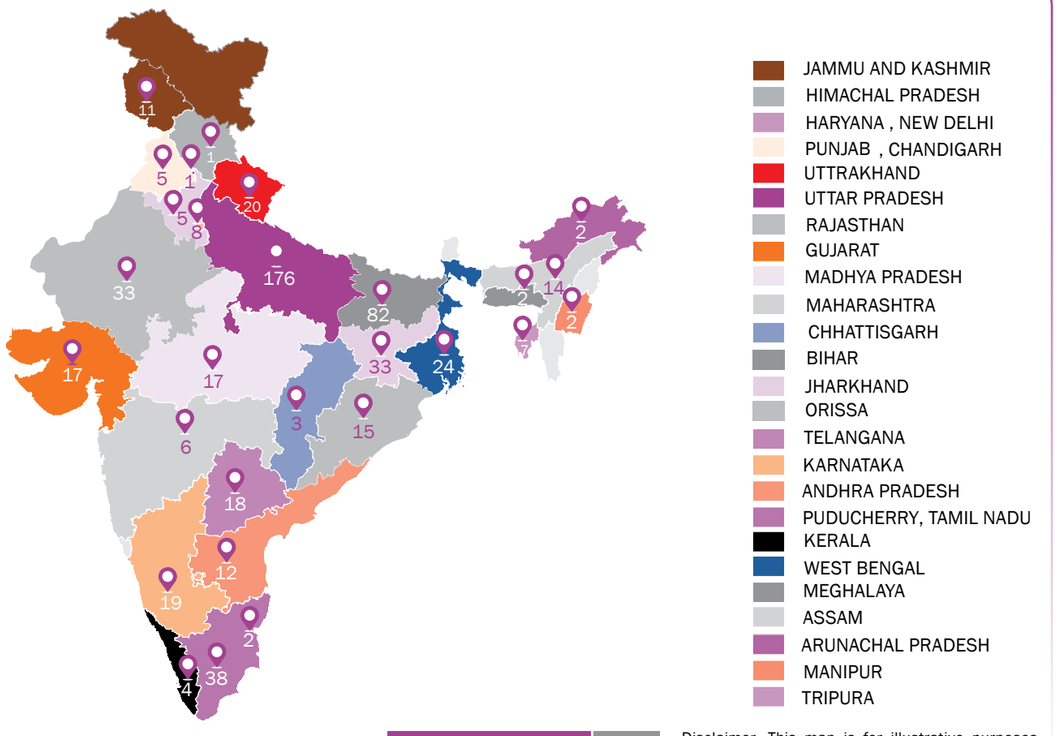
The Company has not issued any GDRs or ADRs or Warrants or Convertible instruments.

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.

LOCATIONS

Details of the store locations are provided below. As the Company is not engaged in manufacturing activities, it does not operate any manufacturing plants. The Company's corporate office is situated in Haryana, while its warehousing infrastructure comprises two strategically located distribution centres in Haryana and Bengaluru that support its nationwide retail network.



Total No. of Stores (as on March 31, 2026)	577

Disclaimer- This map is for illustrative purposes only and represents the store locations.

SHAREHOLDER'S ISSUE

The Company has authorised the Stakeholders Relationship Committee ("SRC") of the Board of Directors to examine and redress shareholder and investor complaints, with the status of complaints reviewed quarterly by the Board. The Company and its RTA regularly monitor investor complaints through the BSE Listing Portal, NSE Electronic Application Processing System ("NEAPS"), SEBI Complaints Redress System ("SCORES"), and Online Dispute Resolution ("ODR") Portal to ensure timely resolution.

Shareholders may contact the officials of the Company as per the escalation matrix provided in the Investor Grievance Redressal Policy, available at https://vmart.co.in/wp-content/uploads/2022/09/Investor_grievance_redressal_Policy_2_1.pdf.

SEBI's revised framework for handling investor complaints through the SCORES platform, as prescribed under Master Circular No. SEBI/HO/MIRSD/POD-1/P/CIR/2024/37 dated 7th May 2024, is available on the Company's website at https://vmart.co.in/wp-content/uploads/SEBI-Circular-dated-20.09.2023-for-Redressal-of-Investor-Grievances-through-SCORES.pdf.

If a grievance remains unresolved after exhausting the mechanisms under the Company's Investor Grievance Redressal Policy, shareholders may initiate dispute resolution through the ODR Portal at smartodr.in. The SEBI circular governing online dispute resolution, bearing Master Circular No. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated 28th December 2023, is also available on the Company's website at https://smartodr.in/login.

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 to the Investor Support Section on the website of the Company.

ANALYST MEETINGS

Analysts may schedule their conference calls and meetings email ir_vmart@vmartretail.com.

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 Regulations, Ms. Megha Tandon, Company Secretary was designated as the Compliance Officer for complying with the requirements of Securities Laws and Listing Regulations with the Stock Exchanges in India.

INVESTOR CONFERENCES/EVENTS

As a listed entity and responsible corporate citizen, the Company recognizes the importance of maintaining regular and transparent communication with the investor community. The Company conducts investor calls following the announcement of quarterly results, which are accessible to all stakeholders. In addition, the management actively participates in various investor meetings and conferences through one-on-one and group interactions in both physical and virtual formats. Details of such interactions are intimated to the stock exchanges and updated on the Company's website.

These engagements aim to keep investors informed about key developments influencing the Company's performance while addressing investor queries and concerns through timely, accurate, and relevant disclosures.

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, 2026:

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

In alignment with the "Green Initiative" introduced by the Ministry of Corporate Affairs (MCA) in 2011 to promote environmental sustainability and reduce paper consumption, the Company continues to support the electronic dissemination of statutory documents. This includes the service of Notices for General Meetings, Annual Reports, and other shareholder communications via electronic mode.

As a responsible corporate citizen, the Company primarily dispatches the Annual Report and meeting notices to shareholders at their registered email addresses. Physical copies of these documents are dispatched only to those shareholders who have specifically requested the same or whose email addresses are not currently registered with the Company or its Registrar and Share Transfer Agent (RTA).

To ensure seamless and timely receipt of all corporate communications, shareholders who have not yet registered their email addresses are encouraged to do so. Registration can be completed through the Company's RTA, **KFin Technologies Limited**, or through the respective Depository Participants

(DPs) for shares held in dematerialized form. This transition to electronic mode not only ensures faster communication but also significantly contributes to our collective efforts toward a greener environment.

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.
Newspaper Publication	The results were published in a leading English business daily and a leading Hindi newspaper within 48 hours of their 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 available to institutional investors and financial analysts are submitted to stock exchanges and uploaded on the website.
"Saksham Niveshak" – Investor Awareness Initiative	During the year, the Company participated in the 100-day "Saksham Niveshak" campaign (July 28 – November 6, 2025) launched by the IEPF Authority. This initiative focused on proactive engagement with shareholders to facilitate the recovery of unclaimed dividends and the updating of KYC, bank mandates, and nominations. To ensure wide outreach, the Company utilized stock exchange disclosures, website updates, and dedicated email communications. All periodic progress reports and the final closure report were successfully submitted to the IEPFA within the stipulated timelines, reinforcing the Company's commitment to investor protection.
Email Communication	The Company maintains proactive communication with its shareholders by sharing financial results through email immediately following the conclusion of the Board Meeting.

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, 2025	July 24, 2025	July 1, 2025 till July 26, 2025
Unaudited financial results for the second quarter and the half year ended September 30, 2025	November 10, 2025	October 01, 2025 till November 12, 2025
Unaudited financial results for the third quarter and the nine months ended December 31, 2025	January 22, 2026	January 01, 2026 till January 24, 2026
Audited financial results for the fourth quarter and the year ended March 31, 2026	May 07, 2026	April 01, 2026 till May 09, 2026

G. DISCLOSURES

NON-DISCRETIONARY

a. 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/Final-RPT-Policy-2.pdf.

b. Details of Non-compliance by the Company

Regulation 29(1)(f) of the SEBI LODR 2015 provides that the listed entity shall give prior intimation of at least two working days in advance, excluding the date of the intimation and date of the meeting to stock exchange about the meeting of the board of directors. The meeting of the board of directors which was held on 02.05.2025 was initially intimated to the stock exchanges on April 23, 2025, subsequently an updated intimation was filed on April 29, 2025, to include an additional agenda for the proposal of a bonus issue. Due to the trading holiday on May 01, 2025 (Maharashtra Day), the "two working days" revised intimation fell short by one day.

Hence, a penalty of Rs. 10,000/- plus GST each was imposed by the National Stock Exchange (NSE) and BSE Limited The Company has taken immediate corrective measures to ensure that such non-compliance does not recur in the future. The Management has committed to strengthening its compliance calendar to account for trading holidays in the future.

c. 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 and professionalism. In line with this commitment and the statutory requirements of the Companies Act, 2013, and SEBI Listing Regulations, a Vigil Mechanism / Whistle Blower Policy has been established. This policy provides a secure and confidential platform for all stakeholders including Directors, Employees, Customers, Vendors, Associates and Suppliers to report concerns regarding suspected fraud, regulatory violations, financial misrepresentation, or breaches of the Company's Code of Conduct.

The primary objective of this mechanism is to encourage the reporting of actual or suspected misconduct without fear of retaliation, victimization, or any form of unfair treatment. To ensure the highest level of independence and trust, protected disclosures may be submitted directly to the Chairperson of the Audit Committee or the designated Vigilance Officer.

Protected Disclosures under the Whistleblower Mechanism may be reported through multiple channels established by the Company. Concerns may be shared via email with the Vigilance and Ethics Officer at vigilance.officer@vmartretail.com. Hard copies of reportable matters may also be submitted to the Vigilance and Ethics Officer/ Chief Financial Officer of V-Mart Retail Limited at the Corporate Office of the Company situated at Plot No. 90-D, Sector 18, Udyog Vihar, Gurugram – 122015, Haryana. In exceptional circumstances, where the Whistle Blower is not comfortable using the above channels, disclosures may be addressed directly to the Chairperson of the Audit Committee at care@vmart.co.in.

The Whistle Blower Policy is available on the Company's website at https://vmart.co.in/wp-content/uploads/Whistle-Blower-Policy-1.pdf.

During the year under review, the Company affirms that no personnel has been denied access to the Audit Committee.

d. Compliance

The Company has complied with all mandatory requirements and adopted non mandatory requirements as mentioned except the details of non-compliance mentioned in Point no. b of Non-Discretionary Disclosures.

e. Material Subsidiary

The Company doesn't have any subsidiary for the year under review.

f. Details Of Utilization Of Funds Raised Through Qualified Institutions Placement

At the 18th Annual General Meeting, the Shareholders authorized the Company to raise up to ₹500 Crores through various permissible modes, including Qualified Institutions Placement ("QIP"), in accordance with applicable SEBI regulations. Pursuant to this approval, the Company, through its Investment Committee, issued and listed 1,530,612 equity shares at ₹2,450 per share, aggregating to ₹375 Crores, on February 3, 2021, to 30 Qualified Institutional Buyers ("QIBs"). Out of the total proceeds, ₹5 Crores were utilized towards QIP expenses and the remaining ₹370 Crores was fully utilized as of December 31, 2022, in line with the objects of the issue.

g. Certificates and Secretarial Compliance

The Company has obtained a certificate from the Practicing Company Secretary confirming that none of the Directors of the Company has been debarred or disqualified from being appointed or continuing as a Director by SEBI, the Ministry of Corporate Affairs, or any other statutory authority. The said certificate forms part of this report as **Annexure II.**

Further, a certificate from the Practicing Company Secretary confirming compliance with the conditions of Corporate Governance as prescribed under Regulation 34(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as **Annexure III** to this report.

The Secretarial Audit Report in Form MR-3, issued pursuant to the provisions of the Companies Act, 2013 and Regulation 24A of the SEBI Listing Regulations, is enclosed as **Annexure D** to the Board's Report. The report is self-explanatory and the qualifications are also mentioned in Point no. b of the Non-Discretionary Disclosures.

Additionally, the Annual Secretarial Compliance Report for FY 2025-26, confirming compliance with applicable SEBI Regulations, Circulars, Guidelines, and Secretarial Standards, was received in accordance with Regulation 24A of the Listing Regulations and is available on the Company's website at https://vmart.co.in/other-disclosures/.

h. CEO/CFO Certification

As required under Regulation 17(8) of the Listing Regulations, the MD & CFO certificate for the financial year 2025-26 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 07, 2026. The said certificate forms part of this report as **Annexure IV.**

i. 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.

j. Details Of The Total Fees Paid To The Statutory Auditors

The Statutory Auditors of the Company, S.R. Batliboi & Co. LLP, were paid remuneration amounting to ₹62 Lakhs towards audit fees for the financial year 2025–26, excluding reimbursement of expenses and applicable taxes.

k. Disclosures In Relation To The Sexual Harassment Of Women At Workplace (Prevention, Prohibition And Redressal) Act, 2013

The disclosure relating to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 has been included in the Board's Report for stakeholders' reference.

l. Details of Loan and Advances

During the year under review, the Company did not grant any loans or advances in the nature of loans to firms or companies in which Directors are interested. Further details are provided in the Financial Statements forming part of this Integrated Annual Report.

m. Compliance with Corporate Governance Requirements

The Company has complied with the applicable requirements of Regulations 17 to 27 and clauses (b) to (i) of Regulation 46(2) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The Company has also complied with all requirements prescribed by the stock exchanges and SEBI relating to capital market matters and corporate governance.

Further, pursuant to Regulation 26(5) of the Listing Regulations, the Senior Management Personnel have confirmed that they do not have any personal interest in material, financial, or commercial transactions that may result in a conflict with the interests of the Company. In addition, in terms of Regulation 26(6) of the Listing Regulations, the Key Managerial Personnel, Directors, members of the Promoter(s) and Promoter Group, and Senior Management Personnel have affirmed that they have not entered into any agreement relating to compensation or profit sharing in connection with dealings in the securities of the Company with any shareholder or third party.

n. Website

The Company ensures timely dissemination of information as required under Regulation 46(2) of the Listing Regulations on its website, www.vmart.co.in. The website contains key information relating to the Company, including financial results, annual reports, investor presentations, press releases, shareholding patterns, and other material updates relevant to shareholders. The Company also ensures that the information hosted on the website remains accurate and updated within the prescribed timelines.

o. 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.

DISCRETIONARY REQUIREMENTS

a. **Separation of Role of Chairperson and Managing Director:** The Company is chaired by a Non-Executive Chairperson, reinforcing the principles of robust corporate governance through a clear separation between Board oversight and executive management. Further strengthening this framework, the Board, based on the recommendation of the Nomination & Remuneration Committee, formally separated the roles of Chairperson and Managing Director at its meeting held on November 8, 2021. This structure promotes balanced and independent decision-making, enhances transparency and accountability, and supports long-term sustainability while safeguarding stakeholder interests.

b. **Shareholders' Rights/Information:** The 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.

c. **Unmodified audit opinions/ reporting:** The Company maintains a robust financial reporting regime, ensuring that all audit opinions whether modified or unmodified are presented to the Board and its respective committees. This practice reinforces transparency and provides the Board with a comprehensive understanding of the Company's financial standing and compliance status.

d. **Meetings of Independent Directors:** The Independent Directors of the Company hold at least one meeting in a financial year without the presence of non-independent directors and members of the management. During the year under review, the Independent Directors met three times, demonstrating their active engagement in strengthening independent oversight and governance practices.

e. **Internal Auditor:** The Company has appointed KPMG Assurance & Consulting Services LLP as its Internal Auditor, reflecting its commitment to an independent and robust internal audit framework rather than an in-house function. The Internal Auditor presents periodic audit reports directly to the Audit Committee, where detailed discussions and reviews are undertaken.

f. **Engagement with Institutional Investors and Analysts:** The Company engages periodically with institutional investors and equity analysts to discuss its performance and business developments. Presentations, if any, shared during such meetings and conference calls are also made available on the Company's website at https://vmart.co.in/investor-call-invitation-investor-presentation/.

g. **Diversity:** The Company remains committed to fostering diversity and inclusivity within its top management. By prioritizing a breadth of varied professional backgrounds, industry experiences, and gender representation, the Company strengthens its decision-making framework and drives long-term organizational success.

h. **Transparency:** Transparency is a core value for the Company, serving as the foundation of stakeholder trust. We maintain authentic and regular communication across the value chain through diverse platforms, including statutory disclosures, certifications, investor conference calls, and dedicated reports. This multi-channel approach ensures that all stakeholders have access to timely and accurate information.

i. **Standard Operating Procedures (SOPs):** The Company has institutionalized a comprehensive suite of SOPs to ensure operational consistency and regulatory compliance. These procedures reduce errors, enhance safety, and drive profitability. During FY 2025-26, the Company maintained 250+ SOPs covering various operational facets, on the basis of which 2600+ audits were conducted to ensure adherence to these standards.

j. **Quarterly mails:** In an effort to ensure proactive disclosure, the Company shares its financial results directly with shareholders via email every quarter. This practice ensures that all members remain informed of the Company's performance within the stipulated statutory timelines.

k. **Weekly Governance Flashcards and Awareness Videos:** The Secretarial Department drives a culture of integrity through Weekly Governance Flashcards and Awareness Videos. These initiatives simplify critical topics such as Insider Trading, Trading Window closures, Contra Trade, Pre-clearance, POSH, Vigil Mechanism and the duties of Designated Persons ensuring regulatory standards are understood across all levels. This proactive outreach effectively mitigates compliance risks while reinforcing ethical conduct throughout the organization.

l. **ESOP Automation Tool:** To ensure precision in managing employee incentives, the Company utilizes a dedicated ESOP tool. This platform automates the granting, vesting, and tracking of stock options, providing real-time updates and ensuring strict compliance with regulatory requirements and transparency for all participants.

m. **Integrated Reporting Framework and BRSR Independent Review:** The Integrated Report has been prepared in accordance with the Integrated Reporting Framework issued by the International Integrated Reporting Council (IIRC), reflecting the Company's commitment to transparent and holistic reporting practices. Further, in line with its focus on environmental and social responsibility, the Company obtained an independent review of its sustainability disclosures. M/s GBAB & Associates, Chartered Accountants, have issued an independent review statement on the Business Responsibility and Sustainability Report (BRSR), forming part of this Annual 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.

A 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 2025-26.

Lalit Agarwal
Managing Director

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

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 Objective

We, M/s GBAB & Associates, Chartered Accountants, have been engaged by the management of V-Mart Retail Limited ("the Company") to independently validate the process adopted by the Company for conducting the performance evaluation of the Board of Directors, its Committees and individual Directors for the financial year ended March 31, 2026.

Our review was limited to examining the process followed by the Company for conducting the evaluation and assessing whether such process is in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations").

Management's Responsibility

The Company's Management and Board of Directors are responsible for designing, implementing and maintaining an appropriate framework and process for conducting the performance evaluation of the Board, its Committees and individual Directors in accordance with applicable laws, regulations and governance requirements.

The Management is also responsible for maintaining adequate records and providing all relevant information and explanations necessary for carrying out our review.

Our Responsibility

Our responsibility is limited to validating the process adopted by the Company for conducting the performance evaluation exercise based on the documents, records and explanations made available to us.

Our review does not extend to expressing any op1ruon or conclusion on the effectiveness, adequacy, outcome, ratings, scores or findings arising from the evaluation exercise conducted by the Company.

Procedures Performed

In carrying out our review, we have performed the following procedures:

- Reviewed the evaluation framework, methodology and questionnaires adopted by the Company.
- Examined the evaluation responses received from Directors and the consolidated evaluation results.
- Reviewed the process adopted by the Company for conducting the evaluation of the Board, its Committees and individual Directors.
- Examined relevant records, documents and information provided by the Company relating to the evaluation exercise.
- Reviewed the notes and records placed before the Nomination and Remuneration Committee and the Board of Directors regarding the evaluation process and outcome.
- Obtained representations from the Management regarding the completeness and accuracy of information provided for our review.

Conclusion

Based on the procedures performed by us and the information and explanations provided by the Management, nothing has come to our attention that causes us to believe that the process adopted by the Company for conducting the performance evaluation of the Board of Directors, its Committees and individual Directors for the financial year ended March 31, 2026 was not carried out in accordance with the applicable provisions of the Companies Act, 2013, the rules made thereunder and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015..

We further note that the Company has adopted a structured mechanism for evaluating the performance of the Board, its Committees and individual Directors. The evaluation was conducted through a questionnaire-based assessment, and the outcome was presented to and discussed by the Nomination and Remuneration Committee and the Board of Directors

Restriction on Use

This report has been prepared solely for the purpose of validating the process adopted by the Company for conducting the performance evaluation exercise and should not be used for any other purpose without our prior written consent.
The procedures performed by us do not constitute an audit, review or assurance engagement in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Accordingly, we do not express any audit opinion, review conclusion or any other form of assurance on the evaluation results or the effectiveness of the Board, its Committees or individual Directors.

