

VISHAL MEGA MART LIMITED

(Formerly known as Vishal Mega Mart Private Limited)

Corporate & Regd. Office: 5th Floor, Platinum Tower, Plot No. 184

Udyog Vihar, Phase – 1, Gurugram, Haryana-122016, India.

Phone: +91-124-4980000 Fax: +91-124-4980001

Email: secretarial@vishalwholesale.co.in, Website: www.aboutvishal.com



CIN: L51909HR2018PLC073282

Date: August 24, 2026

To National Stock Exchange of India Ltd., Exchange Plaza, C-1, Block G, Bandra Kurla Complex, Bandra (E), Mumbai – 400 051 NSE Scrip Symbol: VMM	To BSE Limited Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Scrip Code: 544307
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Dear Sir/ Madam,

Subject: Announcement under Regulation 34 and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 - Notice of the 8th Annual General Meeting and Annual Report for Financial Year 2025-26

Pursuant to the requirements of Regulation 34(1) read with Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the following:

1. Notice of the 8th Annual General Meeting of the Company scheduled to be held on Friday, September 18, 2026, at 12:00 Noon (IST) through Video Conferencing ('VC')/Other Audio-Visual Means ('OAVM'), in compliance with the circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India in this regard; and
2. Annual Report of the Company for the Financial Year 2025-26 including Business Responsibility & Sustainability Report.

The aforesaid documents are also available on the website of the Company at <https://aboutvishal.com/>.

You are kindly requested to take the same on your record.

Thanking you.

For Vishal Mega Mart Limited

Rahul
Luthra
Digitally signed
by Rahul Luthra
Date: 2026.08.24
12:17:54 +05'30'

Rahul Luthra

Company Secretary & Compliance Officer

ICSI Membership No: F9588

Encl: As above



VISHAL MEGA MART LIMITED

Registered & Corporate Office: Plot No. 184, Fifth Floor, Platinum Tower, Udyog Vihar, Phase-1, Gurugram, Haryana- 122016, India

CIN: L51909HR2018PLC073282 **Website:** www.aboutvishal.com

Email ID: secretarial@vishalwholesale.co.in **Phone No.:** +91-124-4980000

NOTICE OF THE 8TH ANNUAL GENERAL MEETING

NOTICE is hereby given that the Eighth (8th) Annual General Meeting ('AGM') of the members of **Vishal Mega Mart Limited** ('the Company') will be held on Friday, September 18, 2026 at 12:00 Noon (IST) through Video Conferencing ('VC') or Other Audio Visual Means ('OAVM'), for which purpose the Registered Office of the Company situated at Plot No. 184, Fifth Floor, Platinum Tower, Udyog Vihar, Phase-1, Gurugram, Haryana- 122016, India, shall be deemed as the venue for the Meeting wherein the proceedings of the AGM shall be deemed to have been conducted, to transact the following businesses:

ORDINARY BUSINESSES:

1. To receive, consider and adopt the Audited Standalone & Consolidated Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Sanjeev Aga (DIN: 00022065), Non-Executive Non-Independent Director, who retires by rotation and being eligible, offers himself for re-appointment.

SPECIAL BUSINESSES:

3. **To approve continuation of Directorship of Mr. Sanjeev Aga (DIN: 00022065), Non-Executive Non-Independent Director of the Company upon attaining the age of 75 years**

To consider and if thought fit, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to Regulation 17(1A) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and other applicable provisions of the Companies Act, 2013 ('the Act') and Rules made there under including any statutory modification(s) or re-enactment(s) thereof for the time being in force, and based on the recommendations of Nomination & Remuneration Committee and Board of Directors of the Company, the consent of the Members of the Company be and is hereby accorded for continuation of Mr. Sanjeev Aga (DIN: 00022065), as a Non-Executive

Non-Independent Director of the Company, liable to retire by rotation, notwithstanding that he will attain the age of 75 years on February 01, 2027, on such terms and conditions as approved by the Board and subsequently by the Shareholders at the time of his appointment / re-appointment on the Board, from time to time, as the case may be.

RESOLVED FURTHER THAT the Board of Directors (which term shall include any Committee(s) thereof), be and is hereby authorised to do all such acts, deeds, matters and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

4. **To approve the re-appointment of Ms. Neha Bansal (DIN: 02057007) as Non-Executive Independent Director of the Company**

To consider and if thought fit, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 read with Schedule IV to the Companies Act, 2013 ('the Act') and other applicable provisions, if any, of the Act and the Companies (Appointment and Qualifications of Directors) Rules, 2014 and any other applicable rules made under the Act and Regulations 17 and 25 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and any other applicable provisions of the SEBI Listing Regulations (including any statutory modification(s) or re-enactment thereof for the time being in force), Secretarial Standards issued by the Institute of Company Secretaries of India, Articles of Association of the Company, Nomination and Remuneration Policy of the Company and based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, Ms. Neha Bansal (DIN: 02057007), who holds office as Non-Executive Independent Director up to September 22, 2026, and who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Act along with rules made thereunder

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and Regulations 16(1)(b) and 25(8) of the SEBI Listing Regulations along with the declaration that she is not debarred/disqualified (and is eligible) from being re-appointed as a Director on the Board of the Company, and in respect of whom the Company has received a Notice in writing from a member under Section 160 of the Act, proposing her candidature for re-appointment to the office of Non-Executive Independent Director of the Company, be and is hereby re-appointed as a Non-Executive Independent Director of the Company for second term of 1 (one) year commencing from September 23, 2026 up to and including September 22, 2027, and whose office shall not be liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 197, and other applicable provisions of the Act and the Rules made thereunder including Schedule V to the Act read with SEBI Listing Regulations and based on the recommendations of Nomination & Remuneration Committee and the Board of Directors of the Company, Ms. Neha Bansal (DIN: 02057007) be and is hereby entitled to receive:

- (i) Sitting fee to attend the Board and/or Committee meetings subject to the limits as prescribed under the Act read with SEBI Listing Regulations and approved by the Board of Directors of the Company from time to time on recommendations of Nomination & Remuneration Committee; and
- (ii) Commission within the limits as approved by the shareholders of the Company vide resolution dated September 29, 2025.

RESOLVED FURTHER THAT the Board of Directors (which term shall include any Committee(s) thereof), be and is hereby authorised to do all such acts, deeds, matters and things and to sign all such documents and writings as may be necessary to give effect to this resolution and for matters connected therewith or incidental thereto."

5. To approve the cap of Aggregate Foreign Ownership Limit in the Company at 49.99% of the total equity instruments (on a fully diluted basis)

To consider and if thought fit, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019, the Consolidated FDI Policy Circular of 2020 (collectively, FEMA Rules), and all other applicable

acts, rules, regulations, circulars, notifications, guidelines, as amended from time to time (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), issued by Reserve Bank of India (RBI) or any other regulatory/statutory authority(ies) and subject to such guidance, approvals, permissions and sanctions, if any, and to the extent required from any regulatory/statutory authority(ies), the approval of the shareholders of the Company be and is hereby accorded to cap the aggregate foreign ownership (including but not limited to investment made through subscription or purchase of securities by a person resident outside India in the form of foreign direct investment, foreign portfolio investment or indirect foreign investment, or through foreign owned and/or foreign controlled Indian companies or investment vehicles) of the Company in any form or manner, at 49.99% of the total equity instruments (on a fully diluted basis) issued by the Company, which can be held at any time by foreign institutional investors, foreign portfolio investors, persons resident outside India, non-resident Indians or other foreign investors, or any other reduced limit as may be prescribed by any regulatory/statutory authority(ies) under any law for the time being in force.

RESOLVED FURTHER THAT the Board of Directors be and are hereby authorised to file all the necessary forms, returns, or disclosures, to make applications(s) with the relevant statutory authorities (including but not limited to the registrar of companies, stock exchanges, RBI, or the Central Government), to act, represent and / or appear before any statutory authorities for and on behalf of the Company, to delegate all or any of the aforesaid powers in favour of any person(s)/ official(s), to settle any question, doubt or difficulty which may arise in this regard and to do all such acts, deeds, matters and things as may be considered necessary, expedient and proper to give effect to this resolution."

6. Re-appointment of Mr. Gunender Kapur (DIN: 01927304) for a tenure of 5 years with effect from September 01, 2026 and redesignated as Founder, Managing Director & Chief Executive Officer of the Company

To consider and if thought fit, pass the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Sections 196, 197, 198 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 ('Act'), read with the Companies (Appointment

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and Remuneration of Managerial Personnel) Rules, 2014, the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the Articles of Association of the Company, Nomination and Remuneration Policy of the Company, based on the recommendations of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Gunender Kapur (DIN: 01927304), who holds office as Managing Director & Chief Executive Officer of the Company upto June 26, 2027 and in respect of whom the Company has received a notice in writing from a Member under Section 160 of the Act proposing his candidature for the office of Director and being eligible for re-appointment under the provisions of the Act and the Rules framed thereunder and the SEBI Listing Regulations, be and is hereby reappointed for a term of 5 (five) years commencing from September 01, 2026 up to and including August 31, 2031 and redesignated as 'Founder, Managing Director & Chief Executive Officer' of the Company, not liable to retire by rotation, on such terms and conditions as set out in the resolution and as mutually agreed between Mr. Kapur and the Company, forming part of the terms of his engagement with the Company for the said period.

RESOLVED FURTHER THAT pursuant to the provisions of Section 197 and other applicable provisions, if any, of the Act, read with Schedule V to the Act and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and in accordance with Regulation 17(6) and other applicable provisions of the SEBI Listing Regulations, including any statutory modification(s) or re-enactment(s) thereof for the time being in force, the Articles of Association of the Company and the Nomination and Remuneration Policy of the Company, and based on the recommendations of the Nomination & Remuneration Committee and the

Board of Directors, the consent of the Members be and is hereby accorded for the payment the remuneration to Mr. Gunender Kapur (DIN: 01927304) for a period of three years, with effect from September 01, 2026 to August 31, 2029, as detailed in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT the remuneration including benefits, amenities and perquisites, may be paid as minimum remuneration for any financial year in case of absence or inadequacy of profits for such year, subject to the provisions prescribed under Section 197 read with Schedule V to the Act and rules framed thereunder and any other applicable provisions of the Act and SEBI Listing regulations (including any statutory modification(s) or re-enactment(s) thereof from time to time), without requiring to obtain the approval of shareholders any further.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things, and to execute all such documents, agreements, instruments, and writings as may be required to give effect to this resolution or otherwise considered necessary, expedient, or desirable in this regard."

By Order of the Board
For **Vishal Mega Mart Limited**

Rahul Luthra
Company Secretary & Compliance Officer
ICSI Membership No. F9588
Address: Plot No. 184, Fifth Floor,
Platinum Tower, Udyog Vihar,
Phase-1, Gurugram, Haryana- 122016, India

Place: Gurugram
Date: August 21, 2026

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NOTES:

1. The Ministry of Corporate Affairs ('MCA'), vide its General Circular No. 14/2020 dated April 08, 2020 General Circular No. 20/2020 dated May 05, 2020 read with subsequent circulars issued from time to time, the latest one being General Circular No. 03/2025 dated September 22, 2025 ('MCA Circulars') and the circulars issued by the Securities and Exchange Board of India ('SEBI') (MCA Circular and SEBI Circular collectively referred as 'Circulars') read with provisions of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, permitted holding of Annual General Meetings ('AGMs') through VC/OAVM facility and dispensed physical presence of the members at the meeting. In compliance with the provisions of the Companies Act, 2013 ('Act'), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations') and Circulars, the 8th AGM of the Company is being held through Video Conferencing ('VC') / Other Audio-Visual Means ('OAVM') facility. The deemed venue for the AGM shall be the Registered Office of the Company. The detailed procedure for participating through VC/OAVM facility is mentioned in Note No. 22 of the notice.
2. The Explanatory Statement, pursuant to the provisions of Section 102(1) of the Act read with Regulation 17(11) of SEBI Listing Regulations, setting out the material facts and reasons, in respect of Item No. 3, 4, 5 and 6 of this Notice is annexed herewith. Further, the relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2') respectively, in respect of Directors seeking re-appointment, are also annexed hereto and forms part of the Notice.
3. The AGM is being held pursuant to the MCA Circulars and SEBI Listing Regulations through VC/OAVM facility, therefore physical attendance of Members has been dispensed with, accordingly the facility for appointment of proxy(ies) by the Members will not be available for the AGM. Hence, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.

Institutional/Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation letter, authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorisation letter shall be sent to the Scrutiniser at lakhan@cacsindia.com with a copy marked to evoting@nsdl.com.
4. Members attending the AGM through VC/OAVM facility shall be counted for the purpose of reckoning the quorum under Section 103 of the Act. In case of joint holders attending the meeting, the member whose name appears as the first holder in the order of names as per the Register of Members / List of Beneficial Owners of the Company will be entitled to vote at the AGM.
5. For enabling the members to participate at the 8th AGM through VC/OAVM, the Company has appointed National Securities Depository Limited ('NSDL' / 'E-voting service provider') to provide VC/OAVM facility and e-voting facility, for the AGM.
6. The transcript of AGM shall also be made available on the Company's website at <https://aboutvishal.com/?content=GeneralMeeting&id=21>, as soon as possible after the conclusion of the AGM.
7. Members desiring any information/clarification on the financial statements of the Company or any matter to be placed at the AGM are requested to write to the Company at secretarial@vishalwholesale.co.in mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at least seven (7) days in advance to enable the management to keep information ready at the AGM. Members desiring to seek information/clarification during the AGM may use the chat box facility provided by NSDL for the same.
8. During the AGM, members may access the Auditor's Report, Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements maintained under Section 189 of the Act and Certificate issued by M/s. Chandrasekaran Associates, Secretarial Auditors of the Company for the Financial Year 2025-26 certifying that Vishal Mega Mart Employees Stock Options Plan 2019 of the Company is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 or any other amendments for the time being in force and such other documents

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as referred in the Notice of the AGM and explanatory statement. Members seeking to inspect such documents may send an email to the Company at secretarial@vishalwholesale.co.in.

9. Pursuant to Sections 101 and 136 of the Act read with relevant Rules made thereunder and Regulation 36 of SEBI Listing Regulations and in terms of Circulars, the Company will send Annual Report for Financial Year 2025-26 along with notice of this AGM and other communications through electronic mode to those members who have registered their e-mail address with the Company/Depository Participants ('DPs')/Registrar to an Issue and Share Transfer Agent ('RTA') of the Company. Members who have not registered their email address in their demat accounts are requested to update/register their e-mail address with their respective DPs. Further, Company is also sending a letter providing the web-link, including the exact path, where complete details of the Annual Report is available to those member(s) who have not so registered their email address. Physical copy of the Notice of this AGM along with Annual Report for the Financial Year 2025-26 shall be sent to those members who request for the same. Members may send their request at secretarial@vishalwholesale.co.in.
10. The Notice of AGM and Annual Report for the Financial Year 2025-26 will be sent to those Members/ Beneficial Owners whose names will appear in the Register of Members/ List of Beneficial Owners received from the Depositories as on Friday, August 14, 2026 and Notice of the AGM and Annual Report for the Financial Year 2025-26 will also be available on the following websites:
 - (i) Company: <https://aboutvishal.com/?content=GeneralMeeting&id=21>;
 - (ii) Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com; and
 - (iii) NSDL at www.evoting.nsdl.com.
11. Members holding shares in physical form and who have not updated their e-mail address with the Company /RTA/ DP are requested to update their e-mail address and other details through updating their KYC by submitting the prescribed Form either to the RTA of the Company or directly to the Company in the manner specified in Note No. 12 below. Members holding shares in dematerialised (Demat) mode are requested to register/update their e-mail address with the relevant DPs. In case of any queries/difficulties in registering the e-mail address, members may write to the RTA at einward@kfintech.com or to the Company at secretarial@vishalwholesale.co.in.
12. KYC updation for physical members:- SEBI vide its Master Circular No. SEBI/HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated February 06, 2026, mandated that the security holders (holding securities in physical form), whose folio(s) are not updated with the KYC details (any of the details viz., PAN (linked with Aadhaar); Contact Details; Postal Address with Pin code, Mobile Number, Bank Account Details and signature, if any) shall be eligible for any payment including dividend, interest or redemption in respect of such folios, as may be applicable, only through electronic mode with effect from April 01, 2024. Further, such security holders shall not be able to lodge grievance or avail any service request from the RTA, until the KYC details are updated. Therefore, members of the Company, holding shares in physical mode are requested to immediately update their aforesaid KYC details with the RTA of the Company to avoid any hardship /consequences as above. For facilitating to update their aforesaid KYC details, nomination details and for processing various service requests, the Company has uploaded required forms – ISR-1, ISR-2, ISR-3, ISR-4, ISR-5, SH-13 and SH-14, as applicable, on its website at <https://aboutvishal.com/?content=InvestorForms&id=33>.