We do not accept or assume any responsibility or liability to any person other than the Company in connection with this report

For GBAB & ASSOCIATES
Chartered Accountants
FRN: 031384N

Govind Basaiwala
Partner
Membership No. 062389
UDIN: 26062389NHJYCE5038

Place: Gurugram
Date: 22 June 2026

ANNEXURE-II

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 to issue 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, 2026, 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 requirements of the SEBI Listing Regulations, 2015 (amendments made thereunder). 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: 7512/2025
Firm Registration No.: S2017HR465600
UDIN: F011088H000640959
Date: 17-06-2026
Place: Sonipat

ANNEXURE-III

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

Pursuant to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended

Corporate Identification Number: L51909DL2002PLC163727
Nominal Capital: 95,00,00,000/-

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 ("SEBI Listing Regulations") as amended, for the financial year ended March 31, 2026. 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 examined the Company's relevant records in acccordance 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 to ensure 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 of enabling the Company to comply with the requirement of the above-mentioned SEBI Listing Regulations, 2015. Any other person should not use it 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: 7512/2025
Firm Registration No.: S2017HR465600
UDIN: F011088H000641025
Date: 17-06-2026
Place: Sonipat

ANNEXURE-IV

CERTIFICATION BY MD AND CFO

To,
The Board of Directors,
V-Mart Retail Ltd.,
Plot No. 90-D, Sector 18, Udyog Vihar,
Gurugram – 122015 (Haryana)

Dear Sir/Ma'am,

We hereby certify that:

a. We have reviewed the financial statements and cash flow statement for the fourth quarter and year ended on March 31, 2026 and that to the best of our knowledge and belief:

   I. these statements do not contain any materially untrue statement or omit any material fact or contain statement that might be misleading;

   II. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

b. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the quarter and the year which are fraudulent, illegal or violative of the Company's Code of Conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of the internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

d. We have indicated to the auditors and the Audit Committee:

   I. significant changes in internal control over the financial reporting during the quarter;

   II. significant changes in accounting policies during the quarter and that the same have been disclosed in the notes to the financial statements; and

   III. instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

For **V-Mart Retail Ltd.**

Lalit Agarwal	**Anand Agarwal**
Managing Director	Chief Financial Officer

Place: Gurugram
Date: May 07, 2026



Business Responsibility & Sustainability Report

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

[under Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015]

SECTION A: GENERAL DISCLOSURES

I. Detail of 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 2025-26 (April 01, 2025 to March 31, 2026)
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	₹79,45,82,890 (Seventy-Nine Crores Forty-Five Lakhs Eighty-Two Thousand Eight Hundred and Ninety 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.	Ms. 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

** The Company has shifted its Corporate Office to Plot No. 90-D, Sector-18, Udyog Vihar, Gurugram – 122015 (Haryana) with effect from April 29, 2026*

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%
2		Non-Apparel	10%
3		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	577	7	584
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)	28 States & UTs
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: -

Our company continues to embrace a Value Retailing approach, catering to the discerning needs of budget-conscious and fashion seeking consumers by delivering a seamless omnichannel shopping experience. Through our digital platforms and presence on leading marketplaces, alongside our well-established network of physical stores in Tier II, III, and IV cities across India, we are strategically positioned to meet the rising aspirations of the rapidly expanding young middle-class families and young adults. We provide access to affordable, high-quality fashion choices that empower our consumers to look and feel their best.

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)	11,691	8,431	72%	3,260	28%
2	Other than Permanent (E)	2,238	1,326	59%	912	41%
3	**Total employees (D + E)**	**13,929**	**9,757**	**70%**	**4,172**	**30%**
	WORKERS					
4	Permanent (F)					
5	Other than Permanent (G)			NA		
6	**Total workers (F + G)**					

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)	289	234	81%	55	19%
2	Other than Permanent (E)	46	37	80%	9	20%
	Total Differently Abled Employees (D + E)	**335**	**271**	**81%**	**64**	**19%**
	Differently Abled Workers					
1	Permanent (F)					
2	Other than Permanent (G)			NA		
	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. 2025-26			F.Y. 2024-25			F.Y. 2023-24		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	67%	59%	65%	66%	57%	64%	71%	67%	70%
Permanent Workers	NA								

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 March 31, 2026, the Company does not have any Holding, Subsidiary, Associate Company, 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. 3,78,936 (in Lakhs)
(iii) Net Worth (in Rs.)	Rs. 95,110 (in Lakhs)

*The Company has voluntarily spent Rs. 16 Lakhs in the Financial Year 2025-26.

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- 2025-26 Current Financial Year			FY- 2024-25 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/Stakeholder-Engagement-Policy.pdf	42	0	-	17	0	-

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- 2025-26 Current Financial Year			FY- 2024-25 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
Investors (other than Shareholders)	Yes, https://vmart.co.in/wp-content/uploads/2023/07/Investor-Grievance-Redressal-Policy.pdf	0	0	NA	0	0	NA
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	0	0	NA
Employees and Workers	Yes, https://vmart.co.in/wp-content/uploads/Stakeholder-Engagement-Policy.pdf	298	0	-	239	2	All pending complaints were resolved in FY26
Customers	Yes, https://vmart.co.in/wp-content/uploads/Stakeholder-Engagement-Policy.pdf https://vmart.co.in/contact/	1,30,665	217	All pending complaints were resolved before the approval date of BRSR	1,14,387	161	All pending complaints were resolved in FY26
Value chain partners	Yes, https://vmart.co.in/wp-content/uploads/Stakeholder-Engagement-Policy.pdf https://vmart.co.in/contact/	23,125	16	4 out of the pending complaints were resolved before the approval date of BRSR	37,949	401	
Other (please specify)	-	0	0	-	0	0	-

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues about 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	Driving Customer Trust through Product Quality and Engagement	O	Consistent product quality and meaningful customer engagement remain central to building trust, loyalty and long-term brand value. Serving a customer base of over 194 lakh across Bharat through 500+ stores, maintaining high quality standards alongside responsive and satisfying customer experiences is critical to sustaining footfall, repeat purchase and stakeholder confidence.	NA	Positive
2	Building a Diverse and Future-Ready Workforce	O	A workforce of over ~14,000 employees across stores, warehouses and offices reflects a culture that attracts, develops and retains talent across genders, abilities and career stages critical to productivity, engagement and stakeholder trust. Women represent 30% of the workforce, alongside 335 specially abled persons employed, making diversity a key driver of sustainable growth.	NA	Positive

GRI 2-26,

GRI 2-25,2-26, 3-3

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)
3	Sustainable Supply Chain	R	As a value retailer operating across a large supplier network, supply chain resilience and responsible sourcing are essential for ensuring uninterrupted product availability, quality assurance and stakeholder confidence. ESG-related risks, supply disruptions and evolving regulatory expectations may impact business performance.	The Company continues to strengthen supplier engagement through digital vendor management systems, responsible sourcing practices, supplier capability development initiatives, and enhanced monitoring of supplier performance and compliance requirements.	Negative
4	Climate Strategy & Low-Carbon Pathway	R	Climate change presents both physical and transition risks through potential disruptions to sourcing, logistics, infrastructure and energy availability. Increasing regulatory expectations and stakeholder focus on climate action further reinforce the need for proactive climate management.	The Company has invested in a 700 kWp rooftop solar power plant generating over 2,700 GJ of renewable energy annually, adopted energy-efficient infrastructure, and continues to strengthen its climate risk management and resource efficiency initiatives.	Negative
5	Effective & Efficient Use of Natural Resources	R	Efficient management of water and other natural resources is critical for operational resilience and long-term sustainability. Resource scarcity, rising utility costs, and increasing stakeholder expectations may impact business performance and operating efficiency.	The Company promotes responsible resource management through water conservation and recycling initiatives. During FY 2025-26, over 80 lakh litres of RO reject water were reused across stores, while approximately 40,000 litres of wastewater were recycled through the sewage treatment facility at the Palwal distribution centre, reducing dependence on freshwater resources.	Negative
6	Circular Economy & Waste Reduction	O	Circularity initiatives support responsible consumption, resource efficiency and environmental stewardship while contributing to operational efficiencies. Stakeholders increasingly expect businesses to minimise waste and promote sustainable material use.	NA	Positive
7	Business Ethics & Corporate Governance	O	Strong governance practices, ethical conduct and transparent decision-making are essential for maintaining stakeholder confidence, regulatory compliance and long-term value creation. Robust governance remains a key enabler of sustainable business performance.	NA	Positive
8	Information Security (Cyber & Data Security)	R	With an expanding digital footprint across 500+ stores and growing customer engagement through digital platforms, reinforcing our cyber defense architecture is essential to ensuring data privacy, sustaining operational uptime, and meeting institutional mandates, in addition to the obligations introduced under the DPDP Act.	The Company is strengthening its IT control environment through Board-level oversight of technology and cyber risks, progressive alignment of data privacy and consent management practices with DPDP requirements, periodic vulnerability assessments, and ongoing employee training on data handling and cyber hygiene, reinforcing its commitment to robust Information Technology Governance and Control.	Negative
9	Legal & Regulatory Compliance	R	Compliance with applicable laws, regulations and evolving disclosure requirements is critical to maintaining business continuity, protecting corporate reputation and safeguarding stakeholder trust.	The Company maintains a robust compliance management framework supported by Board oversight, internal controls, periodic reviews, and continuous monitoring of regulatory developments.	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

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
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.	No								
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.	Details of the Company's ESG initiatives and projects are disclosed in the ESG and Capitals sections of the Integrated Annual Report 2026.								

*Website Links of the Policies which are covering each principle and its core elements of the NGRBCs

(a) **V-Mart Ethical Framework**
https://vmart.co.in/wp-content/uploads/2023/07/V-Mart-Ethics-Policy.pdf

(b) **V-Mart Whistler Blower Policy**
https://vmart.co.in/wp-content/uploads/Whistle-Blower-Policy-1.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 Rights Policy**
http://vmart.co.in/wp-content/uploads/2022/09/Human_rights_Policy.pdf

(f) **Prevention of Sexual Harassment Policy**
https://vmart.co.in/wp-content/uploads/Annexure-A-POSH-Policy.pdf

(g) **V-Mart CSR Policy**
https://vmart.co.in/wp-content/uploads/CSR-Policy.pdf

(h) **V-mart Stakeholders Engagement**
https://vmart.co.in/wp-content/uploads/Stakeholder-Engagement-Policy.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**
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/2023/09/V-Mart-Fraud-Prevention-Reporting-Policy.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/Final-RPT-Policy-2.pdf

(s) **Enterprise Risk Management Policy**
https://vmart.co.in/wp-content/uploads/ERM-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 the highest standards of ethics, transparency, and sustainability across its operations. We strive to exceed stakeholder and regulatory expectations while creating long-term value responsibly. We actively work to reduce our environmental footprint through focused initiatives in energy efficiency, waste management, water conservation, and sustainable supply chain practices. Our ESG priorities are embedded in our business strategy, guiding responsible resource use, minimising environmental impact, and strengthening long-term business resilience. Through this approach, we aim to protect the ecosystem and contribute to a more sustainable future.

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, key sustainability-related matters are reviewed and addressed by the Stakeholders Relationship Committee of the Board, chaired by Ms. Shweta Kumar, Independent Director. The Committee's charter includes oversight of relevant sustainability-related matters, enabling structured review and monitoring of the Company's Environmental, Social and Governance (ESG) responsibilities. The Committee functions under the oversight of the Board of Directors and Senior Management, who supervise the Company's Environmental, Social and Governance (ESG) responsibilities.

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 in accordance with applicable 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, in line with the Internal Audit Plan approved by the Audit Committee, KPMG, the Company's Internal Auditors, periodically review key organisational policies, processes and SOPs. To support this, independent SOP auditors systematically identify operational gaps and report process breaches to management to drive necessary improvements and update the corresponding processes and procedures. Additionally, the Internal Control Team conducts periodic internal assessments to evaluate policies.								

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)									

GRI 2-23, 2-24, 3-3

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 programme
Board of Directors	8	During the year, the Board of Directors and Key Managerial Personnel of the Company devoted considerable time to reviewing and deliberating on a wide range of updates covering business operations, regulatory developments, economic trends, and ESG matters.	100%
Key Managerial Personnel	8	During the year, the Board of Directors and Key Managerial Personnel of the Company devoted considerable time to reviewing and deliberating on a wide range of updates covering business operations, regulatory developments, economic trends, and ESG matters.	100%
Employees other than BOD KMPs	211	Company values, ethics, integrity, employee effectiveness, operational discipline, service quality, decision-making capabilities and overall skill development.	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	Assistant Labour Commissioner, Chitrakoot, UP	10,27,676	Received an order passed by labour court for payment of Rs. 10,27,676/- for Non-Payment of Minimum Wages	Yes, the Company has filed a recall application against this order.

	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 Commissioner, UP Chitrakoot Area, Banda	13,74,614	Received an order passed by labour court Banda for payment of Rs.13,74,614/- based on a complaint filed by labour inspector for non-payment of minimum wages & overtime wages as per applicable statute	Yes, the adverse order has been recalled by the Company.
Penalty/ Fine	1	Deputy Labour Commissioner, UP Chitrakoot Area, Banda	11,20,852	Received an order passed by labour court Banda for payment of Rs.11,20,852/- based on a complaint filed by labour inspector for non-payment of minimum wages & overtime wages as per applicable statute	Yes, the adverse order has been recalled by the Company.
Penalty/ Fine	1	Assistant Labour Commissioner, Kasganj, U.P	29,93,034	Received an order passed by labour court Kasganj, UP for payment of Rs. 29,93,034/- based on a complaint filed by the Labour Enforcement Officer, Kasganj, UP. The complaint alleged that the company's establishment was paying its employees less than the prescribed minimum wage as per the Act	Yes, an appeal was filed and the liability was mitigated successfully.
Penalty/ Fine	1	State Tax Officer, Kashmir, Jammu and Kashmir	82,20,971	Demand order for the Financial Year 2021-22 for variance in the ITC claimed by the Company and assessed by Assessing Officer	Yes, the Company has filed an appeal.
Penalty/ Fine	1	Office of the Municipal Council, Banka (Nagar Parishad, Banka), Government of Bihar	10,00,000	The Municipal Council of Banka has issued a notice regarding the unauthorized installation of promotional flex banners on electric poles within the city limits.	Yes, an appeal was filed.
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. 10,27,676/- for Non-Payment of Minimum Wages	Assistant Labour Commissioner, Chitrakoot, UP
Received an order passed by labour court Banda for payment of Rs.13,74,614/- based on a complaint filed by labour inspector for non-payment of minimum wages & overtime wages as per applicable statute	Labour Commissioner, UP Chitrakoot Area, Banda
Received an order passed by labour court Banda for payment of Rs.11,20,852/- based on a complaint filed by labour inspector for non-payment of minimum wages & overtime wages as per applicable statute	Deputy Labour Commissioner, UP Chitrakoot Area, Banda
Received an order passed by labour court Kasganj, UP for payment of Rs. 29,93,034/- based on a complaint filed by the Labour Enforcement Officer, Kasganj, UP. The complaint alleged that the company's establishment was paying its employees less than the prescribed minimum wage as per the Act	Assistant Labour Commissioner, Kasganj, U.P
Demand order for the Financial Year 2021-22 for variance in the ITC claimed by the Company and assessed by Assessing Officer	State Tax Officer, Kashmir, Jammu and Kashmir
The Municipal Council of Banka has issued a notice regarding the unauthorized installation of promotional flex banners on electric poles within the city limits.	Office of the Municipal Council, Banka (Nagar Parishad, Banka), Government of Bihar

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, our Code of Conduct and Ethics Framework sets out stringent standards governing anti-corruption and anti-bribery practices. We are fully committed to complying with all applicable laws and regulations across the jurisdictions in which it operates.

Integrity and ethical conduct are fundamental to our Company's values. We follow a zero-tolerance approach towards bribery and corruption and reinforces compliance through regular communication and dissemination of key policies, including the Code of Conduct, Ethics Framework, Fraud Prevention & Reporting Policy, and guidelines on gifts and hospitality.

These policies apply to all individuals acting on behalf of the Company, including employees, directors, officers, agents, vendors, consultants, and other third parties, thereby underscoring our commitment to ethical business practices, legal compliance, and the prevention of bribery and corruption in any form.

The detailed policies are available on the Company's website at:

- Ethics Policy: https://vmart.co.in/wp-content/uploads/2023/07/V-Mart-Ethics-Policy.pdf
- Code of Conduct: https://vmart.co.in/wp-content/uploads/V-Mart-Code-of-Conduct-1-1.pdf
- Fraud Prevention & Reporting Policy: https://vmart.co.in/wp-content/uploads/V-Mart-Fraud-Prevention-Reporting Policy-Final.pdf

Note: The Company's Anti-Bribery provisions are incorporated within the Ethics Framework, and Anti-Corruption provisions form part of the 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-2025-26 Current Financial Year	FY-2024-25 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-2025-26 Current Financial Year		FY-2024-25 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, as there were no instances of corruption or conflicts of interest during the reporting period that required action by regulators, law enforcement agencies, or judicial institutions.

8. Number of days of accounts payables ((Accounts payable*365) / Cost of goods/services procured) in the following format:

Particulars	FY-2025-26 (Current Financial Year)	FY-2024-25 (Previous Financial Year)
Number of days of accounts payables*	74	77**

*Number of days of account payable= Avg. Trade Payable for goods/ Purchases*365

** The amount pertaining to 'Supplier Finance Arrangement' has been reclassified from 'Trade Payables' to 'Other Financial Liabilities'. For further information, please refer to Note no. 1(p) of the Notes to Financial Statements.

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 2025-26 (Current Financial Year)	FY 2024-25 (Previous Financial Year)
Concentration of Purchases	a. Purchases from trading houses as % of total purchases	40%	35%
	b. Number of trading houses where purchases are made from	974	1,224
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	81%	77%
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)	0.04%	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

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 programme
0	NA	0%

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, the Company requires all directors to disclose any interests or concerns in other companies, bodies corporate, firms, or associations of individuals, including any changes in their shareholding, in the manner prescribed under applicable laws.

   Any director who, directly or indirectly, is interested in a contract or arrangement entered into or proposed with:

   A. a body corporate in which the director, alone or together with other directors, holds more than two percent shareholding or serves as a promoter, manager, or Chief Executive Officer, or

   B. a firm or other entity in which the director is a partner, owner, or member, is required to disclose the nature of such interest at the relevant Board meeting.

   Such directors abstain from participation in the discussion and decision-making on the concerned matter.

   These disclosures are recorded in a register maintained in accordance with the Companies Act, 2013, and are placed before the Board for its noting.

2. The Company has established mechanisms under its Code of Conduct to identify potential conflicts of interest, and the procedures for managing or mitigating such conflicts are detailed in V-Mart's Ethics Policy, 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 2025-26	Previous Financial Year 2024-25	Details of improvements in Environmental and Social impacts
R&D	0	0	NA
Capex	1.2%	0	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?
   51%

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.

The Company integrates sustainability into all aspects of its operations, aiming to lead in sustainable fashion while creating long-term stakeholder value. It focuses on responsible sourcing, efficient resource use, sustainable packaging, reduced polybag consumption, eco-friendly dyeing, and lower water usage in denim production. Every product includes at least one sustainable feature.

It promotes circular practices by reusing packaging materials, with around 21 lakh cartons (90%) reused in this financial year which significantly reduces waste. Waste such as paper, plastic, and metal is segregated and recycled through authorised vendors, while some scrap is used internally to minimise new material use. E-waste and the minimal hazardous waste generated are handled responsibly through authorised channels. The Company also encourages reuse and recycling of fabric waste and promotes reduction in plastic usage across operations.

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.

The Company is currently reviewing the applicability of the relevant EPR provisions and is taking steps to address the associated compliance requirements.

LEADERSHIP INDICATORS

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
Not applicable. The Company operates in the retail sector and does not undertake manufacturing or processing activities. The Company primarily procures finished goods from suppliers and retails them through its store network. Accordingly, the Company has not conducted Life Cycle Assessments for any products/services within its operational boundary during the reporting period.					

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	~90% carton reuse rate by reusing ~21 lakh cartons, significantly reducing the need for new cartons and shrink-wrap consumption.
Plastic Polybags	High plastic consumption; non-biodegradable packaging	Eliminated ~1.4 crore polybags via sustainable packaging transition.
Waste reduction	Resource depletion and waste from discarded store fixtures	Production of over 27 Lakh garments using recycled fabrics; recycled ~95% fixtures from existing or closed stores for new stores and renovations
Water	Wastewater discharge from RO and STP	RO wastewater reused conserving over 80 Lakh litres annually; STP recycles ~ 40,000 kilolitres of water for landscaping.
Paper	Excessive usage of paper in registers and disposables	Digitised operations through e-registers and digital invoicing, reducing paper consumption.
Electricity Use	Carbon emissions from conventional energy sources	Installed 700 kWp rooftop solar at our warehouse, generating ~2700+ GJ of renewable energy annually; 100% LED lighting at all new stores; Setup of heat control films in new stores with south-west facing facades reduce cooling requirements.

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-2025-26 Current Financial Year	FY-2024-25 Previous Financial Year
-	-	-

Not Applicable. The Company operates in the retail sector and does not undertake manufacturing activities or provide services involving production processes. The Company primarily procures finished merchandise from suppliers and retails the same through its store network. Accordingly, measurement of recycled or reused input material as a percentage of total material used in production/service delivery is not applicable to the Company's operations.

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-2025-26 Current Financial Year			FY-2024-25 Previous Financial Year		
	Re-used	Re-cycled	Safely Disposal	Re-used	Re-cycled	Safely Disposal
Plastic (including packaging)	0	0	26	0	0	14
E-Waste	0	0	6	0	0	0
Hazardous Waste	0	0	0	0	0	0
Other Waste	3,652	0	711	1,701	0	805

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
-	-

GRI 301-2, 301-3

GRI 301-2, 301-3, 306-4, 306-5

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	8,431	8,431	100%	8,431	100%	0	0%	2,479	29%	NA	NA
Female	3,260	3,260	100%	3,260	100%	3,260	100%	0	0%	NA	NA
Total	**11,691**	**11,691**	**100%**	**11,691**	**100%**	**3,260**	**28%**	**2,479**	**21%**	**NA**	**NA**
Other than Permanent Employees											
Male	1,326	1,326	100%	1,326	100%	0	0%	186	14%	NA	NA
Female	912	912	100%	912	100%	912	100%	0	0%	NA	NA
Total	**2,238**	**2,238**	**100%**	**2,238**	**100%**	**912**	**41%**	**186**	**8%**	**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											**-**

c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

	FY-2025-26 Current Financial Year	FY-2024-25 Previous Financial Year
Cost incurred on wellbeing measures as a % of total revenue of the company	0.06%	0.17%

2. Details of retirement benefits for Current Financial Year and Previous Financial Year.

Benefits	FY-2025-26 Current Financial Year			FY-2024-25 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%	NA	YES
Gratuity	100%	NA	YES	100%	NA	YES
ESI	83%	NA	YES	84%	NA	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, several of our stores provide easy access for differently-abled individuals. The stores that are located in malls are equipped with elevators and infrastructure to support accessibility for differently-abled employees and workers.

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, the Company has established a Code of Conduct to guide workplace culture and uphold ethical standards, and has also implemented a Human Rights Policy reinforcing its strong commitment to equal opportunity, dignity, and fair treatment for all.

Key principles include:

- The Company is committed to providing equal opportunities to all employees.
- Discrimination on any grounds including caste, religion, marital status, gender, sexual orientation, age, disability, or any other category protected by applicable law is strictly prohibited.
- Recruitment, coaching, and promotion decisions are made solely based on performance, merit, competence, and potential.

The link for the policies are mentioned below:

1. Ethics framework: https://vmart.co.in/wp-content/uploads/2023/07/V-Mart-Ethics-Policy.pdf
2. Human Rights policy: https://vmart.co.in/wp-content/uploads/2022/09/Human_rights_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	98%	71%	0	0
Female	45%	31%	0	0
Total	**81%**	**60%**	**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 constituted an Ethics Committee responsible for ensuring that workplace practices are aligned with the Code of Conduct. Employees can raise their grievances, anonymously or otherwise, by contacting Ethics Committee members directly or via email at speakup@vmart.co.in, ic@vmart.co.in.

7. **Membership of employees and workers in association(s) or unions recognized by the listed entity:**

Category	FY-2025-26 Current Financial Year			FY-2024-25 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	**11,691**	**0**	**0**	**10,912**	**0**	**0**
Male	8,431	0	0	8,171	0	0
Female	3,260	0	0	2,741	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-2025-26 Current Financial Year					FY-2024-25 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	9,757	9,757	100%	9,695	99%	9,016	9,016	100%	8,914	99%
Female	4,172	4,172	100%	4,146	99%	3,169	3,169	100%	3,108	98%
Total	**13,929**	**13,929**	**100%**	**13,841**	**99%**	**12,185**	**12,185**	**100%**	**12,022**	**99%**
				Workers						
Male										
Female				NA						
Total										

9. **Details of performance and career development reviews of employees and workers:**

Category	FY- 2025-26 Current Financial Year			FY- 2024-25 Previous Financial Year		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
		Employees				
Male	9,757	6,606	68%	9,016	5,856	65%
Female	4,172	2,387	57%	3,169	1,871	59%
Total	**13,929**	**8,993**	**65%**	**12,185**	**7,727**	**63%**
		Workers				
Male						
Female			NA			
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, considering the nature of its operations, there are no significant occupational health and safety risks. The Company has established policy (Environmental, Health and Safety Policy) with supporting processes to ensure employee safety and well-being. Safety incidents are monitored by the Admin Team in coordination with the Internal Control team and are reported to management on a case-by-case basis. The Company also conducts safety awareness sessions, fire safety training, evacuation drills, and mock drills to enhance employee preparedness.

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-2025-26 Current Financial Year	FY-2024-25 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 places a significant focus on the health, safety, and overall physical and mental well-being of its employees, recognising them as critical to the Company's success and growth, as outlined in its Environment, Health, and Safety Policy. The Company is committed to maintaining a safe and secure workplace, proactively preventing injuries and illnesses, and continuously mitigating risks and hazards.

Key measures implemented to address occupational health and safety impacts include:

GRI 2-7, 2-8, 404-1,404-2

GRI 2-7, 2-8, 3-3, 403-6, 403-9, 403-10, 404-3

- Providing medical assistance to employees.
- Ensuring First Aid Boxes are available at all stores and company premises.
- Maintaining fire detection, alarm, and suppression systems.
- Conducting regular mock drills for fire and medical emergencies.
- Installing CCTV cameras and other security systems across all office floors.
- Organising awareness campaigns on health and safety topics such as fire safety, road safety, and emergency evacuation procedures.
- Providing training to employees and contractors on workplace hazards, associated risks, and preventive measures.

13. Number of complaints on the following made by employees and workers: -

Category	FY-2025-26 Current Financial Year			FY-2024-25 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	0

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 provides comprehensive training to its retail store staff, as well as Managerial and leadership personnel, covering functional expertise, leadership development, and safety norms to ensure business continuity.
- Standard Operating Procedures (SOPs) have been implemented across all retail outlets to safeguard the well-being of both employees 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, employees are covered under ESI, Group Life Insurance, and the 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 designed to release payments to third-party manpower service providers, such as security and housekeeping agencies, only upon receipt of proof of monthly payments or deposits to ESIC and PF authorities for staff deployed at Company locations. Furthermore, the Company encourages its value chain partners to comply with statutory obligations, including timely payment of dues, and to regularly verify GST credits and TDS deductions made by these partners.

GRI 2-7, 2-8, 403-9, 403-10

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-2025-26 Current Financial Year	FY-2024-25 Previous Financial Year	FY-2025-26 Current Financial Year	FY-2024-25 Previous Financial Year
Employees	0	0	0	0
Workers	0	0	0	0

No incidents were reported during F.Y. 2025-26 & 2024-25 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, employee skill development and upgradation is a continuous process throughout an individual's tenure with the Company. This approach not only enhances performance during employment but also equips employees with skills that support career opportunities even after their 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	71%
Working Conditions	71%

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.

No significant risks / concerns were found during the year.

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.

Stakeholder assessment and classification are based on criteria such as inclusivity, materiality, responsiveness, impact, interests, expertise on key issues, level of influence, integrity, willingness, and expectations. The Company has identified its key stakeholder groups, which include customers, vendors, suppliers, employees, shareholders, investors, government and regulatory authorities, and the broader community. These stakeholders 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 ensures consistent and effective engagement with these stakeholders through structured communication channels. To maintain accountability, robust grievance redressal mechanisms are in place for customers, employees, and shareholders. Additionally, the Company's corporate social responsibility initiatives include focused efforts to engage and support marginalized stakeholders, reflecting its commitment to inclusive and sustainable value creation.

GRI 2-7, 2-8, 3-3, 403-9, 403-10, 414-1

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, monthly townhalls	• To provide clear strategic direction and keep employees well informed about company initiatives. • To maintain our position as an employer of choice by fostering a safe, supportive, and motivating work environment. • To actively listen to and address the needs and concerns of our team members. • To promote effective career management and create growth opportunities.
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 relevant and timely information to existing and prospective stakeholders. • To effectively manage shareholder expectations and mitigate reputational risk. • To strengthen stakeholder relationships, stay informed of market developments, and support the Company's shareholder targeting strategy. • To uphold high standards of governance and further enhance trust in the Company and its 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 relevant and timely information to both current and prospective stakeholders. • To effectively manage shareholder expectations and safeguard our reputation. • To foster strong relationships, stay informed on market trends, and refine our shareholder targeting strategy. • To uphold high standards of governance and strengthen trust in our brand through transparency and accountability.
Customers	No	**Other** E-mails, SMS, Website, Social Media, Chats, Advertisements, Online Feedback Form, Surveys, Online Reviews, LimeRoad App	**Others** Continuous: V-Mart website; Social Media (LinkedIn, Twitter, Facebook, WABA) Quarterly: Customer satisfaction survey.	• To gain a deep understanding of the client, industry, and key business challenges. • To identify opportunities to enhance our services and product offerings. • To determine the investments and capabilities needed to effectively meet demand. • To improve their livelihoods and overall well-being.
Communities	Yes	E Mails, community meetings, Whatsapp	**Others** As needed transactional meetings; periodic reviews; surveys.	• Regular support is extended to beneficiaries at MKF through free apparel distribution during festive occasions and quarterly visits, ensuring sustained assistance. • Regular visits to check that the funds are being utilised correctly.
Vendors	No	Vendor meet, emails etc.	**Others** Need basis	• Ensure the effective execution of contracts and agreements. • Gather suggestions and feedback to continuously improve services and support the Company's growth. • To ensure a consistent and timely supply of goods and services to support operational needs. • To drive responsible practices across our supply chain, including local sourcing, ethical standards, and environmental sustainability.
Regulators	No	**Other** Stock Exchange Intimations, Regulatory Filings, Website, E-Mails	**Others** Continuous: Stock Exchange Intimations, Regulatory Filings, Website	• To foster open, honest, and transparent relationships while ensuring full compliance with applicable legal and regulatory requirements. • To safeguard our operating licences and minimise operational risk.

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
Government Agencies	No	**Other** Stock Exchange Intimations, Regulatory Filings, Website, E-Mails	**Others** Ad hoc basis: E-Mails	• To build and strengthen relationships with the government, both as a partner in the country's development and as a key client. • To contribute constructively to legislative and policy development processes that may impact the economy and our operations. • To enhance organisational learning through engagement with industry bodies and cross-sectoral organisations. • To leverage business associations as platforms to articulate and advocate our perspectives on critical industry matters. • To influence outcomes and advance shared priorities and common agendas.
Media	No	**Other** Press Release, Interviews, Website, Newspaper	**Others** Continuous: Stock Exchange Intimations, Regulatory Filings, Website	• To utilise the reach and influence of media channels to share our business and corporate citizenship story with stakeholders. • To engage relevant stakeholders and the wider public in ways that positively influence behaviour and support desired business outcomes. • To safeguard 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 engages with stakeholders through various structured platforms and communication channels, including interactions with employees, customers, suppliers, investors, shareholders, and other relevant stakeholders. These engagements are managed by designated functions within the organisation. Key feedback, concerns, and expectations arising from such interactions are consolidated and reviewed by the respective functional teams and senior management. Matters requiring strategic oversight, including significant economic, environmental, social, and governance-related topics, are presented to the Board and/or relevant Board Committees for consideration and guidance.

   The Board receives regular updates on stakeholder feedback, along with proposed initiatives and actions being considered, ensuring informed oversight and alignment with stakeholder expectations at each Board meeting and during Board calls.
   The Board receives regular updates at each meeting on stakeholder feedback, along with proposed initiatives and actions being considered, ensuring informed oversight and alignment with stakeholder expectations.

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. Stakeholder consultations form an integral part of the Company's process for identifying and managing material environmental and social topics. The Company conducts materiality assessments involving relevant stakeholders, including employees, customers, suppliers, investors, and other stakeholders, to understand their expectations and concerns. The inputs received are evaluated and considered while prioritising material topics and strengthening relevant policies, initiatives, and business practices relating to sustainability, employee well-being, customer experience, responsible sourcing, and operational efficiency.

   The Materiality Assessment conducted by the Company is available on the website of the Company at https://vmart.co.in/esg-profile/.

3. **Provide details of instances of engagement and actions taken to address the concerns of vulnerable/ marginalized stakeholder groups.**

   The Company has undertaken several CSR initiatives aimed at supporting vulnerable and marginalized communities, such as:

   - **Community Free School:** Providing education to street and rural children from underserved backgrounds.
   - **Girls Ashram:** Offering education, food, and shelter to orphans, abandoned children, and those in need of care and protection.
   - **Project Pragati Path:** Promote literacy, life skills, and practical learning among underprivileged students through employee-led educational outreach programmes.
   - **Swachh Ganga:** Conducted Ghat clean-up drive to promote river conservation, environmental hygiene, and community engagement.
   - **Plantation Drive:** Conducted sapling plantation activities led by store teams in collaboration with local communities and customers.
   - **Other Human Welfare activities:** Distributed food and necessary items for the under-privileged section of the society, health check-up camps and hygiene awareness programmes.

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-2025-26 Current financial year			FY-2024-25 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	11,691	11,587	99.1%	10,912	10,749	98.5%
Other than permanent	2,238	2,091	93.4%	1,273	1,273	100%
Total employees	13,929	13,678	98.2%	12,185	12,022	98.6%
Workers						
Permanent						
Other than permanent			0			
Total workers						

2. **Details of minimum wages paid to employees and workers, in the following format:**

Category	FY-2025-26 Current Financial Year					FY-2024-25 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	8,431	4,671	55.5%	3,760	44.6%	8,171	3,965	48.5%	4,206	51.4%
Female	3,260	2,397	73.5%	863	26.5%	2,741	1,752	63.9%	989	36.1%
Other than permanent										

Male	1,326	1,190	89.7%	136	10.3%	845	773	91.5%	72	8.5%
Female	912	789	86.5%	123	13.5%	428	373	87.1%	55	12.8%
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)	3	33,75,000	1	27,95,000
KMPs	3	2,95,08,057	1	29,37,920
Employees other than BODs and KMPs	9,788	1,54,824	4,137	1,35,312
Workers	0			

b. **Gross wages paid to females as % of total wages paid by the entity, in the following format:**

	FY-2025-26 Current Financial Year	FY-2024-25 Previous Financial Year
Gross wages paid to females as % of total wages	21%	19%

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 of Human Resources manages the HR function, while the Ethics Committee and Internal Committee handle any human rights issues arising from the Company's operations.

5. **Describe the internal mechanisms in place to redress grievances related to human rights issues.**

We uphold a strict zero-tolerance stance toward any form of human rights violation and are firmly committed to safeguarding and advancing the rights of all employees and stakeholders. A formal internal grievance redressal framework is established, allowing employees and stakeholders to voice concerns to their respective functional heads, the Human Resources team, designated ethics officers, or directly during open-house town hall meetings with the Managing Director.

The Company unequivocally prohibits child labour and any form of violence or abuse, including physical, sexual, psychological, or verbal misconduct. All stakeholders, both internal and external, are provided with 24/7 access to report grievances and anonymously report any breaches of the Human Rights Policy or whistleblowing matters by contacting vigilance.officer@vmartretail.com. Additionally, employees can address any ambiguities by raising their concerns to speakup@vmart.co.in, ic@vmart.co.in.

6. **Number of complaints on the following made by employees and workers:**

Category	FY-2025-26 Current Financial Year			FY-2024-25 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	4	0	Complaints Resolved	8	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	-	0	0	-
Other Human Rights-Related Issues	66	0	Complaints Resolved	41	2	All pending complaints were resolved in FY26

7. **Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:**

	FY-2025-26 Current Financial Year	FY-2024-25 Previous Financial Year
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	4	8
Complaints on POSH as a % of female employees / workers	0.10%	0.25%
Complaints on POSH upheld	3	6

8. **Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.**

The Company has safeguards to protect complainants in discrimination and harassment cases. Under the Whistleblower Policy. Individuals reporting concerns in good faith are protected from retaliation, with confidentiality and anonymity maintained except where legally required, and any retaliatory action is a disciplinary violation. For workplace harassment under the POSH framework, an Independent Internal Committee (IC) conducts impartial, time-bound inquiries and implements interim measures to prevent adverse consequences while ensuring protection and dignity.

As per V-Mart Ethics Framework, the Company protects complainants in discrimination cases through strict adherence to its workplace culture principles. Employees are expected to respect individual differences and make decisions on recruitment, coaching, and promotion solely based on merit, performance, and competence. Any discriminatory behavior is prohibited, and misconduct, including actions that adversely affect colleagues, is subject to disciplinary action. Complaints are investigated confidentially, and employees raising concerns in good faith are safeguarded from retaliation.

9. **Do human rights requirements form part of your business agreements and contracts? (yes/no)**

Yes, human rights clauses are explicitly included in our business agreements with all value chain partners. Furthermore, we actively promote the adoption of sustainable practices throughout the value chains of our suppliers and 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	

GRI 2-7, 2-8, 2-21, 202-1, 405-2

GRI 2-7, 2-8, 3-3, 406-1, 408-1, 409-1

11. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at question 10 above.**

No significant risks/ concerns were identified.

LEADERSHIP INDICATORS

1. **Details of a business process being modified/ introduced as a result of addressing human rights grievances/ complaints.**

Currently, no specific business process has been directly modified or influenced as a result of addressing human rights grievances. However, the Company continues to proactively address human rights issues through ongoing initiatives. Regular refresher training programs are conducted to keep employees informed about relevant matters, promoting awareness and sensitivity across the organization.

2. **Details of the scope and coverage of any human rights due diligence conducted.**

The Company is committed to upholding human rights across its workforce through fair employment practices, adherence to applicable labour standards, workforce onboarding checks, and established grievance redressal mechanisms. This extends to personnel engaged through third-party manpower service providers. Partners who provide us Manpower Services (which form a significant portion of our total employees) are regularly assessed to ensure payment of contractual wages and deposit of all statutory due with respective government authorities.

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, several of our stores provide easy access for differently-abled individuals. All stores located in malls are equipped with elevators and infrastructure to support accessibility for differently-abled visitors.

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	71%
Forced labour/ involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Other-specify	

5. **Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at question 4 above.**

No significant risks/ concerns were identified during the year.

PRINCIPLE 6

BUSINESSES SHOULD RESPECT AND MAKE EFFORTS TO PROTECT AND RESTORE THE ENVIRONMENT

ESSENTIAL INDICATORS

1. **Details of total energy consumption (in joules or multiples) and energy intensity are in the following format:**

Parameter	FY-2025-26 Current Financial Year	FY-2024-25 Previous Financial Year
From Renewable Sources		
Total Electricity Consumption (A)	2,720	2,055
Total Fuel Consumption (B)	0	0
Energy Consumption through Other Sources (C)	0	0
Total Energy Consumed from Renewable Sources (A+B+C)	**2,720**	**2,055**
From Non-Renewable Sources		
Total Electricity Consumption (D)	2,97,151	2,51,594
Total Fuel Consumption (E)	86,976	84,313
Energy Consumption through Other Sources (F)	0	0
Total Energy Consumed from Non-Renewable Sources (D+E+F)	**3,84,127**	**3,35,907**
Total Energy Consumption (A+B+C+D+E+F)	**3,86,847**	**3,37,962**
Energy intensity per rupee of turnover (Total energy consumption / Revenue from operations)	1.02*	1.04*
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	20.76	21.45
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

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 is not subject to the industry classification requirements.

3. **Provide details of the following disclosures related to water in the following format:**

Parameter	FY-2025-26 Current Financial Year	FY-2024-25 Previous Financial Year
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Groundwater	1,73,063	1,53,446**
(iii) Third-party water	1,660	1,001
(iv) Seawater / desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	**1,74,723**	**1,54,447**
The total volume of water consumption (in kilolitres)	1,74,723	1,54,447
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)	9.4	9.8
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 25-26 has been calculated 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

4. Provide the following details related to water discharged:

Parameter	FY-2025-26 Current Financial Year	FY-2024-25 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	-	-
(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)	-	-

*Since, water usage is primarily for human consumption, we do not collate the information on water discharge

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 Company operates a Sewage Treatment Plant (STP) at its Palwal warehouse with a capacity of 1,00,000 litres. Approximately 30,000 litres of water is treated daily, of which about 25,000 litres is reused within the warehouse for flushing, cleaning, and gardening, while around 5,000 litres is drawn separately. The STP maintained an operational efficiency of approximately 88% during FY 2025–26, ensuring effective water reuse with no discharge of untreated wastewater. Sludge and wastewater residues are processed through a filter press and repurposed for composting or used in gardening, supporting sustainable water and waste management practices.