Members can download the Forms, as applicable / required, fill in the details and send to the RTA of the Company along with requisite documents for updating the details.
13. The Securities and Exchange Board of India ('SEBI') has mandated the submission of Permanent Account Number ('PAN') by every participant in securities market. Members who hold shares in dematerialised form and wish to update their PAN, contact details, Bank details, signatures and Nomination, are requested to contact their respective DPs.
14. All existing investors are encouraged, in their own interest, to provide 'choice of nomination' for ensuring smooth transmission of securities held by them as well as to prevent accumulation of unclaimed assets in securities market. However, all new investors shall continue to be required to mandatorily provide the 'Choice of Nomination' for demat accounts except for jointly held demat accounts.
15. Regulation 40(1) of the SEBI Listing Regulations, as amended, read with SEBI Master Circular no. HO/38/13/(4)2026-MIRSD-POD/I/4298/2026 dated

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February 06, 2026 has mandated the listed companies to issue securities in dematerialised form only while processing service requests, viz. issue of duplicate securities certificate; claim from unclaimed suspense account; renewal/ exchange of securities certificate; endorsement; sub-division/splitting of securities certificate; consolidation of securities certificates/ folios; transmission and transposition. In view of the above and to eliminate risks associated with physical shares and to avail various benefits of dematerialisation, members are advised to dematerialise their shares held in physical form. Members are accordingly requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively, contact RTA to seek guidance on the demat procedure. Members may also visit website of the depositories, i.e. NSDL at <https://nsdl.com/faq> or Central Depository Services (India) Limited ('CDSL') at <https://www.cdslindia.com/investors/open-demat.html> for further understanding of the demat procedure.

16. With a view to safeguard the interests of the investors and to streamline the resolution mechanism in the Indian Securities Market, SEBI vide its circular no. SEBI/HO/OIAE/OIAE_IAD-3/P/CIR/2023/195 dated December 28, 2023 as amended from time to time, mandated establishment of common Online Dispute Resolution Portal ('ODR Portal'), by Market Infrastructure Institutions, which harnesses online conciliation and online arbitration for resolution of disputes arising between investors/clients and listed companies (including their RTAs) or specified intermediaries/regulated entities, in Indian Securities Market.

The ODR Portal allows the investors/shareholders to enrol themselves, file unresolved grievance, upload documents and get status updates pertaining to the unresolved grievances filed against listed entities/ its RTA.

The process for initiation of Dispute Resolution process is enumerated below:

- An investor/client shall first take up his/her grievance with the Market Participant by lodging a complaint directly with the concerned Market Participant.
- If the grievance is not redressed satisfactorily the investor/shareholder may escalate the same through the SCORES Portal (www.scores.gov.in) in accordance with SCORES Guidelines as per the process laid out.

- If the investor/client is still not satisfied with the outcome, he/she can initiate dispute resolution through the ODR Portal. Alternatively, the investor/client may initiate dispute resolution through the ODR Portal if the grievance lodged with the concerned Market Participant was not satisfactorily resolved or at any stage of the subsequent escalations [prior to or at the end of such escalation(s).]
- The concerned Market Participant may also initiate dispute resolution through the ODR Portal after having given due notice of at least 15 calendar days to the investor/client for resolution of the dispute which has not been satisfactorily resolved between them.
- The SMART ODR Portal can be accessed at: <https://smartodr.in/login> and for more information shareholders are requested to visit the weblink <https://aboutvishal.com/?content=OnlineDisputeResolution&id=32>.

17. Members are requested to contact KFin Technologies Limited (Registrar to an Issue and Share Transfer Agent of the Company/RTA) in case of any change of address or queries relating to their shares at the information given below:

KFin Technologies Limited

(Unit: Vishal Mega Mart Limited)

Selenium Building, Tower-B, Plot No 31 & 32,

Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India - 500 032

Toll Free No. 1800 309 4001

Email: einward.ris@kfintech.com

18. In compliance with the provisions of Section 108 of the Act and the rules framed thereunder, Regulation 44 of SEBI Listing Regulations, SS- 2 issued by the Institute of Company Secretaries of India, as amended from time to time, and the Circulars as issued by Ministry of Corporate Affairs, the Company is pleased to provide remote e-voting facility before the AGM and e-voting facility at the AGM to its members to exercise their right to vote on all the resolutions proposed to be transacted at the AGM. The facility of casting votes by a member using remote e-voting and e-voting at the AGM will be provided by NSDL.

The Members who have cast their vote through remote e-voting will be eligible to attend the AGM. However, they will not be eligible to cast their vote again at the AGM.

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19. Mr. Shashikant Tiwari (Membership No. F11919 and C.P. No. 13050) and failing him Mr. Lakhan Gupta (Membership No. F12682 and C.P. No. 26704), of M/s. Chandrasekaran Associates, Company Secretaries, has been appointed as the Scrutiniser to scrutinise the e-voting process for the AGM, in a fair and transparent manner.
20. The Scrutiniser shall, immediately after the conclusion of e-voting at the AGM, unblock the votes cast through e-voting (votes cast during the AGM and votes cast through remote e-voting) and will submit a consolidated Scrutiniser's Report of the total votes cast in favour or against, if any, to the Chairperson or any other person so authorised, who shall countersign the same. The results will be announced within the time stipulated under the applicable laws. Subject to receipt of requisite number of votes, the Resolutions shall be deemed to have been passed on the date of AGM, i.e. September 18, 2026.
21. The results declared along with the Scrutiniser's Report shall be displayed at the Registered Office of the Company, as well as placed on the Company's website at <https://aboutvishal.com/> and on the website of NSDL at <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to National Stock Exchange of India Limited and BSE Limited, where the shares of the Company are listed.
- 22. Instructions for Members for Remote e-Voting and joining the 8th AGM are as under:**
 - a. The remote e-voting period will commence on Tuesday, September 15, 2026 (9:00 A.M. IST) and end on Thursday, September 17, 2026 (5:00 P.M. IST). During this period, members of the Company, whose names appear in the Register of Members/List of Beneficial Owners as on the cut-off date i.e. as on Friday, September 11, 2026, may cast their vote by e-voting on the resolutions set forth in this Notice. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date.
 - b. A person who is not a member as on the cut-off date should treat this Notice of 8th AGM for information purposes only.
 - c. Any person, who acquires shares of the Company and becomes Member of the Company after the Company sends the Notice of the 8th AGM by E-mail and holds shares as on the cut-off date i.e. on Friday, September 11, 2026, may obtain the User ID and password by sending a request at evoting@nsdl.com. However, if he/she is already registered with NSDL for remote e-voting then he/she can use his/her existing user ID and password for casting his/her vote. In the case of forgot password, the same can be reset by using "Forgot User Details/Password?" or "Physical User Reset Password" option available on <https://www.evoting.nsdl.com/>.
 - d. The Members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
 - e. Institutional/Corporate Shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorisation letter, authorising its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorisation letter shall be sent to the Scrutiniser at lakhan@cacsindia.com with a copy marked to evoting@nsdl.com.
 - f. 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.
 - g. 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 call on: 022 - 4886 7000 or send a request to Pallavi Mhatre, Assistant Vice President, NSDL at evoting@nsdl.com.
 - h. The details of the process and manner for remote e-voting are explained herein:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>.

Step 2: Cast your vote electronically on NSDL e-Voting system.

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STEP 1: LOG-IN TO NSDL E-VOTING SYSTEM:

How do I vote electronically using NSDL e-Voting system?

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts to access e-Voting facility.

- **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode:**
Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	a) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on 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. b) Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you 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. Click on 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. c) If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp d) 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen-digit demat account number hold 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. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. e) Shareholders/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    

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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	i. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then use your existing my easi username & password. ii. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. iii. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. iv. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on 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.

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

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

Login type	Helpdesk details
Individual Shareholders 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 or call at 022 - 4886 7000
Individual Shareholders 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 022-62343000

- **Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

How to Log-in to NSDL e-Voting website?

- 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.

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- 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 eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices 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:
a) 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*****.
b) 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*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the Company For example, if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

- E) Password details for shareholders other than Individual shareholders 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 email ID is registered in your demat account or with the Company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8-digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids 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 mode) 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.

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- 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 General Meeting on NSDL e-Voting system.

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

- A) After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- B) Select "EVEN" of 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 "Confirm" when prompted.
- E) Upon confirmation, the message "Vote cast successfully" will be displayed.
- F) You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- G) Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

Process for those Shareholders whose Email Id are not registered with the depositories for procuring User Id and Password and registration of Email Ids for e-voting for the resolutions set out in this notice:

- A) In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to secretarial@vishalwholesale.co.in.
- B) In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16-digit beneficiary

ID), Name, client master or copy of Consolidated Account statement, PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) to secretarial@vishalwholesale.co.in. If you are an Individual shareholder holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.

- C) Alternatively, shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
- D) In terms of SEBI circular dated December 09, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account to access e-Voting facility.

23. The instructions for Members for E-Voting on the day of the AGM are as under: -

- The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
- Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
- Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
- The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

24. The instructions for Members for attending the AGM through VC/OAVM are as under:

- I. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login,

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you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the 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 the notice to avoid last minute rush.

- II. Members are encouraged to join the Meeting through Laptops for better experience.
- III. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

- IV. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- V. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email address, mobile number at secretarial@vishalwholesale.co.in. The same will be replied by the Company suitably.

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EXPLANATORY STATEMENT UNDER SECTION 102(1) OF THE COMPANIES ACT, 2013 AND SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

ITEM NO. 3

Mr. Sanjeev Aga, Non-Executive Non-Independent Director, was appointed on the Board of the Company on October 16, 2020, whose period of office is liable to retire by rotation, in terms of Companies Act, 2013 and Articles of Association of the Company.

Mr. Aga retires by rotation at this Annual General Meeting and being eligible, has offered himself for re-appointment. Accordingly, his re-appointment as Non-Executive Non-Independent Director, liable to retire by rotation is proposed for approval of the Shareholders of the Company.

Further, Mr. Aga will attain the age of seventy-five years on February 01, 2027.

As per Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), no listed company shall appoint a person or continue the directorship of any person as a Non - Executive Director who has attained the age of seventy-five years, unless a Special Resolution is passed to the effect justifying such appointment or continuation.

Profile of Mr. Sanjeev Aga:

Mr. Sanjeev Aga holds a bachelor's degree in science with honours from the University of Delhi and a post graduate diploma in management from the Indian Institute of Management, Calcutta. He has more than 39 years of experience. Mr. Aga served as a Managing Director on the Board of Vodafone Idea Limited. Additionally, he was previously associated with Larsen and Toubro Limited, Pidilite Industries Limited, Mahindra Holidays and Resorts India Limited and Aditya Birla Group. Currently, he is serving as an Independent Director on the Boards of LTM Limited (previously known as LTIMindtree Limited) and Helios Trustee Private Limited.

Mr. Aga brings to the Company a wealth of diverse experience and deep industry knowledge, which significantly contributes to the effectiveness of the Board's deliberations and decision-making processes. His insights and guidance on key strategic and operational matters are highly valued by the Board, particularly in areas aligned with his expertise. His continued association with the Company as a Non-Executive Non-Independent Director is expected to further strengthen the Board's capabilities and contribute meaningfully to the Company's long-term growth and success.

Mr. Sanjeev Aga is not disqualified from being re-appointed or continuing as a Director in terms of Section 164 of the Act and has not been debarred from holding the office of Director by virtue of any SEBI order or any other such authority.

Based on the recommendations of the Nomination & Remuneration Committee and taking in account Mr. Sanjeev Aga's seniority, expertise and vast experience, which has immensely benefited the Company, the Board of Directors believe that it is in the best interests of the Company and its shareholders that Mr. Aga continues as a Non-Executive Non-Independent Director beyond the age of seventy-five (75) years. Accordingly, the Board of Directors at its meeting held on July 23, 2026, approved the continuation of Mr. Sanjeev as a Non-Executive Non-Independent Director of the Company, liable to retire by rotation, notwithstanding that he will attain the age of 75 years on February 01, 2027, on such terms and conditions as approved by the Board and subsequently by the Shareholders at the time of his appointment / reappointment on the Board, from time to time, as the case may be. The Board further recommended the same to the members of the Company for their approval. The Board is also confident about his ability to function and discharge his duties in an able and competent manner.

Pursuant to the SEBI Listing Regulations, as amended read with the provisions of the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), other requisite details of Mr. Aga are provided in **Annexure – A** to this Notice.

Except Mr. Sanjeev Aga, none of the Directors/Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution, except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution set out at Item No. 3 for approval of the Shareholders as a Special Resolution.

ITEM NO. 4

Pursuant to Section 149(10) of the Companies Act, 2013 ('the Act') read with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), an Independent Director shall hold office for a term of up to five consecutive years and shall be eligible for re-appointment for a second term upon the approval of the shareholders by way of a Special Resolution. Further, as per Regulation 17(1C) of the SEBI Listing Regulations, the listed entity shall ensure that approval of shareholders for appointment or reappointment of a person on the board of directors is taken at the next general meeting or within a

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time period of three months from the date of appointment, whichever is earlier. Also, as per Regulation 25(2A) of SEBI Listing Regulations, the appointment or re-appointment of an Independent Director of a listed entity, shall be subject to the approval of shareholders by way of a special resolution.

Pursuant to Schedule IV to the Act and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), the re-appointment of Independent Director shall be on the basis of report of performance evaluation.

The first term of four years of Ms. Neha Bansal as a Non-Executive Independent Director of the Company is due to expire on September 22, 2026.

The Board of Directors also appointed Ms. Neha Bansal as the Chairperson of the Board in its meeting held on July 04, 2024, and she has since been discharging her responsibilities in that capacity.

Profile of Ms. Neha Bansal:

Ms. Neha Bansal holds a bachelor's degree in commerce (honours) from Gargi College, University of Delhi. She is a member of the Institute of Chartered Accountants of India and has successfully completed the course on valuation and a post qualification course in information systems audit held by the Institute of Chartered Accountants of India. She has over 18 years of experience in finance and business administration. She is the Co-Founder of Lenskart. She was previously associated with Vinod Kumar and Associates.