6. Please provide details of air emissions (other than GHG emissions) by the entity in the following format:

Parameter*	Please Specify Units	FY-2025-26 Current Financial Year	FY-2024-25 Previous Financial Year
NOx	Tones	87.88	85.19***
SOx	Tones	0.45	0.48
Particulate Matter (PM)	Tones	0.11	0.11
Persistent Organic Pollutants (POP)	-	-	-
Volatile Organic Compound (VOC)	-	-	-
Hazardous Air Pollutants (HAP)	-	-	-
Others- Please Specify **(Carbon and Its Compounds)	Tones	6,038.8	5,893.9

*The emission for FY 2025-26 has been calculated with reference to the industry standards on reporting of BRSR Core issued by SEBI dated 20th Dec, 2024.

** Carbon and its compounds: - Methane, Carbon Dioxide, Carbon Monoxide, etc.

*** Revision due to a change in the underlying methodology used for calculation

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-2025-26 Current Financial Year	FY-2024-25 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	6,038.8	5,853.9
Total scope 2 emissions (break-up of the GHG into CO2, CH4, N2O, HFCs, PFCs, SF6, NF3, if available)	Metric tonnes of CO2 equivalent	59,099.9	50,039.3
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	0.17
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	3.5	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.

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 Palwal warehouse, which generated approximately 0.76 million kWh (7.6 lakh units) of renewable energy during FY 2025–26, reducing reliance on grid electricity and lowering Scope 2 emissions. Additionally, all new stores are equipped with 100% LED lighting and heat control films to improve energy efficiency and reduce cooling requirements.

9. Provide details related to waste management by the entity in the following format:

Parameter	FY-2025-26 Current Financial Year	FY-2024-25 Previous Financial Year
Total Waste Generated (In Metric Tonnes)		
Plastic Waste (A)	26	14
E-Waste (B)	6	NA
Bio-Medical Waste (C)	NA	NA
Construction and Demolition Waste (D)	NA	NA
Battery Waste (E)	0.5	1
Radioactive Waste (F)	NA	NA
Other Hazardous Waste, Please Specify, if any (G)	0	0
Other Non-Hazardous Waste Generated (H), please specify if any. (Break up by composition, i.e., by Material Relevant to The Sector)	4,363	2,505**
Total (A+B+C+D+E+F+G+H)	**4,396**	**2,520**
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	0.012*	0.008*
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	0.24	0.16
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		

GRI 303-1, 303-2, 303-4, 305-7

GRI 305-1, 305-2, 305-4, 306-1, 306-2, 306-4, 306-5, 306-3

Parameter	FY-2025-26 Current Financial Year	FY-2024-25 Previous Financial Year
(I) Recycled	0	0
(II) Reused	3,652	1,700
(III) Other Recovery Operations	0	0
Total	**3,652**	**1,700**
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	743	0
Total	**743**	**0**

*The numbers are in Metric Tonnes/Lakhs Rupees

**Previous year figures have been reclassified to improve waste categorization.

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 follows a waste hierarchy approach focusing on reduction, reuse, recycling, and responsible disposal. During FY 2025–26, waste generated at warehouse and store levels primarily included packaging material, textile scrap, metal scrap, e-waste, plastic waste, and limited construction debris. A structured carton reuse mechanism achieved approximately 90% reuse efficiency, significantly reducing fresh packaging consumption and supporting circular economy practices. The remaining waste is segregated at source and disposed of through authorised recyclers. No waste is sent to landfill or incineration, reflecting the Company's commitment to responsible waste management. As a retail entity, the Company has minimal exposure to hazardous and toxic chemicals. Any limited hazardous waste, such as e-waste and batteries, is managed through authorised recyclers in compliance with applicable environmental regulations.

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
-	-	-	-	-	-

The entity did not undertake any such project, hence this is Not Applicable.

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-2025-26 Current Financial Year	FY-2024-25 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-2025-26 Current Financial Year	FY-2024-25 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 CO_2 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	Carton Reuse & Circular Packaging Mechanism	Implemented structured carton return and reuse mechanism across warehouse and stores. Approximately 21 lakh cartons reused during FY 2025–26 (~90%).	• Significant reduction in fresh packaging procurement; • strengthened circular economy practices and reduced environmental footprint.
2	STP & RO Water Reuse & Zero Discharge Model	Operated a Sewage Treatment Plant (STP) at our warehouse and reuse of RO wastewater across all stores for utilities and landscaping; no external discharge.	• Achieved Zero Liquid Discharge; • ~40,000 KL water managed and reused through STP; • conserve over 80 Lakh litres of water annually by reusing RO wastewater.
3	Use of recycled fabric for production and reuse of fixtures	Production of garments from recycled fabrics; recycle fixtures from existing or closed stores for use in new stores or for renovations.	• Produced over 27 lakh garments from recycled fabrics; • recycled ~95% fixtures for use in new stores or renovation.
4	Rooftop Solar Installation (Warehouse)	~700 kWp rooftop solar plant installed at warehouse to offset grid electricity consumption.	• Generated ~2700+ GJ of renewable energy annually.
5	Paper Waste Reduction	Elimination of paper registers and shift towards digitization reduces environmental impact and reduces waste	• Digitised operations through e-registers and digital invoicing, reducing paper consumption.
6	Reduction in use of energy	Use of LED lights and introduction of heat control films in all new stores	• 100% use of LED lighting in all new stores; • heat control films in all new stores with south-west facing facades to reduce cooling requirements, eventually reducing the use of energy.
7	Use of sustainable packaging	Eliminate use of polybags and use sustainable packaging options	• Eliminated ~1.4 crore polybags via transition to sustainable packaging.

GRI 302-4,304-2, 305-3, 305-4

5. **Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.**

The Company maintains strong business resilience through a comprehensive Business Continuity Plan (BCP), which encompasses personnel, facilities, and critical IT infrastructure. To ensure seamless operations during disruptions, strategically located Disaster Recovery (DR) sites are in place. These DR sites are subjected to regular testing, with the results reviewed to implement necessary improvements. The overall design of the BCP policies and programs is aimed at strengthening the Company's ability to effectively respond to any unforeseen disasters or events that could impact business continuity.

6. **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 is a fashion garment retailer committed to minimizing its environmental footprint throughout the entire product life cycle. This dedication involves a comprehensive assessment of environmental impacts from the initial design and manufacturing (carried out by external vendors) stages through to inventory management and ultimate waste disposal. The central aim is to ensure the product life cycle is environmentally responsible and sustainable by reducing impact at every operational stage.

7. **Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.**

8% of the vendors were assessed for environmental impacts.

8. **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 1 (One) 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. **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 no adverse orders have been passed against the Company by regulatory authorities.

GRI 2-28, 3-1, 206-1

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)	Actively participating in seminars, conferences, and other forums to engage in meaningful discussions and help shape policies impacting stakeholder interests.	Yes	Whenever Conducted by the associations	https://vmart.co.in/wp-content/uploads/2023/07/V-Mart-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
-	-	-	-	-	-

The Social Impact Assessment is not applicable as the Company did not undertake any projects necessitating such an 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)
-	-	-	-	-	-	-

Rehabilitation and Resettlement (R&R) is currently not applicable as there are no ongoing projects requiring its undertaking.

3. **Describe the mechanisms to receive and redress grievances of the community.**

V-Mart ensures that communities have various avenues to communicate their needs, requirements, and concerns. The company utilizes respective grievance redressal mechanisms to address these matters.

We provide the following channels through which any individual may register a concern or lodge a complaint:

- Customer Care: +91 9027057057, 01246650600 (By phone)
- General Grievance: Email at customercare@vmart.co.in, heretohelp@limeroad.com, speakup@vmart.co.in, info@vmart.co.in, cs@vmart.co.in, ic@vmart.co.in
- Whistle Blower Grievance: Email at vigilance.officer@vmartretail.com
- By Contact Us section in LimeRoad App
- By Whatsapp in response to feedback asked with each digital invoice shared

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY-2025-26 Current financial year	FY-2024-25 Previous financial year
Directly sourced from MSME/ small producers.	53%	53%
Sourced directly from within the district and neighbouring districts*	100%	100%

* PAN India basis

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-2025-26 Current Financial Year	FY-2024-25 Previous Financial Year
Rural	0%	1%
Semi-urban	11%	8%
Urban	35%	63%
Metropolitan	54%	28%

(Place to be 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)
		NA	

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 is dedicated to fostering equal opportunities for all vendors within the dynamic fashion industry, regardless of their caste, creed, gender, or business size. We maintain a fair and inclusive environment, ensuring that vendors capable of meeting market demands receive equal consideration. We actively support small and marginalized vendors by providing them with a platform to sell their products in our stores and business premises. Our ongoing commitment to inclusivity involves consistently implementing initiatives that empower suppliers from vulnerable groups, supporting their growth and success in the fashion sector.

B- From which marginalized /vulnerable groups do you procure?

We are committed to fostering an inclusive and socially responsible business environment by actively procuring goods and services from various marginalized and vulnerable groups, including sourcing from Widows/ Women workers, Non-Governmental Organizations (NGOs), Micro, Small, and Medium Enterprises (MSME), and Self-Help Groups (SHGs). Furthermore, we promote this practice within our supply chain, encouraging our suppliers to also support these underrepresented communities. This commitment helps empower these groups and ensures a more equitable business ecosystem.

C- What percentage of total procurement (by value) does it constitute?

53%

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	71	100
2	Girls Ashram	25	100
3	Project Pragati Path	257	100

GRI 2-26, 413-1

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 is committed to a 'Customer First' organizational culture. We facilitate easy customer access through a range of communication channels, including phone support, WhatsApp, social media platforms, and email. Furthermore, we utilise platforms like Facebook and Twitter to proactively monitor and gather real-time customer feedback.

To ensure timely responses to all customer inquiries, a structured data management system is utilized, supported by established Service-Level Agreements (SLAs). All customer complaints whether relating to products, replacements, billing, staff conduct, hygiene, or corporate matters are promptly handled by the customer care team. For escalated cases, a designated grievance officer takes charge of the complaint, maintaining communication with the customer until a full resolution is achieved.

The Company has implemented INGRAM, a centralised platform that consolidates customer complaints from all channels, enabling management of grievances at a single place while ensuring proper data capture and record maintenance.

Customers can reach out to us to register any concerns through the following channels: -

- Customer Care: +91 9027057057, 01246650600 (By phone)
- General Customer Grievance: Email at customercare@vmart.co.in, heretohelp@limeroad.com
- Whistle Blower Grievance: Email at vigilance.officer@vmartretail.com
- By Contact Us section in LimeRoad App
- 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 2025-26 Current Financial Year		Remarks	FY 2024-25 Previous Financial Year		Remarks
	Received during the year	Pending resolution at the end of the year		Received during the year	Pending resolution at the end of the year	
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	1,30,665	217	All pending complaints were resolved before the approval date of BRSR.	1,14,387	161	All pending complaints were resolved in FY26

For more details, please refer to Question 23 of Section A.

GRI 418-1

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.

Our security framework includes a Segregation of Duties (SOD) Policy. This policy is designed to clearly define and distribute information security management responsibilities across the organization, ensuring every individual understands their role in maintaining information security.

Our information security framework facilitates efficient management of security tasks, including incident response, risk assessment, access control, and ensuring compliance.

We maintain a robust risk management policy that specifically addresses information and cybersecurity risks. This policy establishes a systematic framework for identifying, assessing, and monitoring these potential threats.

We actively mitigate potential threats and safeguard our information assets through the application of effective risk management practices.

(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 2025-26, no issues were reported concerning consumer data privacy, cybersecurity, or the advertising of essential services. Additionally, there were no product recalls. In relation to our products and services, no fines were levied, nor was any regulatory action taken by authorities.

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**

During the Financial Year 2025-26, the entity had no instances of data breaches reported or concerns raised by 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 leverages its LimeRoad.com platform to extend its digital reach and provide customers with a seamless shopping experience. Vmart's product selection is featured in a dedicated section on the LimeRoad website and app, accessible at https://www.limeroad.com/vmart/exclusive.

V-Mart's product collection is promoted by linking them in posts across social media platforms such as Instagram, YouTube, and Facebook.

The Company is expanding its online reach by offering products on Myntra and Flipkart. This allows us to serve customers of these platforms, utilizing its existing network of stores and warehouses for fulfillment.

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

We prioritize transparency and consumer education to ensure a responsible and informed shopping experience. As a step to educate consumers, we provide clear care instructions like washing, drying, and ironing guidance along with essential product details such as size, pattern, colour, and fabric composition on our labels and tags across all consumer touchpoints. This commitment to transparency ensures an 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 ensures that all necessary product information, in accordance with applicable laws such as Legal Metrology, is prominently displayed.

Yes, the Company conducted various customer research activities, including customer surveys and customer data analytics, driven by business needs. These surveys gather customer feedback through online ratings and completed questionnaires provided by the Company.

Financial Statements

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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, 2026, 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, 2026, 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, 2026. 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 12 and 32(II)(e) of the financial statements)	
As at March 31, 2026, the carrying value of inventories amounted to Rs. 98,753 lakhs after considering markdown on account of slow moving, obsolete inventories (including shrinkage) of Rs. 7,264 lakhs. The Company assesses inventory levels at warehouses & stores and further evaluates 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.
Assessment of impairment of goodwill and other intangible assets (as described in note 5 of the financial statements)	
As at March 31, 2026, the financial statements include goodwill of Rs. 150 lakhs and other intangible assets of Rs. 2,820 lakhs acquired on acquisition of LimeRoad business in earlier years. 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.	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. • 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. • 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).

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 the financial 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, 2026, 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, 2026, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2026 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, 2026 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 33 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. As stated in note 14 to the financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members

at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

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's Registration Number: 301003E/E300005

per Anil Mehta
Partner
Membership Number: 095812
UDIN: 26095812KMDITK2804

Place of Signature: Gurugram
Date: May 07, 2026

ANNEXURE '1'

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 are physically verified by the management according to a phased programme designed to cover all the items over a period of three years which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the programme, a portion of the property, plant and equipment has been physically verified by the Management during the year and no material discrepancies have been noticed 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 17 stores	764	166	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, 2026.

(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 the 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 51(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: - Others (Loan to employees)	30
Balance outstanding as at balance sheet date in respect of above cases - Others (Loan to employees)	17

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	181	-	FY 2011-12, 2013-14, 2015-16 and 2016-17	Commissioner Income Tax (Appeals), Kolkata
The Income Tax Act, 1961	Income tax	481	-	FY 2019-20	The Hon'ble High Court of Kolkata
The Income Tax Act, 1961	Income tax	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 2012-13	Excise and Taxation Commissioner (Appeals), Jalandhar
The Central Goods and Services Tax Act, 2017	Goods and service tax	14	-	FY 2017-18	Office of the Appellate Authority Jammu and Kashmir
The Central Goods and Services Tax Act, 2017	Goods and service tax	82	-	FY 2021-22	Office of the Appellate Authority Jammu and Kashmir
Minimum Wages Act, 1948	Minimum Wages	128	-	FY 2014-15, 2015-16, 2022-23, 2023-24, and 2024-25	Deputy Labour Commissioner, Uttar Pradesh and Deputy Labour Commissioner, Jharkhand
Industrial Dispute Act, 1947	Salary and wages	64	-	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 the 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 28(b) 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 28(b) to the financial statements.

For **S.R. Batliboi & Co. LLP**
Chartered Accountants
ICAI Firm's Registration Number: 301003E/E300005

per Anil Mehta
Partner
Place of Signature: Gurugram
Date: May 07, 2026
Membership Number: 095812
UDIN: 26095812KMDITK2804

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, 2026, 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 were 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, 2026, 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's Registration Number: 301003E/E300005

per Anil Mehta
Partner
Place of Signature: Gurugram
Date: May 07, 2026
Membership Number: 095812
UDIN: 26095812KMDITK2804

BALANCE SHEET as at March 31, 2026

CIN - L51909DL2002PLC163727

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Notes	As at March 31, 2026	As at March 31, 2025
ASSETS			
Non-current assets			
Property, plant and equipment	3	58,360	52,741
Capital work-in-progress	4	827	431
Goodwill	5	150	150
Other intangible assets	5	3,057	3,973
Right of use assets	45	75,023	46,988
Financial assets			
Other financial assets	8	5,754	4,618
Income tax asset (net)	9	788	678
Deferred tax assets (net)	10	7,590	8,488
Other non-current assets	11	2,464	2,978
Total non-current assets (A)		**1,54,013**	**1,21,045**
Current assets			
Inventories	12	98,753	98,683
Financial assets			
Investments	6	1,838	505
Cash and cash equivalents	13	1,953	3,942
Loans	7	17	28
Other financial assets	8	3,721	3,997
Other current assets	11	17,695	15,424
Total current assets (B)		**1,23,977**	**1,22,579**
Total assets (A+B)		**2,77,990**	**2,43,624**
EQUITY AND LIABILITIES			
Equity			
Equity share capital	14	7,946	1,980
Other equity	15	87,164	79,038
Total equity (C)		**95,110**	**81,018**
Liabilities			
Non-current liabilities			
Financial liabilities			
Lease liabilities	45	61,348	44,097
Employee benefit obligations	19	1,928	1,700
Total non-current liabilities (D)		**63,276**	**45,797**
Current liabilities			
Financial liabilities			
Borrowings	16	10,001	14,896
Lease liabilities	45	24,410	19,258
Trade payables			
a) total outstanding dues of micro enterprises and small enterprises	17	21,587	19,212
b) total outstanding dues of creditors other than micro enterprises and small enterprises	17	27,510	32,091
Other financial liabilities	18	33,501	29,342
Employee benefit obligations	19	970	743
Current tax liabilities (net)	9	233	76
Other current liabilities	20	1,392	1,191
Total current liabilities (E)		**1,19,604**	**1,16,809**
Total liabilities (F) = (D+E)		**1,82,880**	**1,62,606**
Total equity and liabilities (C+F)		**2,77,990**	**2,43,624**
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's Registration No.: 301003E/E300005

per Anil Mehta
Partner
Membership Number: 095812

Place: Gurugram
Date: May 07, 2026

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

Anand Agarwal
Chief Financial Officer

Lalit Agarwal
Managing Director
DIN No. 00900900

Megha Tandon
Company Secretary
Membership No. F10732

Place: Gurugram
Date: May 07, 2026

STATEMENT OF PROFIT AND LOSS for the year ended March 31, 2026

CIN - L51909DL2002PLC163727

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
INCOME			
Revenue from operations	21	3,78,936	3,25,386
Other income	22	1,504	1,212
Total income (I)		**3,80,440**	**3,26,598**
EXPENSES			
Purchase of traded goods	23	2,48,693	2,30,048
Increase in inventories of traded goods	24	(70)	(17,076)
Employee benefits expense	25	39,488	36,338
Finance costs	26	7,548	13,646
Depreciation and amortisation expense	27	29,705	23,299
Other expenses	28	39,479	38,365
Total expenses (II)		**3,64,843**	**3,24,620**
Profit before exceptional item and tax (III)=(I) - (II)		**15,597**	**1,978**
Exceptional (loss) / gain (IV)	29	(119)	2,418
Profit before tax (V) = (III) + (IV)		**15,478**	**4,396**
Tax expense	30		
Current tax		2,140	7
Tax related to earlier years		33	-
Deferred tax charge/ (credit)		905	(188)
Total tax expense/ (credit) (VI)		**3,078**	**(181)**
Profit for the year (VII)=(V)-(VI)		**12,400**	**4,577**
Other comprehensive income/(loss)			
Items that will not be reclassified to profit or loss:			
Remeasurement loss on net defined benefit obligations	35	(26)	(375)
Income tax effect	30	7	94
Total other comprehensive (loss)/income (net of tax) (VIII)		**(19)**	**(281)**
Total comprehensive income for the year (IX) = (VII)+(VIII)		**12,381**	**4,296**
Earnings per share [nominal value of share Rs. 10 (March 31, 2025: Rs. 10)]	31		
Basic (in Rs.)		15.62	5.78
Diluted (in Rs.)		15.54	5.72
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's Registration No.: 301003E/E300005

per Anil Mehta
Partner
Membership Number: 095812

Place: Gurugram
Date: May 07, 2026

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

Anand Agarwal
Chief Financial Officer

Lalit Agarwal
Managing Director
DIN No. 00900900

Megha Tandon
Company Secretary
Membership No. F10732

Place: Gurugram
Date: May 07, 2026

GRI 207-4

STATEMENT OF CASH FLOWS for the year ended March 31, 2026

CIN - L51909DL2002PLC163727

(All amounts in Rs. Lakhs, unless otherwise stated)

Particulars	Notes	For the year ended March 31, 2026	For the year ended March 31, 2025
A. Operating activities			
Profit before tax		15,478	4,396
Adjustments to reconcile profit before tax to net cash flows:			
Depreciation and amortisation expense	27	29,705	23,299
Finance costs	26	7,548	13,646
Loss on sale/discard of property, plant and equipment (net)	28	21	265
Profit on termination of lease	22	(365)	(232)
Impairment allowance on other assets	28	91	211
Bad debts and advances written off	28	989	84
Exceptional loss/(gain)	29	119	(2,418)
Employee stock option expense	25	903	1,608
Interest income	22	(491)	(409)
Profit on sale of investments (net)	22	(8)	(29)
Fair value gain on investment designated at FVTPL	22	(33)	(35)
Liabilities no longer required, written back	22	(431)	(267)
Operating profit before working capital changes		**53,526**	**40,119**
Changes in working capital :			
Increase in financial assets and loans		(1,959)	(102)
Increase in other assets		(1,796)	(1,612)
Increase in inventories		(70)	(17,076)
(Decrease) / increase in trade payables		(1,775)	5,398
Increase in other financial liabilities		3,743	8,555
Increase / (decrease) in other liabilities		201	(409)
Increase in employee benefit obligations		310	209
Cash flow generated from operations		**52,180**	**35,082**
Income tax paid (net of refunds)		(2,126)	(142)
Net cash flow generated from operating activities (A)		**50,054**	**34,940**
B. Investing activities			
Purchase of property, plant and equipment including other intangible assets, capital work-in-progress and capital advances		(15,993)	(12,382)
Proceeds from sale of property, plant and equipment		74	146
Refund of Stamp duty paid on land		255	-
Payment in respect of right of use assets (lease registration charges)		(463)	(224)
Purchase of investments		(15,999)	(26,673)
Proceeds from sale of investments		14,707	26,702
Interest received		145	131
Movement in bank deposits (net)		(124)	71
Net cash flows used in investing activities (B)		**(17,398)**	**(12,229)**
C. Financing activities			
Proceeds from issue of equity shares including securities premium		871	415
Bonus equity shares issue expenses		(63)	-
Proceeds/ (repayment) from/of short term borrowings (net)		(4,895)	3,896
Payment of principal portion of lease liabilities		(22,958)	(12,226)
Interest on lease liabilities		(4,805)	(11,247)
Finance costs paid		(2,795)	(2,330)
Net cash flows used in financing activities (C)		**(34,645)**	**(21,492)**
D. Net (decrease) / increase in cash and cash equivalents (A+B+C)		**(1,989)**	**1,219**
E. Cash and cash equivalents at the beginning of the year		3,942	2,723
F. Cash and cash equivalents at the end of the year (D+E)		**1,953**	**3,942**

STATEMENT OF CASH FLOWS for the year ended March 31, 2026

CIN - L51909DL2002PLC163727

(All amounts in Rs. Lakhs, unless otherwise stated)

Notes:

1 Refer note 39 for change in liabilities arising from financing activities and for non-cash financing and investing activities.