The Company has received a notice from a member under section 160 of the Act, proposing her candidature to the office of Non-Executive Independent Director of the Company and all the necessary declarations and disclosures as required under the Act and SEBI Listing Regulations, including declaration of independence under section 149(6) of the Act and Regulations 16(1)(b) and 25(8) of the SEBI Listing Regulations, declaration of non-disqualification under section 164 of the Act, declaration of non-debarment to hold the office of a Director by virtue of any order passed by SEBI or any other authority, her consent to act as a Director of the Company, have been received from Ms. Bansal.

Further, Ms. Bansal has registered herself with the Independent Director's data bank maintained by the Indian Institute of Corporate Affairs.

The Board of Directors is of the view that Ms. Bansal is a person of integrity and possesses relevant expertise and experience to be reappointed as an Independent Director of the Company. Further in their opinion, she fulfils the conditions specified in the Act and the rules made there

under and SEBI Listing Regulations and is independent of the management.

All the Directors including Ms. Neha Bansal were evaluated as a part of the Annual Performance Evaluation process of the Board, its Committees and Directors including Independent Directors. Basis the annual performance evaluation of Ms. Bansal and considering the valuable contributions that she has made and her extensive experience in business strategy, governance and leadership, and taking into consideration that her continued association with the Company as a Non-Executive Independent Director would be beneficial to the Company, the Board of Directors of the Company in its meeting held on July 23, 2026, based on the recommendations of Nomination & Remuneration Committee and subject to the approval of the members of the Company, approved the re-appointment of Ms. Neha Bansal as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for second term of 1 (one) year commencing from September 23, 2026, up to and including September 22, 2027, in compliance with Sections 149, 152 of the Act read with Schedule IV thereto and other applicable provisions of the Act and SEBI Listing Regulations.

The Members may further note that, pursuant to the approval accorded by the shareholders at the Annual General Meeting held on September 29, 2025, the Non-Executive Independent Directors of the Company are entitled to receive commission of up to ₹ 60,00,000 (Rupees Sixty lacs only) per annum each, in such manner and proportion as may be determined by the Board of Directors from time to time, for a period of two years commencing from April 01, 2025. Accordingly, Ms. Neha Bansal shall be entitled to receive such commission during her proposed tenure, subject to the said approval and applicable provisions of law.

Ms. Bansal, Non-Executive Independent Director shall also be entitled to receive sitting fee for attending the meetings of Board/Committee(s) of Board subject to the limits as prescribed under the Act and SEBI Listing Regulations and determined by the Board from time to time on recommendations of the Nomination & Remuneration Committee.

In addition to the above, Ms. Bansal shall be entitled to receive reimbursement towards her travel, hotel, and other incidental expenses incurred by her, in the performance of her role and duties as an Independent Director and Chairperson of the Company.

Accordingly, pursuant to the provisions of section 149 and Schedule IV to the Act and Regulations 17 and 25 of the SEBI Listing Regulations, approval of the shareholders is sought

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by way of a Special Resolution for the re-appointment of Ms. Neha Bansal as a Non-Executive Independent Director of the Company, not liable to retire by rotation, for second term of 1(one) year commencing from September 23, 2026, up to and including September 22, 2027.

Terms of appointment of Independent Directors is available on the website of the Company and can be accessed at <https://aboutvishal.com/resources/media/files/5c7358aa-21cf-4ebf-bd76-1e4af4712d8c.pdf>

The terms and conditions of the re-appointment of Ms. Bansal and other documents as mentioned in this Notice will be available electronically for inspection by shareholders as per details mentioned in the notes to this Notice. Pursuant to Regulation 36(3) of the SEBI Listing Regulations, as amended, read with the provisions of SS-2, other requisite details of Ms. Bansal are provided in **Annexure – A** to this Notice.

Except Ms. Neha Bansal, being an appointee, none of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution No. 4 except to the extent of their shareholding, if any, in the Company.

The Board of Directors of the Company recommends the resolution as set out at Item No. 4 for approval of the Members as a Special Resolution.

ITEM NO. 5

Background

The Company was listed on BSE Limited and the National Stock Exchange of India Limited on December 18, 2024. Prior to its listing, the entire share capital of the Company was held by persons resident in India, with Samayat Services LLP, the promoter of the Company (Promoter), holding approximately 98.77% of the paid-up share capital of the Company.

Subsequent to the Company's listing and dilution of the Promoter's shareholding, the shareholding pattern of the Company has undergone significant changes, including in the form of investments by foreign portfolio investors, foreign institutional investors, and other persons resident outside India in the share capital of the Company. Further, the Promoter divested additional shareholding in June 2025 and February 2026, resulting in the Promoter's aggregate shareholding falling below 50% of the paid-up share capital of the Company. As on June 30, 2026, the aggregate shareholding held by persons resident in India stood at 79.51%, while the aggregate shareholding held by persons resident outside India stood at 20.49%.

The Company is engaged in the manufacturing business through contract manufacturing arrangements in India, a sector in which 100% foreign investment is permitted under the Automatic Route under the applicable provisions of the Foreign Exchange Management Act, 1999, the Foreign Exchange Management (Non-Debt Instruments) Rules, 2019 (**FEMA NDI Rules**), the Consolidated FDI Policy Circular, 2020, and other applicable laws and regulations (collectively, the **FEMA Framework**).

The Company presently has the following wholly owned subsidiaries ('Subsidiaries'):

- Airplaza Retail Holdings Private Limited (**Airplaza**), which became a subsidiary on July 24, 2020; and
- Vishal E-Commerce Private Limited, which became a subsidiary on May 18, 2020.

As the Company is presently owned and controlled by persons resident in India, it qualifies as an Indian owned and controlled company (**IOCC**). Accordingly, foreign investment in the Company is presently not treated as indirect or downstream foreign investment in its subsidiaries under the applicable FEMA framework.

Rationale for implementing the aggregate foreign ownership cap

The business of Airplaza is an existing business, undertaken in a sector where foreign investment requires prior government approval or is subject to sectoral conditionalities. Accordingly, the total foreign investment in the Company cannot exceed 49.99% of its total issued and paid-up capital on a fully diluted basis, and any breach of this threshold would cause the Company to cease to qualify as an IOCC.

The Company is currently an IOCC. However, given that the Company's equity shares are listed and freely tradable on the stock exchanges, its foreign shareholding may increase over time through secondary market transactions, and there is a risk that the Company may become a foreign owned or foreign controlled company (**FOCC**).

If the Company, at any time, is considered as an FOCC, such classification would, in turn, cause the business of Airplaza to be treated as receiving indirect foreign investment, in contravention of the FEMA Framework, given the sectoral restrictions applicable to Airplaza.

Therefore, such a change in the Company's status from an IOCC to FOCC may have significant regulatory and commercial implications, including:

- Foreign investment in the Company being regarded as indirect or downstream foreign investment in its subsidiaries;

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- Applicability of sectoral caps, conditions and approval requirements to the subsidiaries on account of the Company's FOCC status; and
- Potential exhaustion of permissible foreign investment limits or other regulatory constraints applicable to Airplaza, thereby causing significant disruptions in its existing businesses and operations.

In view of the above regulatory considerations, in order to ensure continued compliance with applicable foreign exchange laws, sectoral conditions and foreign investment restrictions, and in the interest of commercial stability and business continuity of the Company and its subsidiaries, the Board of Directors considers it necessary to maintain the Company's status as an IOCC. Accordingly, it is proposed to cap the aggregate foreign shareholding in the Company at 49.99% of the total paid-up equity share capital of the Company.

This proposed cap is not a voluntary action on the part of the Company, but one undertaken to ensure the Company's continued compliance with applicable law. As per Securities and Exchange Board of India's circular no. IMD/FPIC/CIR/P/2018/61 (dated April 05, 2018), any change to the aggregate FPI/non-resident investment limits of a listed company shall be subject to, inter alia, an approval from its shareholders by way of a resolution. Accordingly, since the aforesaid circular requires the Company to obtain the approval of its shareholders by way of a resolution for the proposed change to its aggregate foreign investment limits, the approval of the Members is being sought in this regard.

Conclusion

The Board of Directors believes that maintaining the Company's IOCC status is in the best interests of the Company, its subsidiaries, and its stakeholders, as it will provide regulatory certainty, operational flexibility, ease of compliance, and support the continued growth and business operations of the Company and its subsidiaries. The Board of Directors, at its meeting held on July 23, 2026, approved the aforesaid proposal, subject to the approval of the Members of the Company by way of a Special Resolution.

Accordingly, approval of the Members is sought by way of a Special Resolution for capping the aggregate foreign shareholding in the Company at 49.99% of its paid-up equity share capital.

None of the Directors, Key Managerial Personnel of the Company, or their respective relatives is, in any way, concerned or interested, financially or otherwise, in the proposed resolution except to the extent of their shareholding, if any, in the Company.

The Board of Directors recommends the Special Resolution set out at Item No. 5 of the Notice for approval by the Members.

Once the resolution is approved by the Members of the Company, the cap will be implemented in compliance with applicable law.

ITEM NO. 6

The shareholders of the Company, at their meeting held on June 28, 2024, approved the appointment of Mr. Gunender Kapur as Managing Director & Chief Executive Officer of the Company for a period of three consecutive years, commencing from June 27, 2024 to June 26, 2027.

Performance and Achievements under the leadership of Mr. Kapur

During the tenure of Mr. Kapur, the Company has demonstrated significant growth and delivered strong financial and operational performance.

Under the strategic guidance and leadership of Mr. Kapur, the Company has demonstrated significant growth, with total income increasing from ₹5,653.84 crores in FY 2021-22 to ₹12,992.61 crores in FY 2025-26. Profit after tax has also shown a substantial rise from ₹202.76 crores to ₹839.23 crores over the same period, reflecting consistent and robust financial performance. During the same period, our footprint expanded from 421 stores as at March 2021 to 795 stores as at March 2026. The following table provides the consolidated financial highlights for the past five fiscal years:

(₹ in crores)					
Particulars	FY 2025-26	FY 2024-25	FY 2023-24	FY 2022-23	FY 2021-22
Total Income	12,992.61	10,774.90	8,945.13	7,618.90	5,653.84
Profit after tax	839.23	631.97	461.93	321.28	202.76

*The above figures are on the consolidated basis.

NOTICE (CONTD.)

Under the leadership of Mr. Kapur, the Company successfully completed its Initial Public Offering ('IPO'), raising ₹80,000 million. The equity shares of the Company were listed on BSE Limited and the National Stock Exchange of India Limited with effect from December 18, 2024. The IPO received an overwhelming response from investors across all categories and was oversubscribed by approximately 28.75 times, reflecting strong investor confidence in the Company's business model and future prospects.

Subject to the approval of the Members of the Company and based on the recommendations of the Nomination & Remuneration Committee, the Board of Directors, at its meeting held on August 21, 2026, approved:

- (a) **Re-appointment and redesignation:** Re-appointment of Mr. Gunender Kapur for a period of five years, with effect from September 01, 2026 up to and including August 31, 2031, and his redesignation as Founder, Managing Director & Chief Executive Officer of the Company, not liable to retire by rotation, on such terms and conditions as set out in the resolution and as mutually agreed between Mr. Kapur and the Company, forming part of the terms of his engagement with the Company for the said period; and
- (b) **Remuneration:** The remuneration payable to Mr. Gunender Kapur for a period of three years, with effect from September 01, 2026 to August 31, 2029, shall be as follows:
- **Fixed Compensation:** ₹ 6,29,69,500/- (Rupees Six Crore Twenty-Nine Lakh Sixty-Nine Thousand and

Five Hundred only) per annum for the Financial Year 2026-27 and thereafter such annual increase as may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors from time to time.

- **Annual Bonus:** Mr. Kapur shall be eligible for an annual bonus of up to 200% of the Fixed Compensation, subject to the achievement of performance targets based on the Company's EBITDA, as may be recommended by the Nomination & Remuneration Committee and approved by the Board of Directors.
- **Flexible Compensation:** Mr. Kapur shall be entitled to such perquisites (including perquisites arising from the exercise of stock options), benefits, facilities and amenities as are extended to other employees of the Company, in accordance with the applicable policies, rules and regulations of the Company.
- **Maximum Fixed Compensation:** During the proposed tenure, the maximum Fixed Compensation payable to Mr. Gunender Kapur shall not exceed ₹10,00,00,000/- (Rupees Ten Crore only) per annum, subject to the applicable provisions of the Companies Act, 2013 and requisite approvals.

Apart from the above remuneration, he shall not be entitled to receive any remuneration from any of the subsidiary(ies) of the Company.

Stock Options

Mr. Gunender Kapur has the following unvested stock options, which shall vest in accordance with the applicable vesting schedules during his proposed tenure:

Sl. No.	Date of Grant	Grant Price per Stock Option (in ₹)	No. of Stock Options
1.	June 27, 2024	35.00	79,33,334
2.	August 21, 2026	102.60	4,68,00,000

The remuneration details and terms and conditions as set out in the resolution and explanatory statement, may be treated as may be treated as a written memorandum setting out the terms of re-appointment pursuant to Section 190 of the Act.

As per Sections 196 and 197 of the Act, the re-appointment and remuneration of a Managing Director are required to be approved by the shareholders of the Company. Further, pursuant to Regulation 17(1C) of the SEBI Listing Regulations, as amended from time to time, a listed entity shall ensure that approval of shareholders for the appointment or re-appointment of a person on the Board of Directors is taken at the next general meeting or within a period of three months from the date of such appointment or re-appointment, whichever is earlier.

NOTICE (CONTD.)

The Company has received all statutory disclosures / declarations from Mr. Gunender Kapur, including (i) consent in writing to act as Director in Form DIR-2, pursuant to Rule 8 of the Companies (Appointment and Qualifications of Directors) Rules, 2014 ('the Appointment Rules') (ii) intimation in Form DIR-8 in terms of the Appointment Rules to the effect that he is not disqualified under Section 164 of the Act and he satisfies all the conditions as set out in Part-I of Schedule V and Section 196(3) of the Act and is not debarred for being re-appointed as a Director of the Company by any order of SEBI or any statutory authority. The Company has also received a notice under Section 160 of the Act from a member, proposing the candidature of Mr. Gunender Kapur for the office of Managing Director.

On Standalone basis, the Company has reported a net profit after tax of ₹ 656.08 crores for the year ended March 31, 2026. Based on the proposed remuneration, the cash components of remuneration are within the limits prescribed under Section 197 of the Companies Act, 2013, read with the applicable provisions of Section 198. However, considering the potential perquisite value arising from the exercise of stock options granted to Mr. Gunender Kapur, which would be determined based on the applicable value

at the time of exercise, there is a possibility that the overall managerial remuneration may exceed the limits prescribed under Section 197 read with Section 198 of the Act. Accordingly, as a prudential measure and to address any potential excess arising from the stock option-related perquisite, the approval for payment of remuneration in accordance with Schedule V to the Companies Act, 2013 is also proposed to be obtained. The requisite disclosures as required under Schedule V are mentioned in this explanatory statement and annexed to this notice as **Annexure-B**.

The Board recommends the resolution as set out in Item No. 6 of this Notice for approval by the members of the Company as Special Resolution.

None of the Directors and Key Managerial Personnel of the Company or their relatives, except Mr. Gunender Kapur and his relatives, is concerned or interested in the said resolution.

Other requisite details of Mr. Gunender Kapur pursuant to the provisions of the Regulation 36 of SEBI Listing Regulations read with the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), are mentioned in this explanatory statement and/or annexed to this notice as **Annexure-A**.

ANNEXURE -A

Pursuant to the Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ('SS-2'), the following information is furnished about the Directors proposed to be re-appointed:

Name of the Director	Mr. Sanjeev Aga	Ms. Neha Bansal	Mr. Gunender Kapur
Date of Birth & Age	February 01, 1952 and 74 Years	October 29, 1981 and 44 Years	January 19, 1961 and 65 Years
Qualifications	He holds a bachelor's degree in science with honours from the University of Delhi and a post graduate diploma in management from the Indian Institute of Management, Calcutta.	She holds a bachelor's degree in commerce (honours) from Gargi College, University of Delhi. She is a member of the Institute of Chartered Accountants of India and has successfully completed the course on valuation and a post qualification course in information systems audit held by the Institute of Chartered Accountants of India.	He holds a bachelor's degree in engineering with honours from the Birla Institute of Technology and Science and a master's degree in business administration from the University of Delhi.
Terms and Conditions of appointment/ re-appointment	Re-appointment and continuation as a Non-Executive Non-Independent Director, liable to retire by rotation on such terms and conditions as per the explanatory statement annexed to this Notice.	Re-appointment as a Non-Executive Independent Director, not liable to retire by rotation, for second term of 1 (one) year commencing from September 23, 2026, up to and including September 22, 2027 on such terms and conditions as per the explanatory statement annexed to this Notice.	As detailed in Resolution No. 6 to this notice read with respective explanatory statement.
Details of Remuneration sought to be paid	Nil	As detailed in explanatory statement to this notice	As detailed in the explanatory statement to this notice
Last drawn Remuneration (Per Annum)	Nil	Rs. 35,00,000/- as commission for the Financial Year 2025-26. Sitting Fees for attending meetings of Board and Committees of Board: Nil	₹17,48,95,634 (including performance linked variable for the Financial Year 2025-26)
Experience and Expertise in specific functional area	Mr. Sanjeev Aga has more than 39 years of experience. Mr. Aga served as a Managing Director on the Board of Vodafone Idea Limited. Additionally, he was previously associated with Larsen and Toubro Limited, Pidilite Industries Limited, Mahindra Holidays and Resorts India Limited and Aditya Birla Group. Currently, he is serving as an Independent Director on the Boards of LTM Limited (previously known as LTMindtree Limited) and Helios Trustee Private Limited.	She has over 18 years of experience in finance and business administration. She is the cofounder of Lenskart Solutions. She was previously associated with Vinod Kumar and Associates.	He has over 42 years of experience in management and investment in the consumer and retail sectors. Previously, he was associated with Hindustan Lever Limited, Unilever Nigeria PLC, Reliance Industries Limited and TPG Capital. Mr. Kapur possesses rich experience and vast knowledge. He brings with him over four decades of leadership experience in consumer and retail industries, which would significantly contribute to the Company's growth. He also possesses requisite skills, expertise and competencies, particularly industry specific expertise.

ANNEXURE-A (CONTD.)

Name of the Director	Mr. Sanjeev Aga	Ms. Neha Bansal	Mr. Gunender Kapur
Skills and capabilities required for the role and the manner in which the Directors meet the requirements	Mr. Sanjeev Aga brings extensive experience in business strategy, governance, management, and leadership, accumulated over decades across various sectors. As a seasoned professional, he has continuously demonstrated sound judgment and strategic insight.	Ms. Neha Bansal brings extensive experience in business strategy, governance, and leadership, accumulated over decades across various sectors. As a seasoned professional, she has continuously demonstrated sound judgment, strategic insight, and independence of thought.	Mr. Gunender Kapur possesses rich experience and vast knowledge. He brings with him over four decades of leadership experience in consumer and retail industries, which would significantly contribute to the Company's growth. He also possesses requisite skills, expertise and competencies, particularly industry specific expertise.
Date of first appointment on the Board	October 16, 2020	February 25, 2022 (as an Additional Non-Executive Independent Director), regularised as Non-Executive Independent Director with effect from September 23, 2022	September 22, 2020
No. of equity shares held in the Company as on date of approval of this notice (including shareholding as beneficial owner)	Nil	Nil	1,35,13,580 Equity Shares
Relationship with other Directors, Manager, and other Key Managerial Personnel of the Company	He is not related to any other Director or Key Managerial Personnel of the Company.	She is not related to any other Director or Key Managerial Personnel of the Company.	He is not related to any other Director or Key Managerial Personnel of the Company.
Number of Board Meetings attended during the Financial Year 2025-26	5	6	6
Other Directorships, Membership/ Chairpersonship of Committees of other Boards	Other Directorships: - LTM Limited (previously known as LTIMindtree Limited) - Helios Trustee Private Limited Memberships/ Chairpersonships of Committees of other Boards: - Chairperson of Nomination and Remuneration Committee of LTM Limited - Member of Corporate Social Responsibility Committee of LTM Limited - Member of Audit Committee of Helios Trustee Private Limited - Member of Risk Committee of Helios Trustee Private Limited	Other Directorships: - Lenskart Solutions Limited - Visionsure Services Private Limited - Lenskart Eyetech Private Limited - Lenskart Foundation - Dealskart Online Services Private Limited - Owndays Kabushiki Kaisha, Japan Memberships/ Chairpersonships of Committees of other Boards: - Member of Audit Committee of Lenskart Solutions Limited - Member of Stakeholder Relationship Committee of Lenskart Solutions Limited - Member of Risk Management Committee of Lenskart Solutions Limited	Other Directorships: - Insa Soft-Net Private Limited - Vishal E-Commerce Private Limited - Inner Essence Private Limited - Wakefit Innovations Limited - Mogli Labs Private Limited (Singapore based entity) Memberships/ Chairpersonships of Committees of other Boards: - Member of Audit Committee of Wakefit Innovations Limited - Member of Nomination & Remuneration Committee of Wakefit Innovations Limited - Member of Growth & Strategy Committee of Wakefit Innovations Limited
Listed entities from which the Director has resigned in the past three years	- Pidilite Industries Limited - Mahindra Holidays & Resorts India Limited - Larsen and Toubro Limited	Nil	Nil

ANNEXURE-B

STATEMENT OF INFORMATION/ DETAILS FOR THE MEMBERS PURSUANT TO SECTION II OF PART II OF SCHEDULE V TO THE ACT:

I. GENERAL INFORMATION:

1	Nature of industry:	The Company is a one-stop destination for making aspirations accessible and affordable for India's young, middle-income group customers. The Company strives to provide an aspirational range of high-quality fashion, general merchandise and fast-moving consumer goods all under one roof, at prices that are affordable. With 795 stores in 28 states and 2 union territories as of March 31, 2026 and Vishal Mega Mart mobile application and website, the Company proudly serves millions of customers as a trusted destination.																			
2	Date or expected date of commencement of commercial production	Not applicable																			
3	In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus	Not applicable																			
4	Financial performance (on standalone basis) based on given indicators as per Audited Financial Statements of the Company	(₹ in crores except EPS) <table><tr><th>Particulars</th><th>FY 2025-26</th><th>FY 2024-25</th><th>FY 2023-24</th></tr><tr><td>Revenue from Operations</td><td>6,631.38</td><td>5,946.60</td><td>6,238.79</td></tr><tr><td>Profit after tax</td><td>656.08</td><td>472.57</td><td>317.86</td></tr><tr><td>Basic Earnings per share (EPS) (In ₹)</td><td>1.41</td><td>1.05</td><td>0.70</td></tr></table>				Particulars	FY 2025-26	FY 2024-25	FY 2023-24	Revenue from Operations	6,631.38	5,946.60	6,238.79	Profit after tax	656.08	472.57	317.86	Basic Earnings per share (EPS) (In ₹)	1.41	1.05	0.70
Particulars	FY 2025-26	FY 2024-25	FY 2023-24																		
Revenue from Operations	6,631.38	5,946.60	6,238.79																		
Profit after tax	656.08	472.57	317.86																		
Basic Earnings per share (EPS) (In ₹)	1.41	1.05	0.70																		
5	Foreign investments or collaborations, if any	Nil																			

II. INFORMATION ABOUT DIRECTOR:

Sl. No.	Particulars	Mr. Gunender Kapur (Managing Director & CEO)
1	Background details	Mr. Gunender Kapur holds a bachelor's degree in engineering with honours from the Birla Institute of Technology and Science and a master's degree in business administration from the University of Delhi. He has over 42 years of experience in management and investment in the consumer and retail sectors. Previously, he was associated with Hindustan Lever Limited, Unilever Nigeria PLC, Reliance Industries Limited and TPG Capital.
2	Past Remuneration (FY 2025-26)	₹ 17,48,95,634 (including performance linked variable for the Financial Year 2025-26)
3	Recognition or Awards	-
4	Job profile and suitability	Mr. Gunender Kapur is the Managing Director and Chief Executive Officer, is highly experienced and controls the affairs of the Company as a whole under the direction of the Board of Directors of the Company. He has successfully and in a sustained way contributed significantly towards growth and performance of the Company. He has extensive experience in the retail industry.

ANNEXURE-B (CONTD.)

Sl. No.	Particulars	Mr. Gunender Kapur (Managing Director & CEO)
5	Remuneration Proposed	As detailed in the explanatory statement to this notice
6	Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person	Payment of perquisites may exceed 5% of the Net profits of the Company, computed as per Section 198 of the Companies Act, 2013, in the event of exercise of the vested/ to be vested Employee Stock Options under Vishal Mega Mart Employees Stock Options Plan 2019, of the Company. However, the remuneration payable has been compared with the remuneration being drawn by similar positions in the industry.
7	Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel or other directors, if any	Except the remuneration paid/ payable (including shareholding, if any) to directors, there is no pecuniary relationship directly or indirectly with the Company or relationship with Managerial Personnel or other directors.

III. OTHER INFORMATION:

1	Reasons of loss or inadequate profits	On Standalone basis, the Company has reported a net profit after tax of ₹ 656.08 crores for the year ended March 31, 2026. Based on the proposed remuneration, the cash components of remuneration are within the limits prescribed under Section 197 of the Companies Act, 2013, read with the applicable provisions of Section 198. However, considering the potential perquisite value arising from the exercise of stock options granted to Mr. Gunender Kapur, which would be determined based on the applicable value at the time of exercise, there is a possibility that the overall managerial remuneration may exceed the limits prescribed under Section 197 read with Section 198 of the Act. Accordingly, as a prudential measure and to address any potential excess arising from the stock option-related perquisite, the approval for payment of remuneration in accordance with Schedule V to the Companies Act, 2013 is also proposed to be obtained.
2	Steps taken or proposed to be taken for improvement	Not applicable
3	Expected increase in productivity and profits in measurable terms	Not applicable

MAKING ASPIRATIONS AFFORDABLE



VISHAL MEGA MART LIMITED

Annual Report 2025-26

MOVIE STAR AND FASHIONISTA
VAAANI KAPOOR
DAZZLES IN VISHAL'S LATEST FASHION



VISHAL MEGA
MART[®]
LATEST FASHION

FORWARD-LOOKING STATEMENTS

This Annual Report may include certain forward-looking statements relating to the Company's future performance and prospects. These statements are not guarantees of future outcomes, as they are subject to various emerging risks, future events, changing circumstances, and other factors beyond the Company's control. Consequently, actual outcomes may differ materially from those expressed or implied in this report.



For more investor-related information, please visit <https://aboutvishal.com/>

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INVESTOR INFORMATION

CIN	L51909HR2018PLC073282
BSE Scrip Code	544307
NSE Symbol	VMM
AGM Date	September 18, 2026

MAKING ASPIRATIONS AFFORDABLE

We make aspirations affordable for middle-income India across fashion, general merchandise, food and grocery.

Our wide range of merchandise, private brands and third-party brands are constantly innovating, improving quality and fashionability to fulfil the aspirational and daily needs of our customers at affordable prices.





India's consumption story is being shaped by a young and ambitious middle-income population that seeks better choices without losing sight of value. For this segment, aspiration and affordability are not opposing ideas; they must coexist.

At Vishal Mega Mart, this belief forms the nucleus of our approach: Making Aspirations Affordable for middle-income India.

We curate a wide and relevant assortment that reflects evolving consumer aspirations, preferences and lifestyle trends. Our product assortment remains closely aligned with the style preferences of young and aspirational India. By introducing trend-forward designs, refreshing collections and sharpening our merchandising approach, we are building a framework that combines relevance, accessibility and strong value for our customers.

Our objective is to bridge aspiration and affordability, enabling the aspirational Indian consumer to experience evolving fashion, trends and lifestyle choices with confidence.

AIM IS TO BE A STRONG CONTRIBUTOR TO INDIA'S GROWING CONSUMPTION STORY

We wish to be a strong contributor to India's growing consumption story. India's emerging retail landscape offers exciting and evolving opportunities across offline and digital commerce. With our extensive network and strong fundamentals, we are very well positioned to participate in these. Structural policy measures focusing on lowering tax burdens via income tax relief (No income tax on annual income upto ₹12 lacs under new tax regime) and GST rationalisation are further expected to strengthen disposable incomes, support demand and foster a favourable environment for long-term business growth.

ADDRESSING THE LARGEST CONSUMER SEGMENT IN INDIA: INDIA'S MIDDLE-INCOME OPPORTUNITY

India's middle-income households form the powerful core of the nation's expanding consumption story and long-term retail opportunity.

The continued expansion of India's middle-income segment is being propelled by sustained economic development, greater formalisation of employment, and a gradual shift from an agrarian economy to manufacturing and services.

Total Middle-Income Households in 2018

201 MILLION

Total Middle-Income Households in 2023

225 MILLION

Total Middle-Income Individuals in 2023

~945 MILLION

(Source: Redseer Report India's Aspirational Retail Market 2024, Redseer Report 2025)

INDIA'S RETAIL OPPORTUNITY

India's retail sector remains one of the most dynamic drivers of economic growth, demonstrating a strong recovery in the post-COVID-19 period to reach ₹76 trillion in CY2023. The sector is steadily becoming more organised and is projected to grow at a CAGR of around 9% between CY2023 and CY2028, with the market expected to expand to ₹116-124 trillion. This growth is being driven by rising incomes, rapid urbanisation, evolving consumer preferences, and the increasing adoption of digital technologies, all of which are reshaping the retail landscape.

Organised retail is still a small part of retail consumption and offers an attractive opportunity for growth.

It is gaining momentum as integrated offline and online formats enhance accessibility, improve product assortment and deliver greater shopping convenience. With stronger supply chains, technology-led efficiencies and structured merchandising, organised retail is increasingly able to offer better value, consistency and a more reliable customer experience.