2 Refer note 28(b) for CSR expenditure incurred during the current year and previous year.

3 **Components of cash and cash equivalents**

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with banks:		
- on current accounts	43	17
- on cash credit accounts	309	1,362
Cash on hand	872	1,859
Credit card and UPI receivables	729	704
Total	**1,953**	**3,942**

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's Registration No.: 301003E/E300005

per Anil Mehta
Partner
Membership Number: 095812

Place: Gurugram
Date: May 07, 2026

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

Anand Agarwal
Chief Financial Officer

Place: Gurugram
Date: May 07, 2026

Lalit Agarwal
Managing Director
DIN No. 00900900

Megha Tandon
Company Secretary
Membership No. F10732

STATEMENT OF CHANGES IN EQUITY for the year ended March 31, 2026

CIN - L51909DL2002PLC163727

(All amounts in Rs. Lakhs, unless otherwise stated)

A. Equity share capital

Particulars	No. of shares (Absolute)	Amount (Rs. In lakhs)
Equity share of Rs. 10 each issued, subscribed and fully paid		
As at April 01, 2024	1,97,76,625	1,978
Issue of equity share capital under Employee Stock Option Scheme (refer note 36)	22,916	2
As at March 31, 2025	**1,97,99,541**	**1,980**
Bonus equity shares issued during the year	5,95,30,353	5,953
Issue of equity share capital under Employee Stock Option Scheme (refer note 36)	1,28,395	13
As at March 31, 2026	**7,94,58,289**	**7,946**

B. Other equity

Particulars (refer note 15)	Reserves and surplus				
	Securities premium account	Amalgamation reserve	Retained earnings	Shares option outstanding account	Total
As at April 01, 2024	48,788	155	23,185	593	72,721
Profit for the year	-	-	4,577	-	4,577
Other comprehensive income (net of tax)	-	-	(281)	-	(281)
Total comprehensive income	**-**	**-**	**4,296**	**-**	**4,296**
Recognition of employee stock option expense (refer note 36)	-	-	-	1,608	1,608
Share premium received against issue of equity shares to employees under ESOP scheme	413	-	-	-	413
As at March 31, 2025	**49,201**	**155**	**27,481**	**2,201**	**79,038**
Profit for the year	-	-	12,400	-	12,400
Other comprehensive loss (net of tax)	-	-	(19)	-	(19)
Total comprehensive income	**-**	**-**	**12,381**	**-**	**12,381**
Recognition of employee stock option expense (refer note 36)	-	-	-	903	903
Transfer from share option outstanding account on exercise of options	1,031	-	-	(1,031)	-
Capitalisation of securities premium on issue of bonus equity shares	(5,953)	-	-	-	(5,953)
Bonus equity shares issue expenses	(63)	-	-	-	(63)
Share premium received against issue of equity shares to employees under ESOP scheme	858	-	-	-	858
As at March 31, 2026	**45,074**	**155**	**39,862**	**2,073**	**87,164**

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's Registration No.: 301003E/E300005

per Anil Mehta
Partner
Membership Number: 095812

Place: Gurugram
Date: May 07, 2026

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
Membership No. F10732

Place: Gurugram
Date: May 07, 2026

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 (BSE) and National Stock Exchange (NSE). The Company retails readymade garments, accessories, etc. and is engaged in the business of "Value Retailing" through the chain of retail 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. 90-D, Sector 18, Udyog Vihar, Gurugram, Haryana – 122015.

The financial statements were approved for issue in accordance with a resolution passed by the Board of Directors of the Company on May 07, 2026. The financial statements once approved by the Board of directors needs to be adopted by the shareholders at the annual general meeting of the Company.

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 is 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 32 and 42)

Quantitative disclosures of fair value measurement hierarchy (note 43)

Financial instruments (including those carried at amortised cost) (notes 6, 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.

GRI 3-1, 207-1, 207-2

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.

Goods and Services Tax (GST) / value added taxes paid on acquisition of assets or on incurring expenses

Expenses and assets are recognised net of the amount of GST/ value added taxes paid, except:

- When the tax incurred on a purchase of assets or services is not recoverable from the taxation authority, in which case, the tax paid is recognised as part of the cost of acquisition of the asset or as part of the expense item, as applicable;
- When receivables and payables are stated with the amount of tax included

The net amount of tax recoverable from, or payable to, the taxation authority is included as part of other current assets in the balance sheet.

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. Such cost includes the cost of replacing part of the plant and equipment, if the recognition criteria are met. Likewise, when a major inspection 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 profit or loss as incurred.

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.

(ii) Capital work in progress

Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

(iii) Depreciation

Depreciation on property, plant and equipment is provided on the straight-line method computed on the basis of useful life and residual value as per Schedule II to the Companies Act, 2013. However, 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
Building	30 years	30 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 or 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. The residual value adopted for such assets does not exceed five per cent of their original cost, in accordance with Schedule II to the Companies Act, 2013 (as amended).

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.

Other intangible assets with finite lives (Computer software, Technology, Non-compete, and Brand) 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.

GRI 3-1, 207-1, 207-2

Intangible assets with indefinite useful lives (Goodwill) are not amortised, but are tested for impairment annually, either individually or at the cash-generating unit level. The assessment of indefinite life is reviewed annually to determine whether the indefinite life continues to be supportable. If not, the change in useful life from indefinite to finite is made on a prospective basis.

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.

(i) 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 (Retail stores, warehouse and office premises)	3 to 15 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.

(ii) 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.

(iii) 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.

Past service costs are recognised in profit or loss on the earlier of:

- The date of the plan amendment or curtailment, and
- The date that the Company recognises related restructuring costs.

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.

Termination benefits are payable when employment is terminated by the company before the normal retirement date, or when an employee accepts voluntary redundancy in exchange for these benefits. These benefits are expensed at the earlier of when the Company can no longer withdraw the offer of those benefits and when the Company recognises costs for a restructuring. In the case of an offer made to encourage voluntary redundancy, the termination benefits are measured based on the number of employees expected to accept the offer. If benefits are not expected to be settled wholly within 12 months of the reporting date, then they are discounted.

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. 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 36.

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 amortised 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 amortised 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 supplier finance arrangements, refer note 18. 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 banks make 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.

v. Exceptional item

Exceptional items are those items of income or expense that are material in nature, size, or incidence, and whose separate disclosure is considered necessary to explain the financial performance of the Company for the period.

The classification of an item as exceptional is based on management's judgement, having regard to the nature, frequency, and magnitude of the transaction. Items that are expected to occur frequently or arise in the ordinary course of business are not classified as exceptional, even if material.

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, 2025. The Company has not early adopted any standard, interpretation or amendment that has been issued but is not yet effective.

(i) Amendments to Ind AS 21 - Lack of exchangeability

The Ministry of Corporate Affairs (MCA) notified the Companies (Indian Accounting Standards) Amendment Rules, 2025, which amend Ind AS 21, The Effects of Changes in Foreign Exchange Rates to specify how an entity should assess whether a currency is exchangeable and how it should determine a spot exchange rate when exchangeability is lacking. The amendments also require disclosure of information that enables users of its financial statements to understand how the currency not being exchangeable into the other currency affects, or is expected to affect, the entity's financial performance, financial position and cash flows.

The amendments are effective for annual reporting periods beginning on or after April 01, 2025. When applying the amendments, an entity cannot restate comparative information.

The amendments do not have a material impact on the Company's financial statements

(ii) Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants

In August 2025, the MCA notified amendments to paragraphs 69 to 76 of Ind AS 1 to specify the requirements for classifying liabilities as current or non-current. The amendments clarify:

- What is meant by a right to defer settlement
- That a right to defer must exist at the end of the reporting period
- That classification is unaffected by the likelihood that an entity will exercise its deferral right
- That only if an embedded derivative in a convertible liability is itself an equity instrument would the terms of a liability not impact its classification

In addition, a requirement has been introduced to require disclosure when a liability arising from a loan agreement is classified as non-current and the entity's right to defer settlement is contingent on compliance with future covenants within twelve months.

If there is a breach of a material covenant of a long term loan arrangement on or before the end of the reporting period, resulting in the liability becoming payable on demand as at the reporting date, and the lender agrees—after the reporting period but before the financial statements are approved for issue—not to demand repayment for at least 12 months as a consequence of the breach, this shall be treated as an adjusting event. Accordingly, the entity is not required to classify the liability as current.

The amendments are effective for annual reporting periods beginning on or after April 01, 2025 retrospectively in accordance with Ind AS 8.

The amendments have not resulted in additional disclosures and have not had any impact on the classification of Company's liabilities.

(iii) Amendments to Ind AS 7 and Ind AS 107 - Supplier Finance Arrangements

In August 2025, the MCA notified amendments to Ind AS 7 Statement of Cash Flows and Ind AS 107 Financial Instruments: Disclosures to clarify the characteristics of supplier finance arrangements and require additional disclosure of such arrangements. The disclosure requirements in the amendments are intended to assist users of financial statements in understanding the effects of supplier finance arrangements on an entity's liabilities, cash flows and exposure to liquidity risk.

As a result of implementing the amendments, the Company has provided additional disclosures about its supplier finance arrangement. Please refer to note 18 and note 41.

(iv) International Tax Reform—Pillar Two Model Rules – Amendments to Ind AS 12

In August 2025, the MCA notified amendments to Ind AS 12 Income Taxes in response to the OECD's BEPS Pillar Two rules and include:

- A mandatory temporary exception to the recognition and disclosure of deferred taxes arising from the jurisdictional implementation of the Pillar Two model rules; and
- Disclosure requirements for affected entities to help users of the financial statements better understand an entity's exposure to Pillar Two income taxes arising from that legislation, particularly before its effective date

The mandatory temporary exception – the use of which is required to be disclosed – applies immediately. The remaining disclosure requirements apply for annual reporting periods beginning on or after April 01, 2025, but not for any interim periods ending on or before March 31, 2026.

The amendments had no impact on the Company's financial statements as the Company is not in scope of the Pillar Two model rules.

2.4 Standards notified but not yet effective

The amendments to the standards that are notified by the Ministry of Corporate Affairs (MCA), but not yet effective, up to the date of issuance of the Company's financial statements are disclosed below. The Company will adopt these amendments to the standards, when they become effective.

(i) **Amendments to Ind AS 1 - Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants and Ind AS 10 Events after the Reporting Period**

In accordance with Ind AS 1 currently applicable, breach of an immaterial covenant is ignored deciding in current vs. non-current classification of liabilities. Also, in case of breach of a material covenant of a non-current loan on or before the reporting date, the entity can obtain waiver from the lender after the reporting date and continue to classify the loan as non-current liability.

In accordance with changes to Ind AS 1 already notified by the MCA, the above relaxations to classify loan as non-current liability will not be available from FY 2026-27 onward and need to be applied retrospectively. Consequently:

- A breach of either material or immaterial covenant will trigger current classification of liability.
- To continue classifying loan as non-current liability, entities will need to obtain waiver from the breach on or before the reporting date.

The Company is currently assessing the impact the amendments will have on its financial statements.

3 Property, plant and equipment

Particulars	Freehold land	Building	Leasehold improvement	Plant and machinery	Furniture and fixtures	Vehicles	Office equipment	Computers	Total
Gross block:									
As at April 01, 2024	**4316**	**13,320**	**2306**	**24,548**	**24,611**	**286**	**1,384**	**2,783**	**73,554**
Additions during the year	338	7	1,425	4071	5,353	29	462	464	12,149
Disposals/ adjustments	-	(74)	(73)	(536)	(1,239)	-	(18)	(41)	(1,981)
As at March 31, 2025	**4654**	**13,253**	**3,658**	**28,083**	**28,725**	**315**	**1,828**	**3,206**	**83,722**
Additions during the year	136	314	1,693	6,134	6,424	137	659	421	15,918
Disposals/ adjustments	(255)	-	(120)	(673)	(916)	(63)	(6)	(10)	(2,043)
As at March 31, 2026	**4535**	**13,567**	**5,231**	**33,544**	**34,233**	**389**	**2,481**	**3,617**	**97,597**
Accumulated depreciation:									
As at April 01, 2024	**-**	**326**	**709**	**10,809**	**9,779**	**168**	**874**	**1,909**	**24,574**
Depreciation charge for the year (Refer note 46)	-	411	654	3,078	3,164	30	197	443	7,977
Disposals/adjustments	-	(5)	(45)	(466)	(1,001)	-	(17)	(36)	(1,570)
As at March 31, 2025	**-**	**732**	**1,318**	**13,421**	**11,942**	**198**	**1,054**	**2,316**	**30,981**
Depreciation charge for the year	-	426	1,215	3,566	4,032	23	284	405	9,951
Disposals/adjustments	-	-	(120)	(604)	(898)	(59)	(5)	(9)	(1,695)
As at March 31, 2026	**-**	**1,158**	**2,413**	**16,383**	**15,076**	**162**	**1,333**	**2,712**	**39,237**
Net block:									
As at March 31, 2025	**4,654**	**12,521**	**2,340**	**14,662**	**16,783**	**117**	**774**	**890**	**52,741**
As at March 31, 2026	**4,535**	**12,409**	**2,818**	**17,161**	**19,157**	**227**	**1,148**	**905**	**58,360**

(i) Refer note 33(i) for contractual commitments for 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 leasehold improvement 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, 2026

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
Leasehold improvement and immovable fixtures at 17 retail stores.	764	166	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, 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
Leasehold improvement 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.

(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.

4 Capital work-in-progress

a) Details of capital work-in-progress

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	431	384
Additions	9,506	6,360
Capitalised during the year	(9,110)	(6,313)
Balance at the end of the year	**827**	**431**

Note: Capital work-in-progress majorily includes furniture and fixtures and plant and machinery for stores to be opened on future dates.

b) Capital work-in-progress ageing schedule

(i) As at March 31, 2026

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	825	2	-	-	827
B) Project temporarily suspended	-	-	-	-	-
Total	**825**	**2**	**-**	**-**	**827**

(ii) 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**

Note: There is no project whose completion is overdue or has exceeded to its cost compared to its original plan during the financial year 2025-26 and 2024-25.

5 Goodwill and other intangible assets

Particulars	Goodwill	Other intangible assets				
		Computer software	Technology Cost	Brand	Non-compete	Total other intangible assets
Gross block:						
As at April 01, 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**
Additions during the year	-	93	-	-	-	93
Disposals/adjustments	-	(2)	-	-	-	(2)
As at March 31, 2026	**150**	**1,166**	**3,130**	**2,740**	**130**	**7,166**
Accumulated amortisation:						
As at April 01, 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**
Charge for the year	-	103	626	274	6	1,009
Disposals/adjustments	-	(2)	-	-	-	(2)
As at March 31, 2026	**-**	**929**	**2,122**	**928**	**130**	**4,109**
Net block:						
As at March 31, 2025	**150**	**247**	**1,634**	**2,086**	**6**	**3,973**
As at March 31, 2026	**150**	**237**	**1,008**	**1,812**	**-**	**3,057**

(i) Note: Impairment of goodwill and other intangible assets

The Company has performed impairment testing for goodwill (including other 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 26.20% - 40% (March 31, 2025: 24.50% - 50%) and cash flows beyond the five-year period are extrapolated using a 5% growth rate (March 31, 2025: 5%) which is same as the long-term average growth rate. As a result of testing, 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, 2026	As at March 31, 2025
I. Investments measured at fair value through profit or loss		
Unquoted mutual funds		
SBI Liquid fund direct growth plan [11,323.35 (March 31, 2025: 11,323.35) units]	487	459
SBI Magnum ultra SDF direct growth [764.19 (March 31, 2025: 764.19) units]	49	46

Particulars	Current	
	As at March 31, 2026	As at March 31, 2025
Axis Overnight Fund [45,647.52 (March 31, 2025: Nil) units]	651	-
Kotak Overnight Fund [45,585.14 (March 31, 2025: Nil) units]	651	-
Total (I)	**1,838**	**505**
II. Investments measured at amortised cost		
Unquoted commercial papers		
Infrastructure Leasing & Financial Services Commercial Paper		
100,000 (March 31, 2025: 100,000) units - (also refer note 50)	980	980
	980	**980**
Less: impairment allowance on investment	(980)	(980)
Total (II)	**-**	**-**
Total (I+II)	**1,838**	**505**
Aggregate amount of book value of unquoted investments	1,838	505
Aggregate amount of market value of unquoted investments	1,838	505
Aggregate impairment allowance on investment	980	980

(b) Reconciliation of impairment allowance on investments measured at amortised cost:

Particulars	As at March 31, 2026	As at March 31, 2025
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**

(c) Refer note 44 for investments pledged as security for borrowings.

7 Loans

Particulars	Current	
	As at March 31, 2026	As at March 31, 2025
Loan to employees (Measured at amortised cost)		
Unsecured, considered good	17	28
	17	**28**

8 Other financial assets

(a) Details of other financial assets (Unsecured)

Particulars	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
(Measured at amortised cost)				
(i) Security deposits				
Considered good	5,480	4,602	1,076	1,153
Considered credit impaired	-	-	396	372
	5,480	**4,602**	**1,472**	**1,525**
Less: Impairment allowance for security deposits	-	-	(396)	(372)
	5,480	**4,602**	**1,076**	**1,153**
(ii) Amount recoverable for others (Refer note A below)	-	-	859	916
(iii) Margin money deposits (Refer note B below)	19	14	113	115
(iv) Deposits with remaining maturity of more than twelve months	254	-	-	-
(v) Deposits with remaining maturity of less than twelve months	-	-	1,631	1,764
(vi) Interest accrued on margin money deposits	1	2	6	8
(vii) Interest accrued on bank deposits	-	-	36	41
	5,754	**4,618**	**3,721**	**3,997**

Note:

(A) Includes Rs. 616 lakhs (March 31, 2025: Rs. 457 lakhs) receivables for sale of traded goods through e-commerce portals and delivery partners for cash on delivery orders.

(B) Margin money deposits of Rs. 132 lakhs (March 31, 2025: Rs. 129 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 banks.

(C) Refer note 44 for assets pledged as security for borrowings.

(b) Reconciliation of impairment allowance on security deposits at amortised cost:

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	372	372
Add: Impairment allowance created during the year	24	-
Less: Security deposits written off adjusted with impairment allowance	-	-
Balance at the end of the year	**396**	**372**

(c) Break-up of financial assets

Particulars	As at March 31, 2026	As at March 31, 2025
At amortised cost:		
Loans (refer note 7)	17	28
Cash and cash equivalents (refer note 13)	1,953	3,942
Other financial assets (refer note 8)	9,475	8,615
At fair value through profit or loss:		
Investments (refer note 6)	1,838	505
	13,283	**13,090**

9 Income tax

(a) Tax asset

Particulars	Non-current	
	As at March 31, 2026	As at March 31, 2025
Income tax asset (net)		
Considered good	788	678
	788	**678**

(b) Tax liabilities

Particulars	Current	
	As at March 31, 2026	As at March 31, 2025
Tax liabilities (net)	233	76
	233	**76**

10 Deferred tax assets (net)

(a) Details of deferred tax assets (net) are as follows

Particulars	As at March 31, 2026	As at March 31, 2025
Tax effect of items constituting deferred tax assets:		
Lease liabilities	21,584	15,945
Difference between accounting base and tax base of property, plant and equipment and other intangible assets	2,206	1,728
Employee benefit obligations	729	615
Disallowance under Section 43B of the Income tax Act, 1961	1,506	1,460
Financial assets measured at amortised cost	8	2
Provisions for credit impaired assets	151	297
Others	-	1
Deferred tax assets (A)	**26,184**	**20,048**
Tax effect of items constituting deferred tax liabilities		
Right of use assets	18,562	11,544
Financial assets measured at fair value through profit or loss	32	16
Deferred tax liabilities (B)	**18,594**	**11,560**
Deferred tax assets (net) (A-B)	**7,590**	**8,488**

(b) Movement in deferred tax assets/(liabilities) for the year ended March 31, 2026:

Particulars	As at March 31, 2025	Recognised in statement of profit or loss	Recognised in OCI	As at March 31, 2026
Tax effect of items constituting deferred tax assets:				
Lease liabilities	15,945	5,639	-	21,584
Difference between accounting base and tax base of property, plant and equipment and other intangible assets	1,728	478	-	2,206
Employee benefit obligations	615	107	7	729
Disallowance under Section 43B of the Income Tax Act, 1961	1,460	46	-	1,506
Financial assets measured at amortised cost	2	6	-	8
Provisions for credit impaired assets	297	(146)	-	151
Others	1	(1)	-	-
Deferred tax assets (A)	**20,048**	**6,129**	**7**	**26,184**
Tax effect of items constituting deferred tax liabilities:				
Right of use assets	11,544	7,018	-	18,562
Financial assets at fair value through profit or loss	16	16	-	32
Deferred tax liabilities (B)	**11,560**	**7,034**	**-**	**18,594**
Net deferred tax assets (A)-(B)	**8,488**	**(905)**	**7**	**7,590**

(c) Movement in deferred tax assets/(liabilities) for the year ended March 31, 2025:

Particulars	As at March 31, 2024	Recognised in statement of profit or 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 benefits	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
Impairment allowance	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 measured at fair value through profit or loss	15	1	-	16
Deferred tax liabilities (B)	**27,645**	**(16,085)**	**-**	**11,560**
Deferred tax assets (net) (A)-(B)	**8,206**	**188**	**94**	**8,488**

(d) Note:

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. During the year ended March 31, 2025, the Company has not recognised deferred tax assets (in respect of carry forward losses) of Rs. 27 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 for the year ended March 31, 2025 would have been increased by Rs. 27 lakhs). During the year ended March 31, 2026, the Company has utilised brought forward losses of Rs. 106 lakhs.

11 Other assets

(a) Details of other assets:

Particulars		Non-current		Current	
		As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
(i)	Capital advances				
	Unsecured, considered good	129	77	-	-
	Credit impaired	5	5	-	-
		134	**82**	**-**	**-**
	Less: Impairment allowance for capital advances	(5)	(5)		
	(A)	**129**	**77**	**-**	**-**
(ii)	Grant recoverable (refer note 53)				
	Unsecured, considered good	2,277	2,820	-	-
	Credit impaired	-	402	-	-
		2,277	**3,222**	**-**	**-**
	Less: Impairment allowance for grant recoverable	-	(402)	-	-
	(B)	**2,277**	**2,820**	**-**	**-**
(iii)	Advances against material and services				
	Unsecured, considered good	-	-	2,084	2,611
	Credit impaired	-	-	198	131
		-	**-**	**2,282**	**2,742**
	Less: Impairment allowance for advances against material and services	-	-	(198)	(131)
	(C)	**-**	**-**	**2,084**	**2,611**
(iv)	Prepaid expenses	-	-	430	583
(v)	Deposits paid under protest (Refer note 11(d))	58	81	-	-
(vi)	Balance with government authority	-	-	15,181	12,230
	(D)	**58**	**81**	**15,611**	**12,813**
	Total other assets (A+B+C+D)	**2,464**	**2,978**	**17,695**	**15,424**

(b) Reconciliation of impairment allowance on grant recoverable:

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	402	402
Add: Imapirment allowance created during the year	-	-
Less: bad debts written off adjusted with impairment allowance (refer note 53)	(402)	-
Balance at the end of the year	**-**	**402**

(c) Reconciliation of impairment allowance on advances:

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	131	131
Add: Imapirment allowance created during the year	67	-
Less: Advances written off	-	-
Balance at the end of the year	**198**	**131**

(d) Deposit paid under protest includes following (Refer note 33(ii)) :

Particulars	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Value added tax	20	25	-	-
Service Tax	38	38	-	-
Others	-	18	-	-

12 Inventories

(a) Details of inventories (valued at lower of cost or net realizable value):

Particulars		As at March 31, 2026	As at March 31, 2025
(i)	Traded goods [including goods-in-transit: Rs. 2,506 lakhs (March 31, 2025: Rs. 2,312 lakhs)]	98,578	98,396
(ii)	Packing material and accessories	175	287
		98,753	**98,683**

(b) The Company periodically assesses provision for aged, slow-moving, obsolete and damaged inventories, as well as estimated inventory shrinkage from the date of the last physical inventory count up to the balance sheet date, based on historical trends and management estimates. The net increase in provision for estimated markdown of Rs. 810 lakhs during the year ended March 31, 2026 (For year ended March 31, 2025: Rs. 1,369 lakhs) has been recognised in the Statement of profit and loss under Increase in inventories of traded goods. Actual inventory shrinkage identified during the year amounting to Rs. 2,218 lakhs (For year ended March 31, 2025: Rs. 1,540 lakhs) has also been recognised under the same head. The closing provision for estimated markdown as at March 31, 2026 amounted to Rs. 7,264 lakhs (As at March 31, 2025: Rs. 6,454 lakhs). The management believes that above estimation is adequate both in line with the Company practice, historical trends and industry standards.

(c) Refer note 44 for assets pledged as security for borrowings.

13 Cash and cash equivalents

(a) Details of cash and cash equivalents

Particulars	As at March 31, 2026	As at March 31, 2025
Balances with banks:		
- on current account	43	17
- on cash credit account	309	1,362
Cash on hand	872	1,859
Credit card and UPI receivables	729	704
	1,953	**3,942**

(b) 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 (Rs. in lakhs)
As at April 01, 2024	2,50,00,000	2,500
Change during the year	-	-
As at March 31, 2025	**2,50,00,000**	**2,500**
Change during the year	7,00,00,000	7,000
As at March 31, 2026	**9,50,00,000**	**9,500**

(b) Issued, subscribed and paid up equity share capital (Equity shares of Rs. 10 each)

Particulars	No. of shares (Absolute)	Amount (Rs. in lakhs)
As at April 01, 2024	1,97,76,625	1,978
Issue of equity share capital under Employee Stock Option Scheme (refer note 36)	22,916	2
As at March 31, 2025	**1,97,99,541**	**1,980**
Bonus equity shares issued (refer note (d) below)	5,95,30,353	5,953
Issue of equity share capital under Employee Stock Option Scheme (refer note 36)	1,28,395	13
As at March 31, 2026	**7,94,58,289**	**7,946**

(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) Aggregate number of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date:

Particulars	As at March 31, 2026	As at March 31, 2025	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Equity shares allotted as fully paid bonus shares by capitalization of securities premium	5,95,30,353	-	-	-	-

Note:

During the year ended March 31, 2026, the Board of Directors of the Company, in their meeting held on May 02, 2025, had proposed for issue of bonus equity shares in the ratio of 3:1 i.e. 3 (three) new fully paid-up equity shares of Rs. 10 each for every 1 (one) existing fully paid-up equity share of Rs. 10 each, to the eligible equity shareholder as on the record date. Subsequent to approval of existing equity shareholders, the Company has allotted bonus equity shares to its existing shareholders in the ratio of 3:1 by capitalization of securities premium to those shareholders who held shares as on record date i.e. June 23, 2025.

(e) Details of equity shareholders holding more than 5% shares in the Company:

Name of the shareholders	As at March 31, 2026		As at March 31, 2025	
	Number	% holding	Number	% holding
Conquest Business Services Private Limited	2,99,62,692	37.71%	74,90,673	37.83%
Lalit Agarwal	9,90,518	1.25%	12,77,275	6.45%
Madan Gopal Agarwal	41,67,812	5.25%	-	-
SBI Multi Asset Allocation Fund	42,82,904	5.39%	15,80,713	7.98%
Amansa Holdings Private Limited	61,79,062	7.78%	15,61,602	7.89%
Kotak Small Cap Fund	36,96,642	4.65%	13,00,657	6.57%
Bandhan Flexi Cap Fund	42,65,090	5.37%	9,21,956	4.66%

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, 2026

Name of Promoter/promoter group	No. of shares at the beginning of the year	Change during the year (Including bonus shares issued)	No. of shares at the end of the year	% of Total Shares	% Change during the year
Conquest Business Services Private Limited	74,90,673	2,24,72,019	2,99,62,692	37.71%	-0.12%
Lalit Agarwal	12,77,275	(2,86,757)	9,90,518	1.25%	-5.20%
Madan Gopal Agarwal	-	41,67,812	41,67,812	5.25%	5.25%
Total	**87,67,948**	**2,63,53,074**	**3,51,21,022**	**44.21%**	**-0.07%**

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%**	**-**

(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 36.

(h) Dividend proposed

Particulars	As at March 31, 2026	As at March 31, 2025
Proposed dividend on equity shares:		
Final dividend of Rs. 1/- per equity share for the financial year 2025-26 (Nil for financial year 2024-25) recommended by the board of directors at their meeting held on May 07, 2026. Proposed dividend on equity shares is subject to approval of shareholders at the ensuing annual general meeting and is not recognised as a liability as at March 31, 2026.	795	-
Total	**795**	**-**

15 Other equity

Particulars	As at March 31, 2026	As at March 31, 2025
Securities premium account (refer note (a) below)	45,074	49,201
Amalgamation reserve (refer note (b) below)	155	155
Retained earnings (refer note (c) below)	39,862	27,481
Shares option outstanding account (refer note (d) below)	2,073	2,201
Total	**87,164**	**79,038**

(a) Securities premium account

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	49,201	48,788
Add: premium received during the year through		
Transfer from share option outstanding account on exercise of options	1,031	-
Issue of equity shares to employees under ESOP scheme on exercise of options	858	413
Less: Bonus equity shares issue expenses	(63)	-
Less: Capitalisation of securities premium on issue of bonus equity shares	(5,953)	-
Balance at the end of the year	**45,074**	**49,201**

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.

(b) Amalgamation reserve

Particulars	As at March 31, 2026	As at March 31, 2025
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.

(c) Retained earnings

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the end of the year	27,481	23,185
Profit for the year	12,400	4,577
Remeasurement loss on net defined benefit obligations	(19)	(281)
Balance at the end of the year	**39,862**	**27,481**

Retained earnings are the profits/(loss) that the Company has earned/incurred till date, less any 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.

(d) Shares option outstanding account

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	2,201	593
Recognition of share based payment expenses	903	1,608
Transfer to securities premium account on exercise of options	(1,031)	-
Balance at the end of the year	**2,073**	**2,201**

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

(a) Details of current borrowings:

Particulars	As at March 31, 2026	As at March 31, 2025
Loan repayable on demand (from banks):		
Working capital demand loan (secured)	10,001	14,500
Bank overdraft (secured)	-	396
	10,001	**14,896**

(b) Details of loan repayable on demand and bank overdraft (from banks) are as follows:

Name of bank	March 31, 2026 Rate of Interest range (in %)	March 31, 2025 Rate of Interest range (in %)	As at March 31, 2026	As at March 31, 2025
ICICI bank	6.79% - 8.94%	8.00% - 9.00%	1	5,000
HDFC bank	6.90% - 8.05%	8.05% - 9.00%	6,500	6,000
State Bank of India	7.20% - 7.85%	7.80% - 7.85%	3,500	3,500
Axis Bank	6.80% - 9.17%	7.75% - 9.75%	-	396
Total			**10,001**	**14,896**

(c) Note:

(i) For explanation on risk management process, refer note 41.
(ii) For details regarding filing of quarterly returns with banks, refer note 51(x).
(iii) Refer note 44 for assets pledged as security for borrowings.
(iv) The Company has used the borrowings from banks for the specific purpose for which it was obtained.

17 Trade payables

(a) Details of trade payables

Particulars	As at March 31, 2026	As at March 31, 2025
Total outstanding dues of micro and small enterprises (refer note 38 and note (g) below)	21,587	19,212
Total outstanding dues to creditors other than micro and small enterprises	27,510	32,091
	49,097	**51,303**

(b) Trade payables to related parties amounts to Rs. 95 lakhs as at March 31, 2026 (Rs. 18 lakhs as at March 31, 2025). (Refer note 34)
(c) Trade payables are non-interest bearing and are normally settled 7-180 days terms.
(d) For terms and conditions with related parties (refer to note 34(b))
(e) For explanation on risk management process, refer note 41

(f) **Trade payables ageing schedule:**

As at March 31, 2026

Particulars	Unbilled dues	Not due	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	-	14,790	6,638	102	39	18	21,587
Total outstanding dues of creditors other than micro and small enterprises	6,551	12,968	7,422	187	179	203	27,510
Disputed dues of micro and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
Total	**6,551**	**27,758**	**14,060**	**289**	**218**	**221**	**49,097**

As at March 31, 2025

Particulars	Unbilled dues	Not due	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	-	12,843	6,277	74	18	-	19,212
Total outstanding dues of creditors other than micro and small enterprises	4,466	15,124	11,765	373	271	92	32,091
Disputed dues of micro and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-	-
Total	**4,466**	**27,967**	**18,042**	**447**	**289**	**92**	**51,303**

(g) 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, 2026	As at March 31, 2025
Current:		
Payable under supplier finance arrangement (refer note (b) below)	27,869	24,895
Interest accrued but not due on borrowings	40	92
Creditors for property, plant and equipment	2,079	1,611
Employee related payables (refer note (c) below)	3,414	2,674
Other liabilities	99	70
	33,501	**29,342**

(b) **Terms and conditions of the supplier finance arrangement**

The Company participates in supplier finance arrangements through digital invoice discounting platforms, including the Trade Receivables Discounting System (TReDS). Such arrangement is primarily available to suppliers opting for settlement of invoices under the supplier finance arrangement. Participating suppliers are paid for their invoices by third-party finance providers, primarily scheduled banks.

Upon payment to suppliers by the finance providers, the Company's liability to the supplier is extinguished and therefore corresponding trade payable is derecognised and a new financial liability towards the finance provider is recognised under the head "other financial liabilities" as payable under supplier finance arrangement. The arrangement has been established to ease the administrative burden of managing invoices from a significant number of suppliers, rather than to obtain financing. Financing and interest costs, where borne by the Company, are settled upfront with the finance providers on the date of discounting. Invoice settled by finance provider with suppliers are without recourse to suppliers. The Company typically settles these liabilities with the finance providers within 90 days of discounting and provides no security or collateral under these platforms. Also, no fund based or other limits provided by the banks is utilised for this arrangement.

(i) Following is the disclosure required under Paragraph 44H(b) of Ind AS 7 'Statement of Cash Flows' :

Particulars	As at March 31, 2026	As at March 31, 2025
Carrying amount of financial liabilities that are part of a supplier finance arrangement:		
Presented within trade payables and other financial liabilities	39,839	41,048
Carrying amount of which suppliers have already received payment from the finance provider:		
Other financial liabilities - payable under supplier finance arrangement	27,869	24,895

(ii) Range of payment due dates:

Particulars	As at March 31, 2026	As at March 31, 2025
- Financial liabilities (i.e. trade payables) that are part of the arrangement	10 - 75 days	10 - 75 days
- Comparable trade payables that are not part of the arrangement	7 - 180 days	7 - 180 days

(iii) Refer non-cash changes in the carrying amount of trade payables on account supplier finance arrangement in note 39.

(c) Employee related payables includes includes amount payable to Key Managerial Personnel (KMP) and relative of KMPs of Rs. 102 lakhs (March 31, 2025: Rs. 50 lakhs). (Refer note 34)

(d) For explanation on risk management process, refer note 41.

(e) **Breakup of financial liabilities measured at amortised cost:**

Particulars	As at March 31, 2026	As at March 31, 2025
Borrowings	10,001	14,896
Lease liabilities	85,758	63,355
Trade payables	49,097	51,303
Other financial liabilities	33,501	29,342
Total financial liabilities	**1,78,357**	**1,58,896**

19 Employee benefit obligations

Particulars	Non-current		Current	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Provision for gratuity (refer note 35 and note 49)	1,928	1,700	246	255
Provision for compensated absences	-	-	724	488
	1,928	**1,700**	**970**	**743**

20 Other current liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Contract liabilities (refer note 21)	162	174
Statutory dues payable	1,230	1,017
	1,392	**1,191**

21 Revenue from operations

Revenue from operations comprises of following:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Revenue from contracts with customers:		
Sale of traded goods	3,76,090	3,20,848
Sale of service	2,344	3,889
Other operating revenue (includes scrap sales, rental income, penalty income etc.)	502	649
	3,78,936	**3,25,386**

(a) Disaggregated revenue information

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Revenue by location of customers		
Within India	3,78,434	3,24,737
Outside India	-	-
	3,78,434	**3,24,737**
Timing of revenue recognition		
Revenue recognition at a point of time	3,78,434	3,24,737
Revenue recognition over period of time	-	-
Total revenue from contracts with customers	**3,78,434**	**3,24,737**

(b) Contract balances

Particulars	As at March 31, 2026	As at March 31, 2025
Contract liabilities (refer note 20 and note below)	162	174
	162	**174**

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.

Movement of contract liabilities:

Particulars	As at March 31, 2026	As at March 31, 2025
Balance outstanding at the beginning of the year	174	731
Performance obligations satisfied during the year	(174)	(731)
Amount received against contract liability during the year	162	174
Balance outstanding at the end of the year	**162**	**174**

(c) Reconciliation of revenue recognised in the statement of profit or loss with the contracted price

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Revenue as per contracted price	3,79,017	3,25,514
Adjustments:		
Sales returns	-	(74)
Discounts	(81)	(54)
Revenue from contracts with customers	**3,78,936**	**3,25,386**

(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.

22 Other income

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest income on:		
Bank deposits measured at amortised cost	137	130
Security deposits measured at amortised cost	354	279
Other non-operating income:		
Profit on termination of lease (refer note 45(g)(ii))	365	232
Fair value gain on investments measured at fair value through profit or loss	33	35
Liabilities no longer required, written back (net)	431	267
Profit on sale of investments	8	29
Miscellaneous income (includes insurance claim received, refer note 47)	176	240
	1,504	**1,212**

23 Purchase of traded goods

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Purchase of traded goods	2,48,693	2,30,048
	2,48,693	**2,30,048**

Note:

(a) Purchase of traded goods includes purchase of packing material and accessories and freight for stock transfer.

(b) Freight expenses included in purchase of traded goods is net of expenses capitalised in property, plant & equipment. Refer note 48 for freight capitalised.

(c) Refer note 34 for purchases from related parties and related terms and conditions.