India's Total Retail Market Size in 2023

₹76 TRILLION

India's Estimated Total Retail Market Size in 2028

₹116-124 TRILLION

Projected CAGR between 2023 and 2028

9%

India's Organised Retail Market Size in 2023

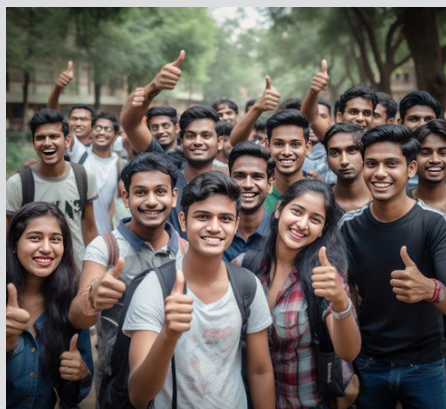
₹14.9 TRILLION

India's Estimated Organised Retail Market Size by 2028

₹36-38 TRILLION

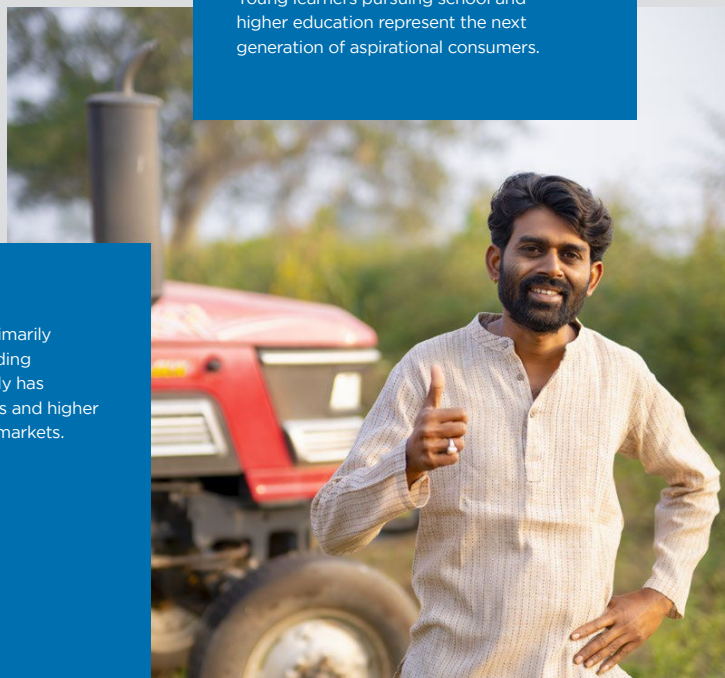
(Source: Redseer Report India's Aspirational Retail Market 2024, Redseer Report 2025)

OUR TARGET CONSUMER SEGMENTS



STUDENTS

Young learners pursuing school and higher education represent the next generation of aspirational consumers.



RELATIVELY AFFLUENT

Customers in rural areas are primarily engaged in agriculture and trading activities. This segment typically has relatively stable income sources and higher purchasing power within rural markets.



TRADERS

Local business owners, including mom-and-pop shopkeepers and small retail entrepreneurs, form the backbone of community-level commerce.



UNORGANISED SECTOR WORKERS

Self-employed individuals and informal workers, such as electricians, drivers, plumbers, and other skilled professionals, operate outside the formal employment framework.



ORGANISED SECTOR EMPLOYEES

Salaried individuals are employed across public and private-sector enterprises, including factories, police and defence services, and other formal institutions. This segment benefits from stable income streams and structured employment benefits.



REFLECTING ON THE YEAR GONE BY

FY 2025-26 marks another remarkable year in our journey, delivering strong operational and financial performance. We remained resilient in a challenging operating environment, underscored by the strength of our unique strategy and our commitment to making aspirations affordable. We outperformed the broader retail market, with industry-leading SSSG fuelled by disciplined execution.



CONSOLIDATED FINANCIAL PERFORMANCE

Revenue from Operations, YoY Growth

₹ **1,29,063** MILLION, **20.4%** ▲

Operating EBITDA*, YoY Growth

₹ **13,211** MILLION, **27.8%** ▲

Operating EBITDA Margin

10.2%

Profit After Tax, YoY Growth

₹ **8,392** MILLION, **32.8%** ▲

PAT Margin

6.5%

Net Cash from Operations

₹ **16,213** MILLION

OPERATIONAL HIGHLIGHTS

Same-Store Sales growth**

11.0%

Pan-India Network (March 31, 2026)

795 STORES, **535** CITIES

Gross Store Additions in FY 2025-26

105

Total Retail Area

13.45 MILLION SQ. FT.

COMMITMENT IN ACTION

Permanent Employees

21,913

Registered Loyalty Customers

~ **169** MILLION

Total Shareholders

6,47,554

*Operating EBITDA is EBITDA pre-ESOP charges and pre-INDAS 116

**SSSG is calculated as the growth in net revenue of all stores that have been operational for at least 15 months at the beginning of each quarter during the period, adjusted to exclude stores which are temporarily closed during the current period due to refurbishment, area reduction, or any one-off reason, while they were open in the same period last year.



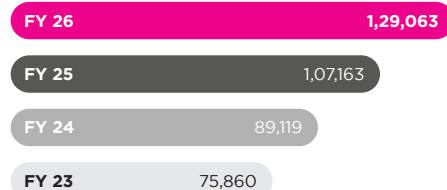
DELIVERING CONSISTENT PROFITABLE GROWTH

We have been consistently delivering profitable and capital-efficient growth. This performance is supported by a unique mix across our three categories: apparel, general merchandise and fast-moving consumer goods, enabling us to cater various customer requirements. Our expanding pan-India store network, supported by a hyperlocal presence and a customer-centric operating model, allows us to remain closely aligned with local preferences and consumption patterns.

The strong contribution of our own brands, industry-leading same-store sales growth and a robust supply chain further strengthen our ability to deliver value consistently. Together, these elements are helping us build a large, loyal and growing customer base, supporting disciplined growth while creating sustainable profitability and long-term value.

REVENUE FROM OPERATIONS (₹ MILLION)

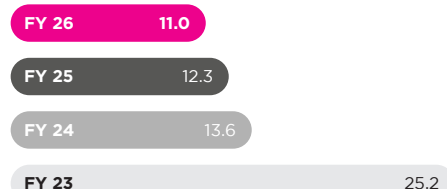
1,29,063



Revenue 3 Year CAGR: 19.38%

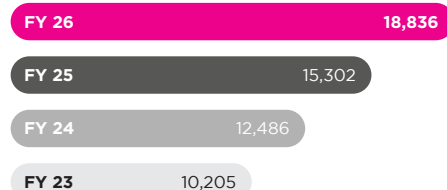
SAME-STORE SALES GROWTH (SSSG)* (%)

11.0%



EBITDA (₹ MILLION)

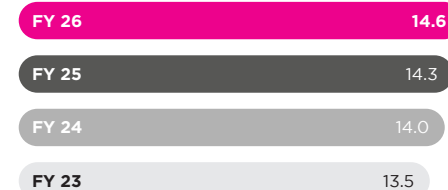
18,836



EBITDA 3 Year CAGR: 22.67%

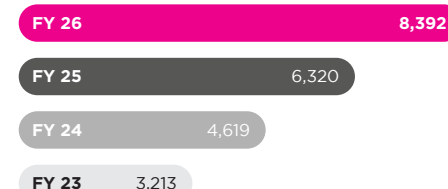
EBITDA MARGIN (%)

14.6%



PROFIT AFTER TAX (₹ MILLION)

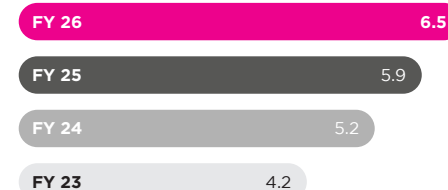
8,392



PAT 3 Year CAGR: 37.72%

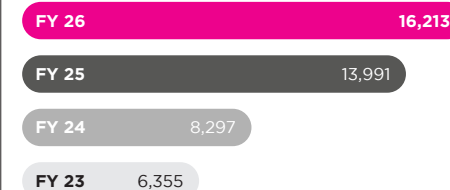
PAT MARGIN (%)

6.5%



NET CASH FLOW FROM OPERATING ACTIVITIES (₹ MILLION)

16,213



Note: The figures are stated on a consolidated basis.

*SSSG is calculated as the growth in net revenue of all stores that have been operational for at least 15 months at the beginning of each quarter during the period, adjusted to exclude stores which are temporarily closed during the current period due to refurbishment, area reduction, or any one-off reason, while they were open in the same period last year.

CATERING TO YOUNG INDIA'S ASPIRATIONS UNDER ONE ROOF

Our business model centres on delivering differentiated offerings across apparel, general merchandise, fast-moving consumer goods through curated assortments, strong sourcing and operational discipline. Our wide and evolving portfolio of offerings is central to building scale, deepening customer relevance and driving sustained growth.

APPAREL



Women



Kids & Infants



Men

Segmental Revenue for FY 2025-26

₹57,100 MILLION

Contribution to Overall Revenue

44%

CUSTOMER PROPOSITION

- Speed-to-Market
- Fashionability
- Functionality
- Feel



Apparel is our largest and most significant business segment. It spans a comprehensive range of categories across Men's, Women's, Kids' and Infants' wear. We continuously elevate fashionability and functionality across segments, ensuring our offerings remain relevant, fashion-forward and value-driven.

By bringing the latest global and Indian fashion trends to our customers first, we stay ahead of evolving preferences. With fresh fashion drops introduced almost every week, we ensure a steady flow of newness while maintaining quality, style and affordability at the core of our apparel proposition.

GENERAL MERCHANDISE



Home & Kitchen



Appliances



Travel



Footwear & Lifestyle

Segmental Revenue for FY 2025-26

₹36,802 MILLION

Contribution to Overall Revenue

29%

CUSTOMER PROPOSITION

- Product innovation
- Keeping up with market trends
- Quality and reliability
- Leadership in opening price points



Our General Merchandise business comprises a portfolio of own-brands and third-party products spanning categories such as home appliances, crockery and utensils, home products and furnishings, toys, stationery, travel accessories, footwear, and more. We continue to enhance product quality, introduce local and global innovations, and strengthen affordability to deliver greater value to our customers.

Through this mix of offering, we seek to bring newness and functionality into our customers' homes, making quality lifestyle solutions accessible.

FMCG



Food



Personal Care



Household Care

Segmental Revenue for FY 2025-26

₹34,804 MILLION

Contribution to Overall Revenue

27%

CUSTOMER PROPOSITION

- Portfolio of brands
- Making aspirations affordable
- Variety and quality



A key pillar of our FMCG business is the strong and growing contribution of our own brands across the portfolio. These brands have been developed by working backwards from the needs of middle-income India, delivering relevant benefits and exceptional quality at highly affordable prices. Spanning a wide range of categories, our FMCG portfolio enables us to cater to diverse consumption needs while maintaining a consistent value proposition for customers.

UNLOCKING VALUE THROUGH A STRONG PORTFOLIO OF OWN BRANDS ACROSS PRODUCT CATEGORIES

Own Brands

26

Revenue Contribution of Own Brands in FY 2025-26

74.1%

Own Brands with
>₹10 billion Revenue** Each

2

Own Brands with
>₹5 billion Revenue Each

6

Own Brands with
>₹1 billion Revenue Each

11

APPAREL

Women

Kids & Infants

Men

BRINK
Choose your attitude everyday!

T-shirts

c'est MAMIE
Elegant comfort

Classics

Vivata
Elegant style

Fashion

SLANT
Don't go with the flow

Kids' Wear

Lucky Charm
Pretty trendy, pretty stylish

Women's Casual

PINK ALMTRAH
The Queen's wardrobe

Women's Ethnic

wavelength
Made to fit your life

Denims

goldfoil
Treat yourself

Lingerie

blacktie
Look sharp, feel sharp

Men's Formal

DRIFTWOOD
Kick back and relax

Men's Casual

#BeUnstoppable

Athleisure

YELLOW HIPPO
Soft, stylish & safe

Infant Wear

hand print
Dress like a princess

Girl's Wear

GENERAL MERCHANDISE*

Home & Kitchen

Appliances

Travel

Footwear & Lifestyle

tandem
Home Appliances

HOME BEAUTIFUL
Make every day beautiful

Home Furnishing

HOME FINERY
Serve in style

Crockery

HOME SELECT
5 star quality

Utensils

LevelINXT
It's yours!

Travel

FMCG

Food

Personal Care

Household Care

first crop
Proud to be organic

Staples

equalife
Live equal, every day

Women Hygiene

OUTSHINE

Personal Care

Imli Tree
Tast them need

Savoury Products

HOME SELECT
5 star quality

Kitchen Roll Napkin, and Facial Tissue, Among Others

full bloom
Flavours at their best

Packaged Food

HOME NINJA
THE GERM FIGHTER

Home Care

YELLOW HIPPO

Infant Diapers

Pure Burst

Dairy and Confectionery

HOME PURE
Make every day divine

Incense

*Note: Apparel brands (Brink, Lucky Charm, Blacktie, Unstoppable, Slant) also have footwear and accessories, which are covered under General Merchandise (GM)

**On Gross Sales (including GST).

WE HAVE A PAN-INDIA STORE FOOTPRINT ACROSS 28 STATES AND 2 UTs

We continue to expand our pan-India network by deepening our presence in existing cities and towns while accelerating expansion into smaller towns and emerging markets.

OUR NATIONWIDE PRESENCE

Stores, # Cities

795 | 535

Gross Store Additions in FY 2025-26

105

Stores in Tier II Cities and beyond Markets

~74%

SCALING OUR STORE FOOTPRINT EACH YEAR

FY 2025-26 **795**

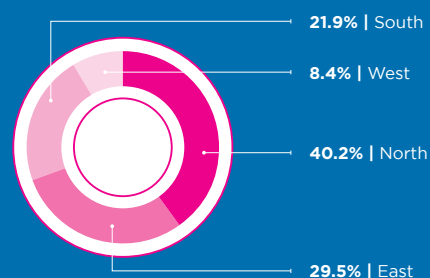
FY 2024-25 **696**

FY 2023-24 **611**

FY 2022-23 **557**

FY 2021-22 **501**

REGION-WISE REVENUE BREAKUP (%)



Note: East includes Northeast; West includes Central.

TIER-WISE STORE COUNT

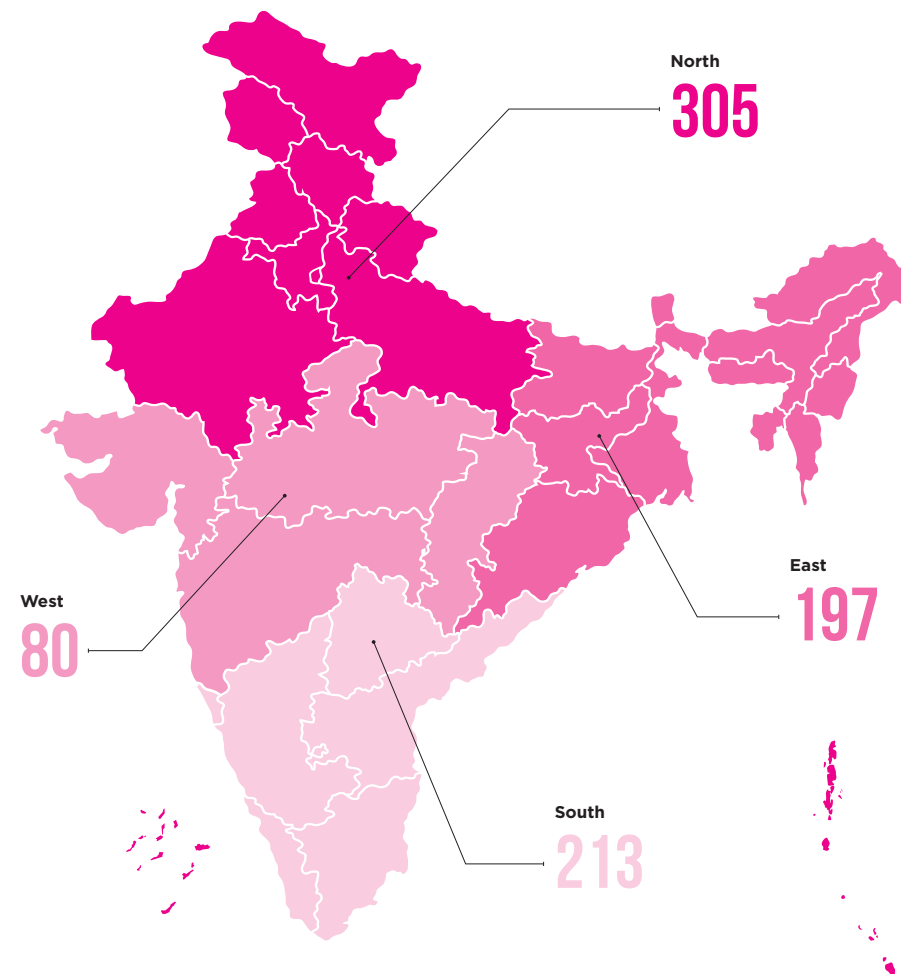
Tier I	Tier II	Tier III
205	189	401

Tier 1: Cities with population greater than 1 million

Tier 2: Cities with population between 200,000 and 1 million

Tier 3: Cities with population less than 200,000 (as per 2011 Census)

REGION-WISE STORE BREAK-UP



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 or any of its Directors, officers or employees, cannot be held responsible for any misuse or misinterpretation of any information or design thereof. The Company does not warrant or represent any kind of connection with its accuracy or completeness.