24 Increase in inventories of traded goods

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Inventories at the end of the year:		
Traded goods (including goods in transit)	98,578	98,396
Packing material and accessories	175	287
	98,753	**98,683**
Inventories at the beginning of the year:		
Traded goods (including goods in transit)	98,396	81,267
Packing material and accessories	287	340
	98,683	**81,607**
(Increase)/ decrease in inventories:		
Traded goods (including goods in transit)	(182)	(17,129)
Packing material and accessories	112	53
	(70)	**(17,076)**

25 Employee benefits expense

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Salaries, wages and bonus	33,611	30,279
Gratuity expenses (refer note 35)	489	420
Employee stock option scheme (refer note 36)	903	1,608
Contribution to provident and other funds (refer note 35)	2,681	2,326
Staff welfare	1,804	1,705
	39,488	**36,338**

Note: refer note 48 for employee benefits expense capitalised

26 Finance costs

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Interest on:		
- lease liabilities (refer note 45)	4,805	11,247
- payable under supplier finance arrangement	1,695	1,633
- working capital demand loan	976	708
Other borrowing costs	72	58
	7,548	**13,646**

27 Depreciation and amortisation expense

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Depreciation of property, plant and equipment (refer note 3)	9,951	7,977
Depreciation of right of use assets (refer note 45)	18,745	15,424
Amortisation of other intangible assets (refer note 5)	1,009	1,052
Less: disclosed as exceptional items (refer note 46)	-	(1,154)
	29,705	**23,299**

28 Other expenses

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Rent (refer note 45)	878	991
Power and fuel	13,214	11,633
Advertising and sales promotion	7,492	8,330
Packing expenses	2,104	1,789
Repairs and maintenance :		
Building	443	445
Others	3,816	3,267
Commission	34	123
Security expenses	1,939	1,625
Communication expenses	218	226
Travelling and conveyance	1,233	1,103
Credit card and cash collection charges	650	701
Rates and taxes	223	169
Vehicle running expenses	721	609
Legal and professional fees	2,516	2,391
Freight and forwarding charges	1,750	3,264
Printing and stationery	213	202
Payment to auditors (refer note (a) below)	68	65
Insurance	386	378
Loss on sale/discard of property, plant and equipment (net)	21	265
Impairment allowances on other assets	91	211
Bad debts and advances written off	989	84
CSR Expenditure (refer note (b) below)	16	13
Donations	-	2
Commission to independent directors	82	21
Directors' sitting fees	48	48
Miscellaneous expenses	334	410
	39,479	**38,365**

Note: refer note 48 for other expenses capitalised

(a) Payment to auditors

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
As auditor:		
Audit fee (including limited reviews)	62	59
In other capacity:		
Reimbursement of expenses	6	6
	68	**65**

(b) Details of CSR expenditure

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
(i) Gross amount required to be spent by the Company during the year		-	-
(ii) Amount approved by the Board to be spent during the year		16	13
(iii) Amount spent during the year ended March 31, 2026:	In cash	Yet to be paid in cash	Total
- Creation/acquisition of any asset	-	-	-
- On purpose other than above	16	-	16

Particulars		For the year ended March 31, 2026	For the year ended March 31, 2025
(iv) Amount spent during the year ended March 31, 2025:	In cash	Yet to be paid in cash	Total
- Creation/acquisition of any asset	-	-	-
- On purpose other than above	13	-	13

(v) **Details related to spent/unspent obligations:**

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
(A) Contribution to public trust	-	-
(B) Contribution to charitable trust	16	13
(C) Unspent amount in relation to:		
- Ongoing project	-	-
- Other than ongoing project	-	-

(vi) CSR expenditure has been incurred for promoting girl education and skill development.

29 Exceptional (loss) / gain

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Gain on lease term reassessment (refer note 46)	-	2,418
Past service costs in employee benefit obligations due to introduction of labour codes (refer note 49)	(119)	-
	(119)	**2,418**

30 Tax expense and tax reconciliation

The major components of tax expense for the year ended March 31, 2026 and March 31, 2025:

(a) Tax expenses

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Current tax:		
Current income tax charge	2,140	7
Tax related to earlier years	33	-
Deferred tax:		
Relating to originating and reversal of temporary differences	905	(188)
Tax expense reported in the statement of profit or loss	**3,078**	**(181)**
Deferred tax related to items recognised in other comprehensive income		
Deferred tax on "Remeasurement loss on net defined benefit obligations"	(7)	(94)
	(7)	**(94)**

(b) Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for March 31, 2026 and March 31, 2025:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit before tax	15,478	4,396
Income tax expense at India's statutory income tax rate of 25.168% (March 31 2025: 25.168%)	3,896	1,106
Tax effect of amounts that are not deductible in calculating taxable expense:		
Disallowance of CSR Expense	4	4
Interest on current income tax	40	-
Deduction claimed under Section 80JJAA of the Income Tax Act, 1961	(935)	(810)
Employee stock option expense claimed under Section 37 of the Income Tax Act, 1961	(89)	(76)
Unrecognised deferred tax asset on carry forward losses	-	(374)
Others	129	(31)
Total	**3,045**	**(181)**
Tax related to earlier years	33	-
Tax expense recognised in statement of profit or loss	**3,078**	**(181)**

31 Earnings per share

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders by the weighted average number of equity shares outstanding during the year.

Diluted EPS amounts are calculated by dividing the profit attributable to equity holders by the weighted average number of equity shares outstanding during the year 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, 2026	For the year ended March 31, 2025
Profit for the year	12,400	4,577
Weighted average number of equity shares for basic EPS (in numbers) (Refer note i below)	7,94,02,875	7,91,52,416
Effect of dilution:		
Adjustment for employee stock option plans (in numbers)	4,01,389	7,29,068
Weighted average number of equity shares for diluted EPS (in numbers)	**7,98,04,264**	**7,98,81,484**
Earnings per share (in Rs.) (refer note (i) below)		
Basic EPS	15.62	5.78
Diluted EPS	15.54	5.72

Note:

(i) During the current year, the Board of Directors of the Company, in its meeting held on May 02, 2025, approved issuance of 3 bonus shares on 1 fully paid up equity share having face value of Rs. 10/- each, held by shareholders of the Company at record date i.e. June 23, 2025. Accordingly, the earning per share (basic and diluted) for the previous year has been recalculated taking impact of bonus shares.

32 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 40)

ii. Financial risk management objectives and policies (Refer note 41)

iii. Sensitivity analyses disclosures (Refer note 5 and 41)

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 35.

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.

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 36.

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.

33 Commitments and Contingencies

(i) Commitments

Particulars	As at March 31, 2026	As at March 31, 2025
Estimated amount of contracts remaining to be executed on capital account not provided in books (net of advances):		
The Company had commitments relating primarily to store expansion	648	660
	648	**660**

(ii) Contingent liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Income tax [1]	670	660
Indirect taxes [2]	136	69
Payment of Bonus (Amendment) Act, 2015 [3]	108	108
Minimum Wages Act, 1948 [4]	128	67
Industrial Dispute Act, 1947 [5]	64	66
	1,106	**970**

Note:

1 Income tax

Particulars	As at March 31, 2026	As at March 31, 2025
a) Income tax department raised tax demand of Rs. 75 lakhs for A.Y. 2012-13 through order dated December 12, 2019, in respect of addition made on disallowance of certain purchases based on inadvertent assumptions. The Company has filed an appeal against the demand order before Commissioner of Income Tax (Appeals). In previous 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. On April 16, 2025, the Company has filed an appeal before Commissioner of Income Tax (Appeals), Kolkata against the penalty order.	111	111
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 made of Rs. 76 lakhs) (March 31, 2025: Rs. 76 lakhs).	22	22
c) In previous year ended March 31, 2025, the Company has received an order from income tax department for AY 2017-18, issued under Section 270A of the Income Tax Act, 1961 imposing penalty of Rs. 38 lakhs over concealed income through order dated March 20, 2025. 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.	38	38
d) Income tax department raised tax demand of Rs. 177 lakhs for A.Y. 2020-21 through order dated September 10, 2022, in respect of addition made on account of disallowance of ESOP expense and income tax cess. Subsequently, through order dated February 02, 2023, income tax department has issued penalty under Section 271 of the Income Tax Act, 1961 imposing penalty of Rs. 304 lakhs. The Company had filed writ petition before the Hon'ble High Court of Kolkata.	481	481
e) Demand raised by the income tax department for A.Y. 2022-23 through an order dated March 22, 2024 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	8
f) The Company received order dated March 21, 2026 under Section 271 of the Income Tax Act, 1961, imposing penalty of Rs 10 lakhs over concealed income for A.Y. 2016-17 due to wrongly claim of interest on delayed payment of income tax and disallowance under Section 14A of the Income Tax Act, 1961. On April 20, 2026, the Company has filed an appeal before Commissioner of Income Tax (Appeals) against the penalty order.	10	-
	670	**660**

2 Indirect tax

Particulars	As at March 31, 2026	As at March 31, 2025
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.37 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	38
b) **Goods and Service Tax**		
i) 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, Jammu and Kashmir on account of mismatch in ITC availed by the Company in F.Y. 2017-18 and demanded 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

Particulars	As at March 31, 2026	As at March 31, 2025
ii) 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. Through an order dated October 31, 2025, Commissioner (Appeals) has set aside the demand order and accordingly, matter stands closed.	-	7
iii) During the year ended March 31, 2026, the Company has received order dated December 19, 2025, under Section 73 of the Central Goods and Services Tax Act, 2017 from State Tax Office, Jammu and Kashmir and demanded tax (including interest and penalty) amounting to Rs. 82 lakhs on account GST on freight not paid under Reverse Charge Mechanism, Mismatch between purchases as per P&L and GSTR-2A and ineligble ITC claimed for F.Y. 2021-22. On February 06, 2026, the Company has filed an appeal with Appellate authority. The management does not anticipate any material liability devolving on the Company.	82	-
c) Value Added Tax		
i) **Uttarakhand Value Added Tax Act, 2008** The Company had received an order for tax demand of Rs. 8 lakhs on account of mismatch in purchases declared, forms submitted and clerical errors made in annual return. The Company has filed an appeal before Commissioner of State Goods & Service Tax (Appeals). Subsequently, through order dated May 22, 2025, Commissioner (Appeals) has issued a favourable order and dropped tax demand, accordingly matter stands closed.	-	8
ii) **Punjab Value Added Tax Act, 2005** 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.	2	2
	136	**69**

3 Payment of Bonus (Amendment) Act, 2015

Particulars	As at March 31, 2026	As at March 31, 2025
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

Particulars	As at March 31, 2026	As at March 31, 2025
Rs. 128 lakhs (March 31, 2025: Rs. 67 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 partially acknowledged claims amounting to Rs. 10 lakhs (March 31, 2025: Rs. 1 lakhs), also the Company has received additional claims of Rs. 71 lakhs (March 31, 2025: Nil). 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.	128	67
	128	**67**

5 The Industrial Dispute Act, 1947

Particulars	As at March 31, 2026	As at March 31, 2025
Rs. 64 lakhs (March 31, 2025: Rs. 66 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 year ended March 31, 2026, the Company has received further demand of Rs. 1 lakh (March 31, 2025: Rs, 32 lakhs) and has settled demand amounting to Rs. 3 lakhs (for the year ended March 31, 2025: nil). 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.	64	66
	64	**66**

6 Other litigations:

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.

34 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
Harita Technopack LLP	Enterprise over which Key managerial personnel exercise significant influence (Snehal Shah is partner in the firm)
Key managerial personnel	
Mr. Lalit Agarwal	Managing Director
Mr. Madan Gopal Agarwal	Whole-time Director
Mr. Aakash Moondhra	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) Terms and conditions of transactions with related parties

Purchases of goods and related balances

For terms of transaction

Purchases are made from related parties on the same terms as applicable to third parties in an arm's length transaction and in the ordinary course of business. The Company mutually negotiates and agrees purchase price and payment terms with the related parties by benchmarking the same to sale transactions with non-related parties entered into by the counter-party and similar purchase transactions entered into by the Company with the other non-related parties.

For terms of outstanding balances

Trade payables outstanding balances are unsecured, interest free and require settlement in cash. No guarantee or other security has been given against these payables. The amounts are payable within 30 to 60 days from the reporting date.

For terms of loans

As at March 31, 2026, the Company has not granted any loans to the promoters, directors, KMPs and the related parties (as defined under Companies Act, 2013), either severally or jointly with any other person (March 31, 2025: Nil).

(c) The following transactions were carried out with related parties in the ordinary course of business:

Description	Key managerial personnel		Relatives of key managerial personnel		Enterprise over which Key managerial personnel exercise significant influence	
	For the year ended		For the year ended		For the year ended	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Purchase of traded goods:						
Harita Technopack LLP	-	-	-	-	100	-
Managerial remuneration:						
Mr. Lalit Agarwal (including commission of Rs. 161 lakhs (March 31, 2025: Rs. 49 lakhs)	389	237	-	-	-	-
Mr. Madan Gopal Agarwal (including commission of Rs.53 lakhs (March 31, 2025: Rs. 16 lakhs)	100	58	-	-	-	-
	489	**295**	**-**	**-**	**-**	**-**
Commission to independent/ non-independent directors:						
Mr. Aakash Moondhra	28	6	-	-	-	-
Mr. Murli Ramachandran	-	2	-	-	-	-
Ms. Sonal Mattoo	-	4	-	-	-	-
Mr. Govind Sridhar Shrikhande	22	1	-	-	-	-
Mr. Raghuvesh Sarup	16	4	-	-	-	-
Ms. Shweta Kumar	16	4	-	-	-	-
	82	**21**	**-**	**-**	**-**	**-**
Directors' sitting fees:						
Mr. Aakash Moondhra	12	9	-	-	-	-
Mr. Murli Ramachandran	-	9	-	-	-	-
Ms. Sonal Mattoo	-	5	-	-	-	-
Mr. Govind Sridhar Shrikhande	12	11	-	-	-	-
Mr. Raghuvesh Sarup	12	7	-	-	-	-
Ms. Shweta Kumar	12	7	-	-	-	-
	48	**48**	**-**	**-**	**-**	**-**
Salaries, wages and bonus (Refer note (i) below)						
Mr. Anand Agarwal	205	203	-	-	-	-
Mr. Snehal Shah	-	-	-	88	-	-
Mrs. Megha Tandon	28	22	-	-	-	-
Mr. Varin Agarwal	-	-	26	6	-	-
	233	**225**	**26**	**94**	**-**	**-**

Particulars	Key managerial personnel		Relatives of key managerial personnel	
	For the year ended		For the year ended	
	March 31, 2026	March 31, 2025	March 31, 2026	March 31, 2025
Amount received against equity shares issued on exercising employee stock options (refer note (ii) below)				
Mr. Anand Agarwal	71	75	-	-
Mrs. Megha Tandon	6	-	-	-
Mr. Snehal Shah	-	-	52	63
	77	**75**	**52**	**63**

Note:

(i) 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 expense and leave benefits as they are determined for the Company as a whole.

(ii) Perquisite value with respect to stock options exercised amounts to Rs. 107 lakhs (March 31, 2025: Rs. 49 lakhs) for Mr. Anand Agarwal, Rs. 88 lakhs (March 31, 2025: Rs. 88 lakhs) for Mr. Snehal Shah and Rs. 8 lakhs (March 31, 2025: Nil) for Mrs. Megha Tandon.

(iii) All the related party transactions are excluding Goods and Services Tax (GST) and related party balances are net of TDS.

(d) Compensation of key management personnel of the Company

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Short-term benefits (Managerial remuneration, Commission, director's sitting fees and salary, wages and bonus)	878	683
	878	**683**

(e) Balance at the end of year:

Description	Key managerial personnel		Relatives of key managerial personnel		Enterprise over which Key managerial personnel exercise significant influence	
	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Employee related payables:						
Mr. Lalit Agarwal	68	35	-	-	-	-
Mr. Madan Gopal Agarwal	34	11	-	-	-	-
Mr. Varin Agarwal	-	-	-	4	-	-
	102	**46**	**-**	**4**	**-**	**-**
Trade payables:						
Harita Technopack LLP	-	-	-	-	24	-
Trade payables (Commission payable):						
Mr. Aakash Moondhra	22	4	-	-	-	-
Mr. Murli Ramachandran	-	1	-	-	-	-
Ms. Sonal Mattoo	-	4	-	-	-	-
Mr. Govind Sridhar Shrikhande	20	1	-	-	-	-
Mr. Raghuvesh Sarup	14	4	-	-	-	-
Ms. Shweta Kumar	15	4	-	-	-	-
Total trade payables	**71**	**18**	**-**	**-**	**24**	**-**

35 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. 2,681 lakhs (March 31, 2025: Rs. 2,326 lakhs) for contribution to provident and other funds in the Statement of profit or loss (Refer note 25).

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 read with the Code on Social Security, 2020. 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, 2026	As at March 31, 2025
Opening defined benefit obligation :	1,955	1,457
Current service cost	363	316
Past service cost (Refer note 49)	73	-
Interest cost on defined benefit obligation	126	104
Benefits paid	(369)	(297)
Actuarial changes arising from changes in demographic assumptions	-	(10)
Actuarial changes arising from changes in financial assumptions	(63)	92
Experience adjustments	89	293
Closing defined benefit obligation	**2,174**	**1,955**

(b) Breakup of closing defined benefit obligation:

Particulars	As at March 31, 2026	As at March 31, 2025
Current	246	255
Non-current	1,928	1,700
	2,174	**1,955**

(c) Expense recognised in statement of profit or loss:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Current service cost	363	316
Interest cost on defined benefit obligation	126	104
Total gratuity expense (refer note 25)	**489**	**420**

(d) Remeasurement loss recognised in other comprehensive income:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Actuarial changes arising from changes in demographic assumptions	-	10
Actuarial changes arising from changes in financial assumptions	63	(92)
Experience adjustments	(89)	(293)
Total remeasurement loss of defined benefit obligations	**(26)**	**(375)**

(e) The principal assumptions used in determining gratuity obligations for the Company's plans are shown below:

Financial assumptions:

Particulars	As at March 31, 2026	As at March 31, 2025
Discount rate	6.85%	6.50%
Salary escalation rate	5.00%	5.00%

Demographic assumptions

Particulars	As at March 31, 2026	As at March 31, 2025
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, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025	As at March 31, 2026	As at March 31, 2025
Discount rate	-/ +1%	-/ +1%	(148)	(134)	168	153
Salary growth rate	-/ +1%	-/ +1%	157	144	(143)	(129)
Attrition Rate	-/ +50%	-/ +50%	(50)	(69)	22	58
Mortality Rate	-/ +10%	-/ +10%	1	1	(1)	(1)

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, 2026	As at March 31, 2025
Weighted average duration	7 years	7 years

(h) The following are defined benefit payments in future years (Undiscounted):

Particulars	As at March 31, 2026	As at March 31, 2025
Within one year	246	255
More than 1 year but less than 5 years	954	822
5 years and more	2,809	2,435
	4,009	**3,512**

(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.

36 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 02, 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, 2026	For the year ended March 31, 2025
Expense arising from equity-settled share-based payment transactions	903	1,608
Total expense	**903**	**1,608**

There were no cancellations or modifications during year ended March 31, 2026 or March 31, 2025.

(b) **Below are the details in respect of ESOPs granted and outstanding as at March 31, 2026:**

Particulars	ESOP Scheme	Grant Ratio	Vesting Period Completion of twelve onths	Grant date	Number of stock options outstanding	Exercise price (Post bonus issue)	Market price per share on grant date (post bonus issue)
Grant VIII	Scheme 2012	30:30:40	1 to 3 years	23-Jul-2018	5,524	511	568
Grant XI	Scheme 2012	30:30:40	1 to 3 years	02-Aug-2019	1,252	421	468
Grant XIII	Scheme 2020	10:20:30:40	1 to 4 years	24-Dec-2020	22,402	311	622
Grant XV	Scheme 2020	10:20:30:40	1 to 4 years	10-Feb-2022	23,620	461	921
Grant XVI	Scheme 2020	10:20:30:40	1 to 4 years	05-Aug-2022	43,200	372	744
Grant XVII A	Scheme 2020	10:20:30:40	1 to 4 years	11-Nov-2022	26,936	354	707
Grant XVII B	Scheme 2020	10:20:30:40	1 to 4 years	11-Nov-2022	40,356	354	707
Grant XVIII	Scheme 2020	10:20:30:40	1 to 4 years	15-May-2023	13,480	268	536
Grant XX A	Scheme 2020	10:20:30:40	1 to 4 years	06-Nov-2023	31,960	214	422
Grant XXI A	Scheme 2020	10:20:30:40	1 to 4 years	05-Aug-2024	5,31,099	427	853
Grant XXI B	Scheme 2020	10:20:30:40	1 to 4 years	05-Aug-2024	13,760	427	853
Grant XXII	Scheme 2020	10:20:30:40	1 to 4 years	24-Jul-2025	32,373	382	814
Grant XXIII	Scheme 2020	10:20:30:40	1 to 4 years	22-Jan-2026	66,260	288	577
					8,52,222	-	-

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 onths	Grant date	Number of stock options outstanding (Pre bonus)	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
					2,72,787	-	-

(d) **The relevant details in respect of V-Mart ESOP Scheme 2012 and ESOP Scheme 2020 are summarized below:**

Particulars	March 31, 2026		March 31, 2025	
	Number of options	Weighted average exercise price (Post bonus issue)	Number of options	Weighted average exercise price (Pre bonus issue)
Outstanding at the beginning of the year	2,72,787	389	4,17,646	1,392
Granted during the year	98,633	319	1,60,330	1,706
Exercised during the year	(1,28,395)	349	(22,916)	1,812
Bonus issue	6,41,982	400	-	-
Forfeited during the year	(32,785)	429	(2,82,273)	1,378
Outstanding at the end of the year	**8,52,222**	394	**2,72,787**	1,555
Exercisable at the end of the year	1,18,881	373	8,031	1,817

The weighted average market price per share at the date of exercise of stock options was Rs. 771 per share (March 31, 2025: Rs. 1,812 per share)

Weighted average remaining contractual life (in years):

Particulars	As at March 31, 2026	As at March 31, 2025
The V-Mart ESOP Scheme 2012	0.50	1.86
The V-Mart ESOP Scheme 2020	6.05	6.26

(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 %)	Exercise price (post bonus issue) (in Rs.)	Grant date fair value of options (in Rs.)
Grant VIII	7.42%	3 years	41.49%	0.10%	511	228
Grant X	7.33%	3 years	22.90%	0.10%	587	202
Grant XII	6.93%	3 years	25.68%	0.10%	442	111
Grant XIII	6.93%	4 years	24.32%	0.10%	311	368
Grant XIV	6.41%	4 years	20.07%	0.10%	350	432
Grant XV	6.71%	4 years	16.30%	0.00%	461	544
Grant XVI	6.38%	4 years	18.07%	0.10%	372	435
Grant XVII A	6.44%	4 years	15.67%	0.10%	354	431
Grant XVII B	6.44%	4 years	15.67%	0.10%	354	431
Grant XVIII	6.58%	4 years	13.00%	0.00%	268	330
Grant XX A	6.64%	4 years	10.40%	0.00%	214	259
Grant XXI A	6.80%	4 years	14.00%	0.00%	427	528
Grant XXI B	6.80%	4 years	14.00%	0.00%	427	528
Grant XXII	6.94%	4 years	18.83%	0.00%	382	475
Grant XXIII	6.95%	4 years	17.07%	0.00%	288	536

Note:

(i) 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.