CONSISTENT PROGRESS IN HYPERLOCAL PLATFORM

We continue to enhance convenience for our customers through our digital touchpoints, designed to simplify the shopping journey. Our website and mobile application enables customers to checkout latest products at our stores, ensuring easy and seamless access to the merchandise they need.

FY 2025-26 SNAPSHOT

745

Stores with Hyperlocal Delivery
14% Growth YoY

505

Cities Covered
18% Growth YoY

~13 MILLION

Registered Users
48% Growth YoY

DELIVERY OPTIONS

- 2-Hour Express Delivery
- Preferred Slot Delivery
- Store Pickup

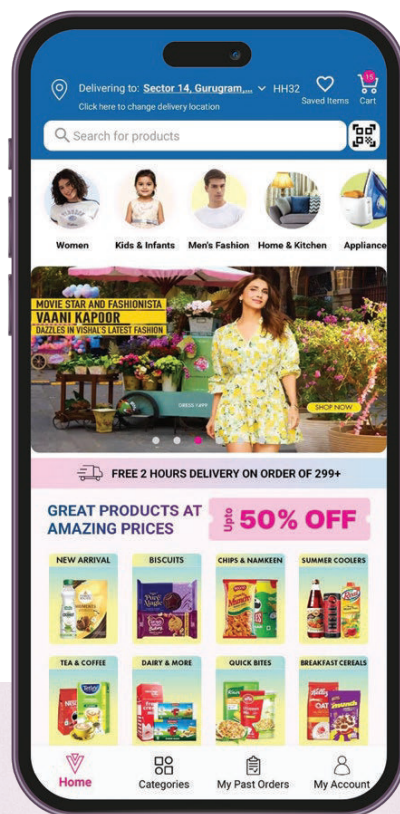
10,000

Products across
Fashion, Home Care and
Grocery to Choose from

Latest Fashion
Delivered to Your
Doorstep in

2 HOURS

OUR NEW USER-FRIENDLY INTERFACE



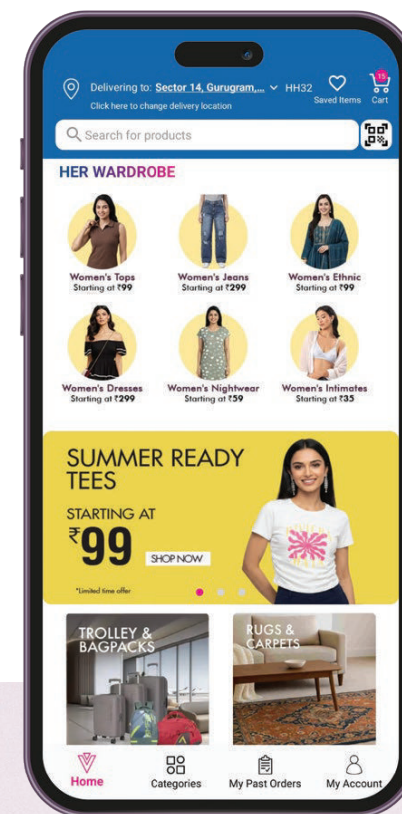
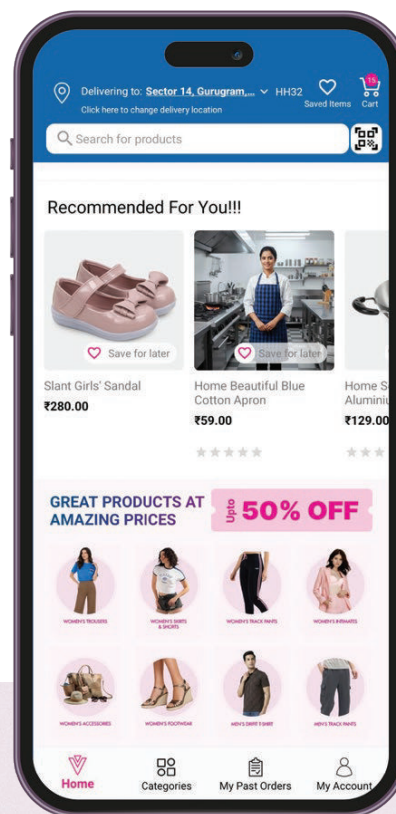
CONVENIENCE AT EVERY STEP

New offers
every day and
new collections
every season

Reward points
earned on
every purchase

Hassle-free
express doorstep
delivery and
store pickup
options

Secure payment
methods,
flexible return
and exchange
policy





INTEGRATED, AUTOMATED AND EFFICIENT SUPPLY CHAIN

Our supply chain is a core strength of our business, enabling seamless product movement while enhancing efficiency and value across our network. Designed for scale and responsiveness, it supports consistent replenishment and optimised inventory flow across locations.

Operates on a robust hub-and-spoke model, with centralised warehouse driving efficient and streamlined distribution.

Investments in automation through advanced distribution centres equipped with put-to-light systems, sorters, and integrated warehouse management systems, enhancing speed, accuracy, and overall efficiency.

Strategically located Regional Distribution Centres (RDCs) to serve store clusters within defined catchments.

Enables faster replenishment cycles and optimised transportation costs, ensuring a reliable, agile, and cost-effective supply chain network.

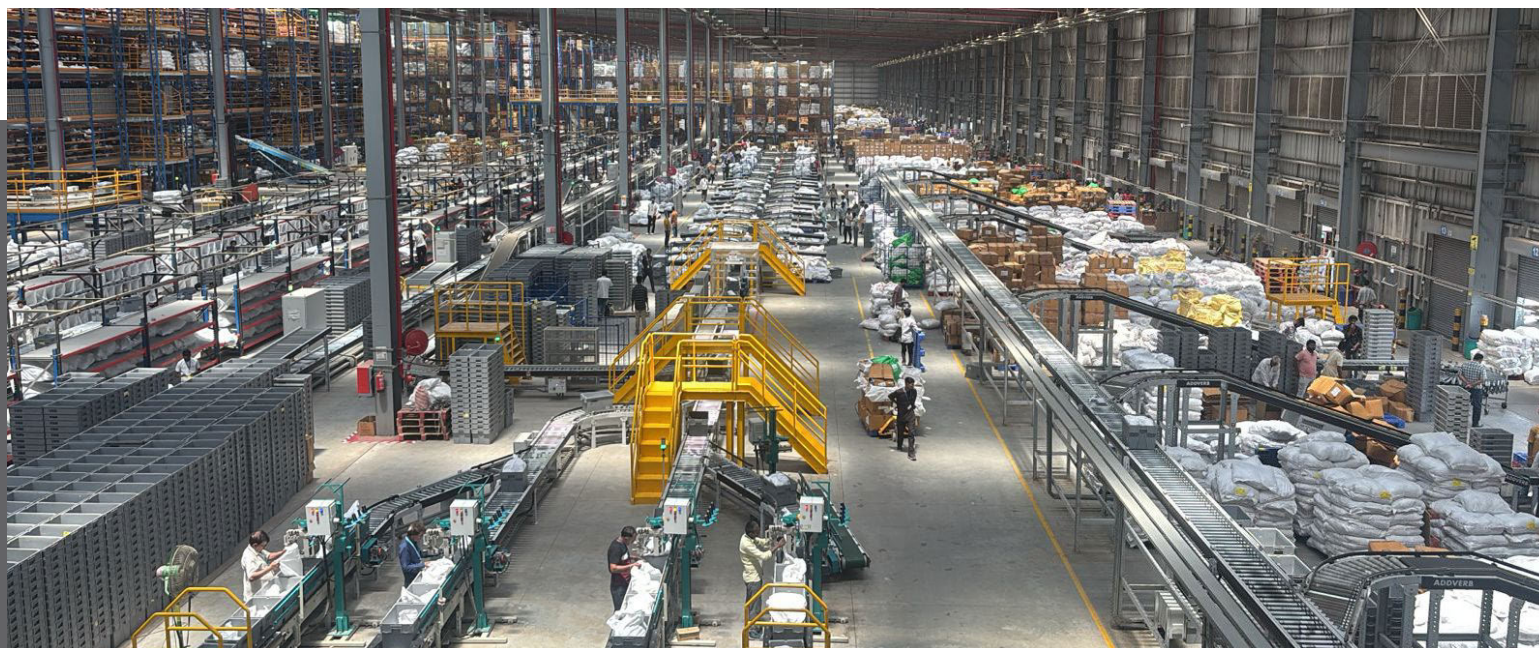
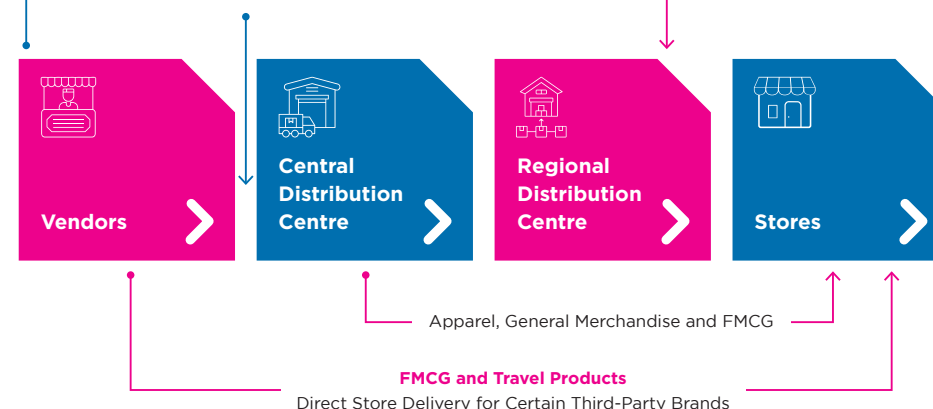
OUR INTEGRATED SUPPLY CHAIN NETWORK

THIRD-PARTY BRANDS

Branded Home Appliances, Staples, and Selected FMCG Merchandise

DIRECT DELIVERY TO REDUCE SUPPLY CHAIN COSTS

Own Brands + Third-Party Brands cross Categories (Apparel, General Merchandise and FMCG)



SCALING WITH SMART INFRASTRUCTURE

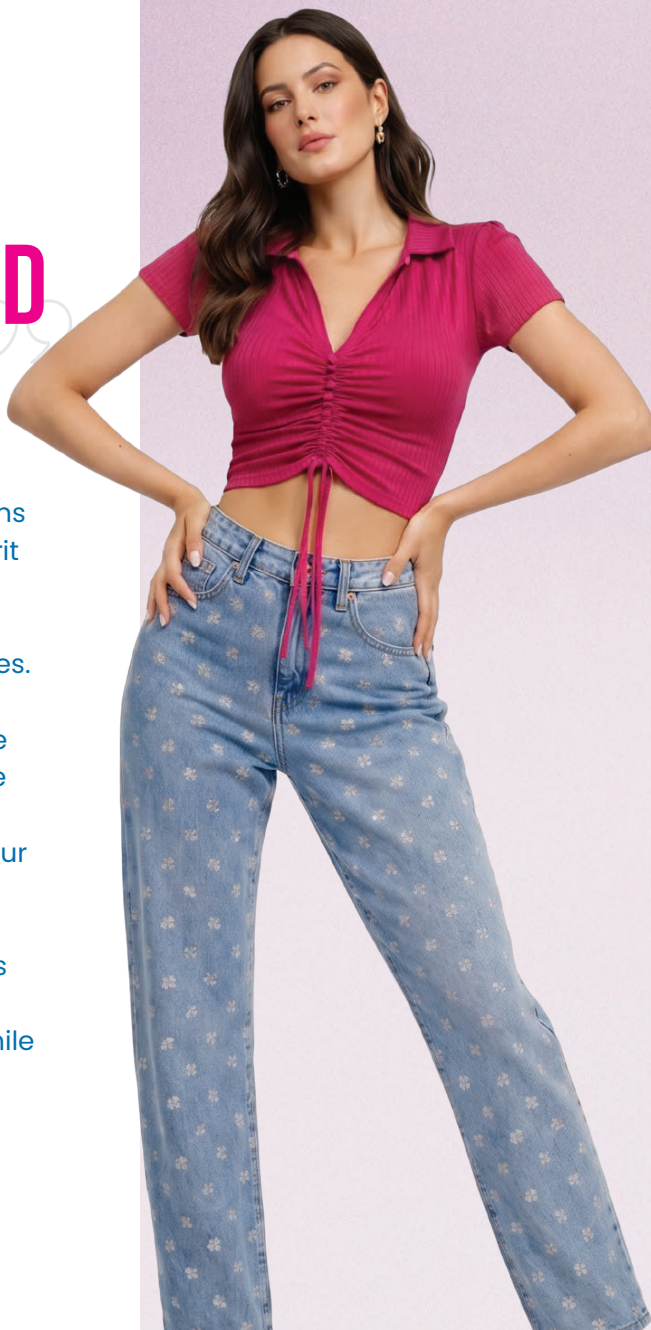
WE HAVE A 0.7 MILLION SQ. FT. STATE-OF-THE-ART, FULLY AUTOMATED, CENTRAL DISTRIBUTION CENTER IN NORTH INDIA, WHICH IS KEY TO OUR SUPPLY-CHAIN EFFICIENCY. THIS SIGNIFICANT ADDITION TO OUR LOGISTICS INFRASTRUCTURE HAS ENHANCED OUR WAREHOUSING CAPACITY AND IMPROVED INVENTORY TURNOVER.

CREATING IMPACTFUL ENGAGEMENT

DO GOOD, LOOK GOOD

THE FIRST STEP TOWARDS
LOOKING GOOD IS DOING GOOD

Our marketing campaigns are anchored by the spirit of togetherness, shared moments and the joy of creating lasting memories. Through powerful storytelling and relatable narratives, we bring alive occasions that matter, seamlessly integrating our offerings into both everyday moments and special celebrations. This approach strengthens emotional resonance while building strong and enduring brand recall across markets.