37 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, 2026:

Particulars	Retail trade	Digital market place	Total segment	Elimination/ Unallocated	Total
Revenue					
External customers	3,76,463	2,473	3,78,936	-	3,78,936
Inter-segment	-	1,245	1,245	(1,245)	-
Revenue from operations	**3,76,463**	**3,718**	**3,80,181**	**(1,245)**	**3,78,936**
Other income	1,441	63	1,504	-	1,504
Total income	**3,77,904**	**3,781**	**3,81,685**	**(1,245)**	**3,80,440**
Expenses:					
Purchase of traded goods	(2,48,693)	-	(2,48,693)	-	(2,48,693)
Increase in inventories of traded goods	70	-	70	-	70
Employee benefits expense	(38,106)	(1,382)	(39,488)	-	(39,488)
Finance costs	(6,496)	(7)	(6,503)	(1,045)	(7,548)
Depreciation and amortisation expense	(28,635)	(164)	(28,799)	(906)	(29,705)
Other expenses	(37,060)	(3,664)	(40,724)	1,245	(39,479)
Total expenses	**(3,58,920)**	**(5,217)**	**(3,64,137)**	**(706)**	**(3,64,843)**
Profit/ (loss) before exceptional item and tax	**18,984**	**(1,436)**	**17,548**	**(1,951)**	**15,597**
Total assets	2,63,204	3,438	2,66,642	11,348	2,77,990
Total liabilities	1,70,505	2,101	1,72,606	10,274	1,82,880
Other disclosures					
Capital expenditure	16,000	11	16,011	-	16,011

(ii) 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 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 amortisation 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

(iii) Reconciliations to amount reflected in the financial statements:

(A) Reconciliations of Profit before exceptional item and tax

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Total segment profit before exceptional item and tax	17,548	3,917
Finance costs	(1,045)	(987)
Depreciation and amortisation expense	(906)	(952)
Profit before exceptional item and tax	**15,597**	**1,978**

(B) Reconciliations of assets

Particulars	As at March 31, 2026	As at March 31, 2025
Segment operating assets	2,66,642	2,30,582
Deferred tax assets (net)	7,590	8,488
Income tax assets (net)	788	678
Goodwill	150	150
Other intangible assets	2,820	3,726
Total assets	**2,77,990**	**2,43,624**

(C) Reconciliations of liabilities

Particulars	As at March 31, 2026	As at March 31, 2025
Segment operating liabilities	1,72,606	1,47,542
Borrowings	10,001	14,896
Accrued interest on borrowings	40	92
Current tax liabilities (net)	233	76
Total liabilities	**1,82,880**	**1,62,606**

(iv) Geographic information

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Revenue from contract with customers		
Within India	3,78,434	3,24,737
Outside India	-	-
Total (A)	**3,78,434**	**3,24,737**
Other operating revenue - Within India	**502**	**649**
Total (B)	**502**	**649**
Total revenue as per the Statement of profit or loss	**3,78,936**	**3,25,386**

(v) Non-current operating assets

Particulars	As at March 31, 2026	As at March 31, 2025
Within India	61,417	56,714
Outside India	-	-
Total	**61,417**	**56,714**

Note: Non-current operating assets for this purpose consist of property, plant and equipment and other intangible assets.

38 Details of dues to micro and small enterprises as defined under the MSMED Act, 2006

Particulars		As at March 31, 2026	As at March 31, 2025
(i)	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)	21,587	19,212
	Interest due on above	-	-
(ii)	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.		
(iii)	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	-	-
(iv)	The amount of interest accrued and remaining unpaid at the end of each accounting year	-	-
(v)	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.

39 Change in liabilities arising from financing activities and for non-cash financing and investing activities

a) 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, 2024	(128,125)	(11,000)	(139,125)
Cash (inflow)/outflow (net)	23,473	(3,896)	19,577
Non-cash changes:			
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	-	86,811
Finance cost	(11,247)	-	(11,247)
As at March 31, 2025	**(63,355)**	**(14,896)**	**(78,251)**
Cash (inflow)/outflow (net)	27,763	4,895	32,658
Non-cash changes:			
Lease liability additions	(46,443)	-	(46,443)
Lease liability reversal (on account of termination)	1,082	-	1,082
Finance cost	(4,805)	-	(4,805)
As at March 31, 2026	**(85,758)**	**(10,001)**	**(95,759)**

b) Non-cash financing and investing activities

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Issue of bonus equity shares in the ratio of 3:1 (Refer note 14(d))	5,953	-
Acquisition of right of use assets	46,443	35,654
	52,396	**35,654**

40 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 its retail 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.

The Company has sanctioned working capital limits amounting to Rs. 34,500 lakhs (March 31, 2025: Rs. 34,500 lakhs) from State Bank of India, ICICI Bank, Axis Bank and HDFC Bank. An amount of Rs. 24,499 lakhs remains undrawn as at March 31, 2026 (March 31, 2025: Rs. 19,604 lakhs).

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, 2026	As at March 31, 2025
Loan repayable on demand	10,001	14,896
Less: Cash and cash equivalents	(1,953)	(3,942)
Total debt (a)	**8,048**	**10,954**
Equity share capital	7,946	1,980
Other equity	87,164	79,038
Total equity (b)	**95,110**	**81,018**
Total debt and equity (c) = (a+b)	**1,03,158**	**91,972**
Gearing ratio {(a)/(c)}	**7.80%**	**11.91%**

No changes were made in the objectives, policies or processes for managing capital during the year ended March 31, 2026 and March 31, 2025.

41 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, 2026 and March 31, 2025. 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, 2026:		
Increase by 50 basis points	+50	50
Decrease by 50 basis points	-50	(50)
As at March 31, 2025:		
Increase by 50 basis points	+50	74
Decrease by 50 basis points	-50	(74)

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.

iii) Currency risk: The Company does not have any foreign currency transactions hence the Company is not exposed to currency risk.

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	Total payments
As at March 31, 2026					
Lease liabilities	-	29,320	61,346	9,434	1,00,100
Borrowings	10,001	-	-	-	10,001
Trade payables	-	49,097	-	-	49,097
Other financial liabilities	-	33,501	-	-	33,501
	10,001	**1,11,918**	**61,346**	**9,434**	**1,92,699**
As at March 31, 2025					
Lease liabilities	-	22,873	46,364	2,473	71,710
Borrowings	14,896	-	-	-	14,896
Trade payables	-	51,303	-	-	51,303
Other financial liabilities	-	29,342	-	-	29,342
	14,896	**1,03,518**	**46,364**	**2,473**	1,67,251

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. 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. Refer note Note 18 for disclosures regarding payable under supplier finance arrangement.

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, 2026:

Particulars	Estimated gross carrying amount	Expected credit loss	Carrying amount (net of impairment)
Investments	2,818	980	1,838
Cash and cash equivalents	1,953	-	1,953
Loans	17	-	17
Other financial assets	9,871	396	9,475
Total financial assets	**14,659**	**1,376**	**13,283**

As at March 31, 2025:

Particulars	Estimated gross carrying amount	Expected credit loss	Carrying amount (net of impairment)
Investments	1,485	980	505
Cash and cash equivalents	3,942	-	3,942
Loans	28	-	28
Other financial assets	8,987	372	8,615
Total financial assets	**14,442**	**1,352**	**13,090**

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, 2026 and March 31, 2025 is carrying amounts as disclosed in note 8.

42 Fair value measurements

Financial instruments by category

Particulars	As at March 31, 2026		As at March 31, 2025	
	Carrying value	Fair Value	Carrying value	Fair Value
Fair value through profit or loss				
Investments				
- Mutual funds	1,838	1,838	505	505
Fair value through amortised cost				
Loans	17	17	28	28
Cash and cash equivalents	1,953	1,953	3,942	3,942
Other financial assets	9,475	9,475	8,615	8,615
Total financial assets	**13,283**	**13,283**	**13,090**	**13,090**
Financial liabilities				
Fair value through amortised cost				
Borrowings	10,001	10,001	14,896	14,896
Lease liabilities	85,758	85,758	63,355	63,355
Trade payables	49,097	49,097	51,303	51,303
Other financial liabilities	33,501	33,501	29,342	29,342
Total financial liabilities	**1,78,357**	**1,78,357**	**1,58,896**	**1,58,896**

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.

43 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, 2026:

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, 2026	1,838	1,838	-	-

(ii) 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	-	-

44 Assets pledged as security

The carrying amounts of asset pledged as security for borrowings are:

Particulars	As at March 31, 2026	As at March 31, 2025
Non-current assets:		
Property, plant and equipment	58,360	52,741
Capital work-in-progress	827	431
	59,187	**53,172**
Total current assets	**1,23,977**	**1,22,579**
Total assets pledged as security	**1,83,164**	**1,75,751**

Details of working capital limits and collateral provided:

The Company has sanctioned working capital limits amounting to Rs. 34,500 lakhs (March 31, 2025: Rs. 34,500 lakhs) from State Bank of India, ICICI Bank, Axis Bank and HDFC Bank. An amount of Rs. 24,499 lakhs remains undrawn as at March 31, 2026 (March 31, 2025: Rs. 19,604 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 and Axis 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. 100 lakhs (March 31, 2025: Rs. 94 lakhs) to State Bank of India.

(viii) Exclusive charge on residential building owned by Mr. Lalit Agarwal bearing survey no. BPB081, 08th floor, Wing-B, DLF City, Phase-3, Gurugram, Haryana admeasuring Total Area: 1714 sq. feet. to State Bank of India.

45 Leases

Company as a lessee

The Company has lease contracts for its retail 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 15 years (previous year: 3 to 6 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 right of use assets		Total
	Building	Plant & machinery	
Balance as at April 01, 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**
Additions during the year on account of :			
(i) ROU on stores opened during the year	46,443	-	46,443
(ii) Prepaid portion of security deposits made during the year	590	-	590
(iii) Lease registration charges paid during the year	463	-	463
Deletions (on account of termination) [refer note 45(g)(ii)]	(716)	-	(716)
Depreciation	(18,715)	(30)	(18,745)
Balance as at March 31, 2026	**74,940**	**83**	**75,023**

(b) The break-up of current and non-current lease liabilities as at March 31, 2026 and March 31, 2025 are as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Lease liabilities:		
Current	24,410	19,258
Non-current	61,348	44,097
Total	**85,758**	**63,355**

(c) The movement in lease liabilities during the year ended March 31, 2026 and March 31, 2025 are as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Balance at the beginning of the year	63,355	1,28,125
Additions during the year	46,443	35,654
Finance cost accrued during the year	4,805	11,247
Deletions (on account of termination) [refer note 45(g)(ii)]	(1,082)	(1,387)
Deletions (on account of reassessment of lease term) [refer note 46]	-	(86,811)
Payment of lease liabilities	(27,763)	(23,473)
Balance as at the end of the year	**85,758**	**63,355**

(d) The details of the contractual maturities of lease liabilities as at March 31, 2026 and March 31, 2025 on an undiscounted basis are as follows:

Particulars	As at March 31, 2026	As at March 31, 2025
Less than one year	29,320	22,873
One to five year	61,346	46,364
More than five year	9,434	2,473
	1,00,100	**71,710**

(e) Following are the amounts recognised in the statement of profit or loss:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
Profit on termination of lease (refer note 45(g)(ii) below)	365	232
Interest income on security deposits measured at amortised cost (refer note 22)	354	279
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)	18,745	15,424
Interest on lease liabilities (refer note 26)	4,805	11,247
Rent expenses (Included in other expenses) (Refer note 28) :		
Expenses relating to short-term leases	702	792
Expenses relating to variable lease payments	176	199
	878	**991**

The following table provides information on the Company's variable lease payments, including the magnitude in relation to fixed payments:

Particulars	Fixed payments	Variable payments	Total
March 31, 2026:			
Variable rent only	-	176	176
March 31, 2025:			
Variable rent only	-	199	199

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. 27,763 lakhs in financial year 2025-26 (Rs. 23,473 lakhs in financial year 2024-25).

(g) **Note:**

(i) Incremental borrowing rate of 7% p.a. considered for measurement of lease liabilities (March 31, 2025: 7% p.a.)

(ii) **Profit on termination of lease (net)**

On account of closure of stores, the Company has recognised profit on termination of lease of Rs. 365 lakhs (March 31, 2025: Rs. 232 lakhs) under the head 'Other income' in the Statement of profit and loss on account of :

(A) Reversal of lease liabilities of Rs. 1,082 lakhs (March 31, 2025: Rs. 1,387 lakhs) and right of use assets of Rs. 716 lakhs (March 31, 2025: Rs. 1,165 lakhs). (Refer note 22)

(B) Restatement of security deposits discounted earlier to original value resulting in loss of Rs. 1 lakh (March 31, 2025: Nil)

(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 previous 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.

This has led to a reassessment of the estimates of measurement and recognition of Right of use 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 H2,418 lakhs during the year ended March 31, 2025. Breakup of exceptional gain is as under:

Particulars	For the year ended March 31, 2026	For the year ended March 31, 2025
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 (March 31, 2025: 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 previous 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 year ended March 31, 2026, the Company has received insurance claim amounting to Rs. 125 lakhs which has been recognised under the head "Miscellaneous income" in Other income head of Statement of profit and 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, 2026	For the year ended March 31, 2025
Freight expense	98	90
Employee benefits expense	464	343
Other expenses:		
Power and fuel	75	78
Repair & maintenance - others	31	35
Security expenses	24	26
Travelling and conveyance	-	3
Miscellaneous expenses	89	75
Total other expenses capitalised	**219**	**217**
Total expenses capitalised	**781**	**650**

49 On November 21, 2025, the Government of India notified four new Labour Codes (the Cod on Wages, 2019, the Code on Social Security, 2020, the Industrial Relations Code, 2020 and the Occupational Safety, Health and Working Conditions Code, 2020) consolidating 29 existing labour laws. The Ministry of Labour & Employment published draft Central Rules and FAQs to enable assessment of the financial impact due to changes in regulations. The Company has assessed and accounted the incremental impact of these changes with the best information available and as per guidance provided by the Institute of Chartered Accountants of India. The impact of the above change amounting to Rs. 119 lakhs has been disclosed as "Exceptional item" in the statement of profit and loss for the year ended March 31, 2026. The Company continues to monitor the finalization of Central/ State Rules and clarifications from the Government on other aspects of the Labour Codes and would provide appropriate accounting effect as and when such clarifications are issued/rules are notified.

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, 2025: Rs. 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.

(ii) The Company have any following balances 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, 2026	As at March 31, 2025	
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, 2026	As at March 31, 2025	% change	Reason for variance (>+/-25%)
Current ratio (in times)	Current assets	Current liabilities (including lease liabilities	1.04	1.05	-1%	Not applicable
Debt-equity ratio (in times)	Total debt (including lease liabilities)	Shareholder's equity (Refer note (a) below)	1.01	0.97	4%	Not applicable
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 of long term borrowings	1.66	1.63	1.84%	Not applicable
Return on equity ratio (in %)	Net profits after taxes – Preference dividend	Average shareholder's equity	14.08%	5.88%	139.52%	The Company has earned higher profit in the current year as compared to previous year
Inventory turnover ratio (in times)	Cost of goods sold (includes purchase of traded goods and Increase/decrease in inventories)	Average inventories	2.52	2.36	6.60%	Not applicable
Trade receivable turnover ratio (Refer note (b) below)	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	4.95	4.72	4.96%	Not applicable
Net capital turnover ratio (in times)	Net sales = Total sales - sales return	Working capital = Current assets – Current liabilities (including lease liabilities)	86.65	56.39	53.66%	Increasing mainly on account of increase in sales and decline in working capital
Net profit ratio (In %)	Net Profit	Net sales = Total sales - sales return	3.27%	1.41%	132.63%	The Company has earned higher profit in the current year as compared to previous year
Return on capital employed (in %)	Earnings before interest and taxes (EBIT)	Average capital employed (refer note (c) below)	14.09%	10.39%	35.60%	The Company has earned higher profit in the current year as compared to previous year
Return on Investment (in %)	Profit on sale of investments + Fair value gain on investment designated at FVTPL	Average investment	3.50%	13.13%	-73.34%	Decreasing on account of increase in mutual funds purchased during the current year

Note:

(a) Shareholder's equity represents total equity

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

(c) Capital Employed = Tangible net worth + Total debt (including lease liabilities) - Goodwill - other intangible assets - deferred tax assets (net)

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. 6,857 lakhs (March 31, 2025: Rs. 7,031 lakhs), the Company has incurred expenses to the extent of Rs. 7,702 lakhs (March 31, 2025: Rs. 7,339 lakhs). Out of the total expenses incurred, the Company has filed the claims amounting to Rs. 6,607 lakhs (March 31, 2025: Rs. 5,864 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. 4,330 lakhs (March 31, 2025: Rs. 4,117 lakhs) and balance amount appearing as other assets amounting to Rs. 2,277 lakhs (March 31, 2025 Rs. 3,222 lakhs) (Refer note 11). During the current year, in cases where the actual expenditure incurred exceeded the amount of eligible expenditure approved by the respective state governments, the Company has written off balance recoverable amounting to Rs. 1,095 lakhs including balance against which provision of Rs. 402 lakhs made in earlier years. For balance outstanding as at March 31, 2026, the management believes that amount is good and recoverable.

54 The Company has used Ginesys 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 Events after the reporting period

The board of directors of the Company have proposed dividend after the balance sheet date which is subject to approval by the shareholders at the annual general meeting. Refer note 14(h) for further details.

56 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's Registration No.: 301003E/E300005

per Anil Mehta
Partner
Membership Number: 095812

Place: Gurugram
Date: May 07, 2026

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

Anand Agarwal
Chief Financial Officer

Lalit Agarwal
Managing Director
DIN No. 00900900

Megha Tandon
Company Secretary
Membership No. F10732

Place: Gurugram
Date: May 07, 2026

ANNEXURES

INDEPENDENT PRACTITIONER'S CERTIFICATE

To,
Board of Directors
V-Mart Retail Limited

We have reviewed the Business Responsibility and Sustainability Report ("BRSR") of V-Mart Retail Limited ("the Company") for the financial year ended March 31, 2026.

Management's Responsibility

The Company's Management is responsible for the preparation and presentation of the BRSR in accordance with the requirements prescribed by the Securities and Exchange Board of India (SEBI) and for maintaining adequate records and internal controls necessary for the collection, compilation and presentation of the information contained therein.

Practitioner's Responsibility

Our responsibility is to express a conclusion on the specified disclosures included in the BRSR based on our review procedures.

Our review has been conducted in accordance with the terms of our engagement and consisted primarily of:

A. Inquiry of responsible officials;

B. Examination of supporting records and documents;

C. Analytical review of data and information;

D. Reconciliation of selected disclosures with underlying records; and

E. Such other procedures as considered necessary in the circumstances.

Our procedures do not constitute an audit and accordingly we do not express an audit opinion.

Conclusion

Based on the procedures performed and the information and explanations provided by the Management, nothing has come to our attention that causes us to believe that the disclosures contained in the BRSR of the Company for the year ended March 31, 2026 have not been prepared, in all material respects, in accordance with the applicable SEBI BRSR requirements.

Restriction of use

This certificate has been issued solely for inclusion in the Annual Report of the Company and should not be used for any other purpose without our prior written consent.

For GBAB & Associates
Chartered Accountants
FRN: 031384N

Govind Basaiwala
Partner
Membership No: 062389
UDIN: 26062389CWEFBW1366

Place: Gurugram
Date: 22 June 2026

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