OUR MEDIA AND PROMOTION CAMPAIGNS

LATEST FASHION CAMPAIGN

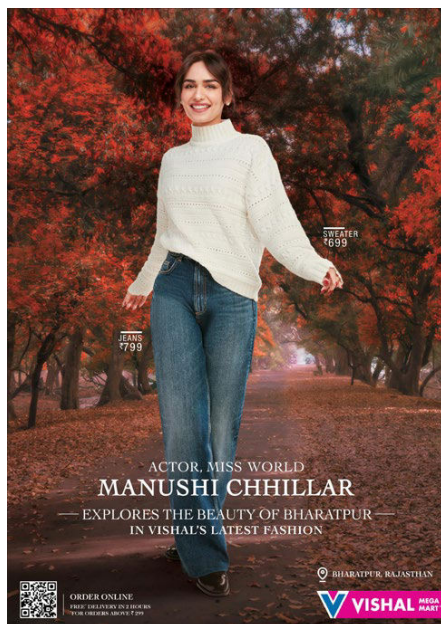
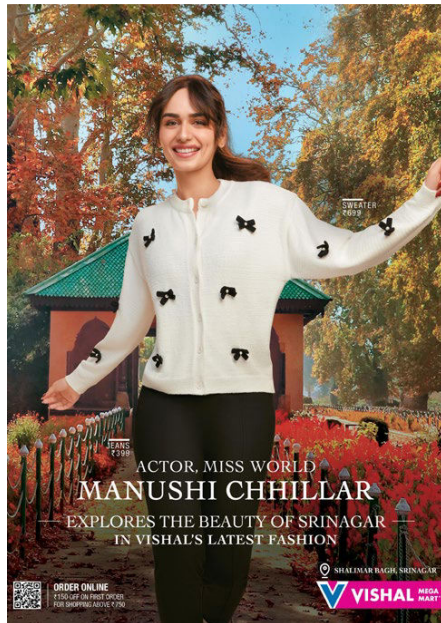
Our recent brand campaign featuring Bollywood actress Vaani Kapoor demonstrated the power of compelling storytelling, generating over 1.6 billion views and reaching 300+ million unique viewers on Instagram. The campaign emerged as one of India's Top 10 Most-Watched Instagram videos, significantly amplifying brand visibility and audience engagement.



DO GOOD, LOOK GOOD CAMPAIGN



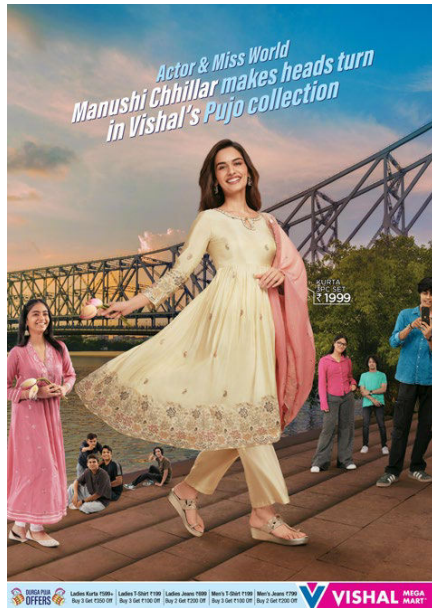
AUTUMN-WINTER CAMPAIGN



DUSSEHRA AND DIWALI CAMPAIGN



DURGA PUJA CAMPAIGN



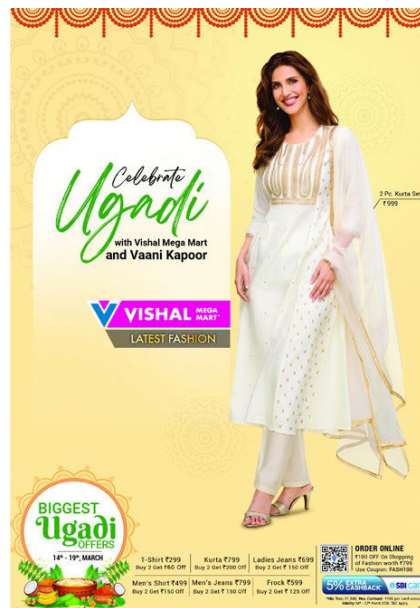
HOLI CAMPAIGN



MAKAR SANKRANTI CAMPAIGN

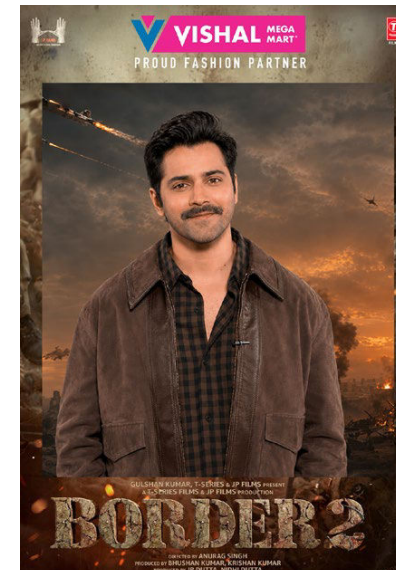


UGADI CAMPAIGN



STRATEGIC BRAND PARTNERSHIPS

We partnered with leading Bollywood movies of the year to strengthen our connection with our young customers. During the year, we had strategic associations as the **Fashion Partner (Female)** for **Tere Ishk Mein**, **Fashion Partner (Male)** for **Tu Meri Main Tera**, **Main Tera Tu Meri** and **Fashion Partner (Male)** for **Border 2**. These collaborations marked an important step in elevating the brand's aspirational appeal.



INDUSTRY RECOGNITION AND AWARDS

Recognised as a New Entrant in the
**Kantar BrandZ™ 2025 –
Most Valuable Indian Brands (Top 100)**

KANTAR BRANDZ 2025 MOST VALUABLE INDIAN BRANDS

NEWCOMERS & RE-ENTRANTS		
	BRAND VALUE (USD)	
ULTRATECH CEMENT	9,098	Year
HYUNDAI	5,487	Year
WESTSIDE	5,096	Year
SANGHVI CEMENT	5,096	Year
PERSISTENT	5,096	Year
ZUCHO	5,096	Year
COPORSE	5,096	Year
AMBULJA CEMENT	5,096	Year
PAITW	5,096	Re-entry
DEART	5,096	Year
JR CEMENT	5,096	Year
HINDUSTAN PETROLEUM	5,096	Re-entry
VISHAL MEGA MART	1,504	New
DOMINO'S PIZZA	5,096	Re-entry
ZEPRO	5,096	Year
PINE LABS	5,096	Year
PARACHUTE	5,096	Re-entry
OMO	5,096	Re-entry
UNION BANK OF INDIA	5,096	Re-entry
GLOW & LONELY	5,096	Re-entry
LUXE	5,096	Re-entry
CHIRDI REALTY	5,096	Year
DATA TEA	5,096	Year
RUCHE GOLD	5,096	Year
WEEZHO	5,096	Year
YIN	5,096	Year

(Source: Kantar Brand Reports)

Bagged the Prestigious Award '**Marketing Campaign of the Year – Advertising with a Positive Message**' at the Marketing Excellence Awards 2025 for our '**Do Good, Look Good**' campaign



Marketing Excellence
Award 2025





OUR CUSTOMER LOYALTY PROGRAMME - RANKED 12TH LARGEST WORLDWIDE

With a strong base of registered members, our loyalty programme ranks as the 12th largest globally. Our programme enables us to design targeted promotions that deepen customer engagement while driving meaningful cross-selling and up-selling opportunities across categories.



Takhohi, Lucknow

RANKED GLOBALLY AS

In Retail

#6

Among all Loyalty Programmes Globally

#12

In the Asia-Pacific Region

#4

(Source: The World's Largest Loyalty Programs Report)

Launched in 2012, our programme was amongst the early mobile-first loyalty initiatives in India, built with a clear intent: to make everyday shopping more rewarding, accessible, and meaningful for millions.

Revenue* from Loyalty Customers

~95%

Let's Talk Loyalty™

The World's Largest Loyalty Programs™ 12

The List

Rank	Company	Brand / Program Name(s)	Membership Size (Millions of members)
1	Walmart Stores	Walmart	2000
2	Amazon	Amazon	1000
3	Alibaba	Alibaba (MemberShip)	800
4	Walmart	Walmart	271
5	Costco Wholesale	Costco Rewards	200
6	Alibaba	Alibaba (MemberShip)	180
7	Walmart	Walmart (MemberShip)	180
8	Walmart	Walmart (MemberShip)	180
9	Walmart	Walmart (MemberShip)	180
10	Walmart	Walmart (MemberShip)	180
11	Walmart	Walmart (MemberShip)	180
12	Vishal Mega Mart	Shop for Free	145
13	Walmart	Walmart	140
14	Walmart	Walmart (MemberShip)	137
15	Walmart	Walmart	130
16	Walmart	Walmart (MemberShip)	130
17	Walmart	Walmart (MemberShip)	130
18	Walmart	Walmart (MemberShip)	130
19	Walmart	Walmart (MemberShip)	130

*Revenue from Registered Loyalty customers to Gross Revenue (Revenue including GST) for FY 2025-26.

KEY ELEMENTS OF OUR PROGRAMME



EARN AND REDEEM

Customers earn ₹1 for every ₹200 spent. Points remain valid for 12 months and can be redeemed as cash, ensuring tangible value on every purchase.

OMNI-CHANNEL FLEXIBILITY

Customers can seamlessly earn rewards in-store and redeem them online, allowing their benefits to stay with them wherever they shop.

QUICK DIGITAL ENROLMENT

Enrolment in the programme is entirely voluntary, allowing customers to register just with a phone number.

SMARTER ENGAGEMENT

The programme helps us better understand customer preferences and deliver personalised offers that are more relevant to them.

OUR GROWING CUSTOMER COUNT (IN MILLION)

169

March 2026

169

March 2025

145

DRIVING ENGAGEMENT THROUGH THE LOYALTY PROGRAMME

A mobile-based loyalty programme that allows customers to enrol easily and earn rewards on every purchase, with seamless redemption benefits.

Helps create targeted promotions for cross-selling and up-selling.

Strengthen customer engagement.

MAJOR AWARDS WON



International Loyalty Awards 2023



Singapore's Loyalty and Engagement Awards 2023



International Loyalty Awards 2023



Jagran Achiever Awards 2023

MARKING THE MILESTONES OF PROGRESS

Recognising the aspirations of middle-income Indians across apparel, general merchandise, and FMCG, we built a retail ecosystem that offers variety, affordability and a seamless shopping experience. This vision continues to guide our journey as we grow alongside India's dynamic and increasingly aspirational consumers.



FY 2016-17

Operated **195+ stores**, offering quality products at affordable prices with a strong focus on financial discipline and sustainable growth

FY 2019-20

Expanded our store network to over **350 stores**

FY 2017-18

Expanded operations in **Southern India**

FY 2021-22

- › Inaugurated **500th store** and expanded reach to over **300 cities**
- › Launched **e-commerce/omni-channel platform** and Vishal Mega Mart **mobile application**

FY 2022-23

Reached **557 store count** and crossed **10 million sq. ft.** of retail space

FY 2023-24

Inaugurated **600th store** employing **16,000+ people**; reach expanded to nearly **400 cities**

FY 2024-25

- › Crossed **₹100 billion revenue**
- › Got listed on **NSE and BSE**

FY 2025-26

- › Achieved **₹129 billion revenue**
- › Expanded reach to **795 stores** across **535 cities** PAN India
- › Proudly serving **169 million** Loyalty customers
- › Inclusion in prestigious global indexes **MSCI^{*} and FTSE^{**}** within the first year of its listing

^{*} Added to the MSCI India Domestic Index (effective from the close of August 26, 2025), as announced in MSCI's update dated August 7, 2025.

^{**} Added to the FTSE All-World Index, FTSE MPF All-World Index, FTSE Global Mid Cap Index, and FTSE Emerging Index (effective June 23, 2025).



SHAPING THE WAY FORWARD



We are pleased to present the Annual Report 2025-26 of Vishal Mega Mart. FY 2025-26 marked another remarkable year of the Company's consistent strong performance, driven by sustained progress across key operating and financial parameters and disciplined execution across the business.

Marking one year since our listing in FY 2024-25, we have continued to strengthen our market presence as a publicly listed entity.

Operating in a dynamic economic environment, we remained anchored to our purpose: serving India's aspirational households with consistency, accessibility and trust. In a sector defined by rapid shifts in consumer behaviour, the ability to stay focused and resilient has been critical.

INDIA'S CONSUMPTION STORY

India's growth story continued to demonstrate strong structural resilience, underpinned by sustained infrastructure investments, ongoing formalisation, rapid digital expansion, and improving financial inclusion. While the broader macroeconomic environment witnessed global uncertainties, evolving trade dynamics, and monetary recalibrations, the strength of domestic fundamentals continued to inspire confidence in long-term growth.

Consumption trends in India have strengthened over the past year, supported by improving macroeconomic momentum and a broad-based recovery across both urban and rural markets, with rural demand showing relatively stronger traction. This recovery has been further aided by income tax and GST rate-cut led stimulus, which has increased disposable incomes for the middle class and supported demand across markets, driving a gradual revival in discretionary spending and reflecting improving consumer confidence and purchasing power.

PURPOSEFUL SERVICE TO ASPIRATIONS

Our focus remains towards making aspirations affordable for middle-income households seeking latest upgrades while staying mindful of value quotient. This segment continues to be one of the strongest drivers of India's consumption story.

Our approach is centred on delivering affordability across fashion, general merchandise, fast-moving consumer goods. Each category is curated to bring the latest upgrades on shelf with superior quality and cost-efficient products, strengthening trust with every purchase.

PLACING CUSTOMERS AT THE CORE

At Vishal Mega Mart, our approach is anchored in a clear purpose, placing the customer at the centre of every decision we make. We strive to deliver

consistent value by strengthening efficiencies across our integrated supply chain, ensuring products are available where and when they are needed. Supporting this is a strong value system built on integrity, transparency and meritocracy, which shapes how we engage with customers, empower our people and collaborate with partners, creating a culture that encourages performance, accountability and trust.

SUSTAINABILITY WITH PURPOSE

Sustainability remains integral to our vision of responsible and inclusive growth. As we expand, we focus on minimising environmental impact through improved energy efficiency, tighter inventory management and optimised supply chain planning, supported by our regional cluster approach.

We also remain committed to creating positive social impact by generating employment in emerging towns, fostering an inclusive workplace and investing in continuous learning and skill development. Strong governance, ethical conduct and transparency underpin our operations, reinforcing stakeholder trust.

We recognise sustainability as an ongoing journey and remain focused on embedding responsible practices into everyday decisions to create long-term value for all stakeholders.

A FUTURE FILLED WITH OPPORTUNITIES

As we look ahead, we remain optimistic about India's consumption story. Structural reforms, including GST rationalisation, direct tax measures and supportive fiscal initiatives, are expected to stimulate demand and enhance disposable incomes. At the same time, the rising aspirations of India's young population, shaped by evolving lifestyles, digital exposure and increasing brand awareness are driving a more evolved and discerning demand for quality, affordability and value, an opportunity that strongly aligns with our retail proposition.

Our journey continues to be guided by our mission i.e., making aspirations affordable for middle-income households. I extend my sincere gratitude to our shareholders, partners and employees for their continued trust and support as we move confidently into the next phase of growth.

Best Regards,
NEHA BANSAL
Chairperson

SETTING THE COURSE FOR SUSTAINABLE GROWTH



Our objective remains clear: to make aspirations affordable and accessible for India's middle-income group customers.

DEAR SHAREHOLDERS,

It is with great pride that I present our second Annual Report as a publicly listed company. Consumption continues to be shaped by the evolving aspirations of young, middle-income India. Our objective remains clear: to make aspirations affordable and accessible for India's middle-income group customers. We offer a comprehensive and aspirational range of high-quality fashion, general merchandise and fast-moving consumer goods at prices that are affordable. As of March 31, 2026, with 795 stores across 535 cities in 28 states and 2 union territories, we continue to expand our reach and strengthen our position as a trusted shopping destination, redefining retail for millions of Indians.

We delivered stellar performance in FY 2025-26 backed by consistent momentum and strong operational discipline. Revenue from operations stood at ₹1,29,063 million, registering a growth of 20.4% year-on-year with industry-leading SSSG of 11.0%, which is mainly an outcome of aspirational merchandise, ability to cater to diverse and evolving customer needs and high-quality execution across the board.

POSITIONED AT THE HEART OF FORMALISATION OF INDIA'S CONSUMPTION

Organised retail continues to accelerate as consumers increasingly prefer formats that offer a compelling combination of affordability, quality assurance, transparent pricing and the convenience of multiple categories under one roof. We are very well-placed to drive this acceleration of formalisation of retail. We aim to maintain leadership in entry price points as they play a targeted role in onboarding customers from unorganised channels into organised retail. Our focus remains on driving deeper customer engagement by continuously upgrading customers across price points, from entry-level to mid and from mid to higher-value offerings. Each season, we introduce higher price points for relevant merchandise categories backed

by enhanced fashionability and functionality, while simultaneously investing more in the quality of products at existing price points. This, in turn, supports the sustainability of our same-store sales growth, as customers continue to find us more attractive, transact more frequently and across a wider range of products. Supported by India's demographic dividend, ongoing urbanisation and rising workforce participation, consumption patterns are becoming more structured and aspiration-led, further reinforcing the relevance of our model in driving consistent and scalable growth.

STRONG MOMENTUM AND DISCIPLINED EXECUTION

We delivered stellar performance in FY 2025-26 backed by consistent momentum and strong operational discipline. Revenue

from operations stood at ₹1,29,063 million, registering a growth of 20.4% year-on-year with industry-leading same-store sales growth* of 11.0%, which is mainly an outcome of aspirational merchandise, ability to cater to diverse and evolving customer needs and high-quality execution across the board.

Our unique and differentiated own brands accounted for as much as 74.1% of our revenue, an improvement of ~100 basis points year-on-year. Growing contribution of our aspirational own brands reflects the relevance of our products. Our category mix remained stable during the year, with apparel contributing 44.2% of revenues, while general merchandise accounted for 28.5% and FMCG accounted for 27.0%, reflecting a well-balanced portfolio.

* SSSG is calculated as the growth in net revenue of all stores that have been operational for at least 15 months at the beginning of each quarter during the period, adjusted to exclude stores which are temporarily closed during the current period due to refurbishment, area reduction, or any one-off reason, while they were open in the same period last year.



There was strong improvement across all key profitability metrics. Operating EBITDA^{*} recorded a robust growth of 27.8% to ₹13,211 million, with margins expanding by -60 basis points to 10.2%, reflecting improved operating leverage and cost discipline.

PAT grew to ₹8,392 million, a strong 32.8% increase over the previous year and a margin of 6.5%, expanding by -60 basis points.

Our quick commerce initiative has expanded rapidly, now servicing from 745 stores in 505 cities, catering to -13 million registered users. This enhances convenience for our digitally engaged customers while leveraging our store infrastructure to ensure efficient fulfilment. Notably, we see a strong traction for our own brands among our quick commerce customers, demonstrating our brand's

growing relevance in digitally driven consumption.

STRENGTHENED BRAND EQUITY: A TESTIMONY OF CUSTOMER TRUST

Our loyalty programme continues to serve as a key pillar in building a large, engaged and high-value customer base. We now have -169 million registered loyalty customers, a year-on-year growth of 17%, which contribute to nearly 95% to our overall revenues. Our customer loyalty programme has been ranked globally as 6th in retail worldwide, 12th among total loyalty programmes worldwide, 4th in the Asia Pacific region and the largest in India.

Our brand-building initiatives garnered strong recognition during the year amongst the young customers. Our digital video campaign featuring Bollywood actress Vaani Kapoor took Instagram by storm, generating over 1.6 billion views

and reaching more than 300 million unique viewers. The campaign emerged as one of India's Top 10 most-watched videos on Instagram, reinforcing the strength of our consumer connect.

We were also named a New Entrant in the Kantar BrandZ™ 2025 Top 100 Most Valuable Indian Brands. We received the prestigious 'Marketing Campaign of the Year - Advertising with a Positive Message' award at the Marketing Excellence Awards 2025 for our 'Do Good, Look Good' campaign. These showcase our focus on building a brand that connects organically with customers while creating lasting value.

GROWTH OF OUR RETAIL FOOTPRINT

We believe the future of Indian retail lies equally in expanding metros and smaller towns. During the year, we added 105 gross new

stores, taking our total network to 795 stores across 535 cities. As of March 31, 2026, we had 205 stores in Tier 1 cities, 189 stores in Tier 2 cities and 401 stores in Tier 3 cities.

Our expansion in South India continues to gain momentum, particularly in Kerala, while also strengthening our presence in Karnataka and Telangana. Strategic pilots in Gujarat and Maharashtra are also delivering well with 11 stores operational across the two states. Our Small format store's initiative is also progressing well, which expanded to 13 locations as at March 31, 2026. This model enables us to serve smaller towns, with lower population densities of 50,000 or less, extending organised retail access and aspirational products closer to households that were previously underserved.

OPERATIONAL EXCELLENCE AS A COMPETITIVE ADVANTAGE

Our integrated supply chain remains central to our ability to scale efficiently while maintaining cost leadership. Our fully automated central distribution centre in Haryana, -0.7 million sq. ft. state-of-the-art facility, helps us stay nimble and agile.

We are actively deploying artificial intelligence and technology to get data-led insights to strengthen our agility. By analysing latest trends, consumption patterns and regional demand indicators, we align inventory and assortment planning with customer expectations. This responsiveness

ensures that our offerings remain relevant in a rapidly evolving retail landscape. We are also piloting tech-led efficiency initiatives such as RFID to ensure broader productivity.

LOOKING AHEAD

We look ahead at FY 2026-27 with excitement, as we continue to strengthen our role in India's growing consumption story. India's evolving retail landscape presents significant opportunities across both offline and digital commerce, and with our extensive network, strong operating fundamentals and deep understanding of our customers and consumers, we remain well positioned to participate in this growth journey.

At the same time, we remain closely watchful of the macroeconomic environment and evolving geopolitical developments, responding with agility and discipline as conditions evolve. Our business model has demonstrated resilience during challenging periods, supported by the strength of our private brands. This provides us with greater flexibility to cushion customers from inflationary pressures while continuing to deliver affordability and value.

Going forward, our focus remains on driving consistent and sustainable growth through disciplined execution, improving store productivity, deepening customer engagement and expanding our reach in a calibrated manner. We will continue to strengthen same-

store sales growth by increasing footfalls, enhancing basket sizes and enabling customers to transition towards more aspirational offerings. As we move ahead, we remain committed to executing with consistency, agility and a sharp understanding of evolving consumer needs to create long-term sustainable value.

As we conclude this important year, I extend my heartfelt gratitude to our customers, employees, suppliers, partners and investors for their unwavering trust and support. Your confidence, especially as we continue our journey, strengthens our resolve and inspires us to raise the bar every day. With a clear strategy, disciplined execution and a dedicated team, we look ahead with optimism and remain committed to delivering sustainable and profitable growth in the years to come.

Best Regards,

GUNENDER KAPUR

Managing Director and CEO

By analysing latest trends, consumption patterns and regional demand indicators, we align inventory and assortment planning with customer expectations. This responsiveness ensures that our offerings remain relevant in a rapidly evolving retail landscape.

Same-Store Sales Growth

11.0%

PAT Growth in FY 2025-26

32.8%

^{*} Operating EBITDA is EBITDA pre-ESOP charges and pre-INDAS 116.

CREATING A MEANINGFUL SOCIAL IMPACT

We believe growth is truly meaningful when it uplifts everyone. At Vishal Mega Mart, our CSR initiatives extend beyond compliance to reflect a deeper commitment to empowering communities, bridging opportunity gaps and contributing to a more inclusive and sustainable future.



HOLISTIC COMMUNITY ENGAGEMENT PROGRAMMES

Our CSR initiatives are driven by a strong commitment to inclusive growth, sustainability, and community well-being. We support underprivileged children through nutritious meals and early childhood education, empower youth by promoting skill development and livelihood opportunities, especially for women and persons with disabilities.



Together, these efforts reflect our mission to build stronger communities and a more sustainable future for all.



CSR POLICY AND COMMITTEE

We believe meaningful change begins when responsibility is translated into purposeful and sustained action. Guided by this philosophy, our CSR policy, formulated in line with Section 135 of the Companies Act, 2013 read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 and Schedule VII to the Companies Act, 2013, provides a structured framework for designing and implementing impactful, transparent, and sustainable community development initiatives.

To steer our CSR and sustainability agenda, we



have constituted a Corporate Social Responsibility and Sustainability Committee comprising three members appointed by the Board of Directors. The Committee provides strategic oversight, ensures strong governance, and drives the effective execution of our initiatives.

Through regular assessments and close collaboration with our implementation partners, we ensure that every programme remains aligned with our mission of creating meaningful change and delivering long-term social value.



HEALTH AND NUTRITION



As part of our enduring commitment to eradicating hunger and improving child well-being, we have continued our initiative of providing nutritious mid-day meals to students in government schools. This

programme has made a meaningful impact by enhancing school attendance and enrolment rates, particularly among underprivileged children. By ensuring access to wholesome meals during formative years,

we are investing in children's health, cognitive development, and academic performance. The initiative addresses critical health issues such as micro-nutrient deficiencies, anaemia, and vulnerability to infections, thereby fostering a stronger foundation for long-term growth and learning. Moreover, the programme has played a key role in reducing dropout rates by creating a more stable, inclusive, and supportive educational environment. Through this effort, we remain committed to building a healthier, more equitable future for the next generation.



EDUCATION AND SKILL DEVELOPMENT

We believe education is key to sustainable development and social equity. Our CSR initiatives focus on expanding access to quality education for underprivileged children, starting with Early Childhood Care and Education. We support Anganwadi centres with learning kits, furniture, and resources, and train parents to strengthen early development at home. Health check-ups, psychosocial support, and



the distribution of school essentials further ensure a nurturing environment for learning. Through these efforts, we strive to equip the next

generation with the tools and opportunities they need to shape a more inclusive and innovative future.



LIVELIHOOD GENERATION AND LOCAL AMENITIES



As part of our commitment to inclusive and sustainable development, we provide specialised vocational training and placement programmes for Persons with Disabilities (PwDs), creating pathways to meaningful employment and economic independence. These programmes provide

industry-relevant training and placement opportunities in the retail and allied sectors, equipping participants with job-ready skills that align with current market demands. The direct beneficiaries include individuals with orthopaedic disabilities, speech and hearing impairments, low vision, slow learning abilities, and other

disabilities. By bridging the gap between skill development and employment, we empower PwDs to achieve greater self-reliance and social inclusion.

We also strengthen communities through awareness and capacity-building programmes on women's rights, child protection, health, hygiene, and sanitation. We also promote economic empowerment by supporting Self-Help Groups (SHGs), providing training on income-generating activities and financial literacy, and offering seed funding for small businesses. These efforts foster self-reliance, improve livelihoods, and contribute to sustainable social and economic development.



ENSURING RESPONSIBLE LEADERSHIP

At Vishal Mega Mart, governance is the architecture that shapes how we think, decide, and act. We recognise that enduring value is created when integrity guides strategy and accountability informs execution. By embedding ethical discipline into every layer of the organisation, we safeguard trust amongst customers, communities, employees and investors, ensuring growth is both responsible and sustainable.

LEADERSHIP ANCHORED IN PRINCIPLE

Our governance philosophy begins at the top. The Board of Directors provides strategic direction rooted in transparency, regulatory adherence, and long-term stakeholder interest. With a proactive approach to risk oversight and a clear commitment to ethical conduct, leadership ensures that every decision, strategic or operational, reflects our values.

EMBEDDING ETHICS INTO EVERYDAY DECISIONS

Our Code of Conduct for Board of Directors and Senior Management defines the behavioural standards expected across the organisation. It serves as a living framework, guiding board members,

management, and frontline teams alike in upholding fairness, responsibility, and legal compliance. Continuous policy reviews and structured governance processes help integrate accountability seamlessly into daily operations.

GOVERNANCE THAT BUILDS CONFIDENCE

True governance fosters an environment where people feel respected, protected, and heard. We have instituted structured grievance redressal mechanisms and confidential reporting channels to ensure concerns can be raised without fear of retaliation. These channels reinforce our zero-tolerance stance towards misconduct while strengthening transparency.

OUR ETHICAL BUSINESS ARCHITECTURE

Our governance framework rests on five integrated pillars:

Defined Ethical Standards

Clearly articulated policies establish uniform expectations of integrity and fairness across the organisation.

Leadership Accountability

Senior Management drives the consistent and disciplined implementation of governance standards.

Transparent Stakeholder Engagement

Open communication channels ensure clarity, trust, and meaningful dialogue.

Ongoing Oversight and Review

Regular governance assessments strengthen compliance, efficiency, and adaptability.

Fair Consequence Management

A structured and impartial system addresses violations responsibly, reinforcing accountability at every level.

POLICIES THAT GUIDE RESPONSIBLE CONDUCT

Our governance ecosystem is supported by a comprehensive suite of policies, including:

Code of Conduct for Board of Directors & Senior Management	Board Diversity Policy	Anti-bribery and Anti-corruption Policy	Environmental Policy
Anti-Money Laundering Policy	Whistleblower Policy	Nomination and Remuneration Policy	Policy on Related Party Transactions
Corporate Social Responsibility (CSR) Policy	Business Continuity Policy	Prevention of Sexual Harassment (POSH) Policy	Policy on Material Subsidiaries
Policy for Determination of Materiality of Events or Information			

ZERO TOLERANCE FOR CORRUPTION

We maintain strict standards against bribery and corruption. Our anti-bribery and anti-corruption measures ensure that every transaction, partnership, and procurement decision adheres strictly to legal and ethical benchmarks. Through periodic training, awareness initiatives, and leadership-led reinforcement, we cultivate a shared commitment to integrity across employees, suppliers, and business partners.

TRANSPARENT AND RESPONSIBLE RETAIL

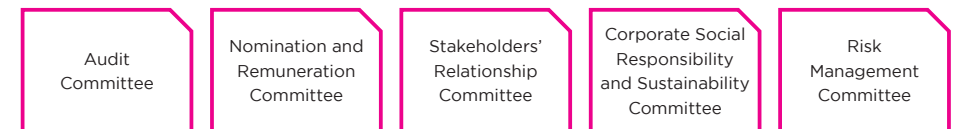
Retail carries social responsibility beyond commercial objectives. From responsible sourcing to transparent pricing practices, we hold ourselves to the highest standards of ethical competition. Our sourcing principles extend to supplier partners, reinforcing respect for labour laws, equitable compensation practices, and environmental responsibility.

CONTINUOUS LEARNING THROUGH INFORMED DECISIONS

Sustained governance excellence rests on well-informed individuals. Through structured learning programmes, including initiatives such as Customer First, Ethics Always and digital training modules, we strengthen awareness of ethical standards across all levels of the organisation. These initiatives reinforce our culture of principled leadership and accountability.

BOARD COMMITTEES STRENGTHENING OVERSIGHT

Our Board operates through the following key committees that enhance focused governance and strategic supervision:



Each committee plays a critical role in ensuring transparency, risk discipline, stakeholder responsiveness, and sustainable growth. Thereby, collectively reinforcing a governance model that drives long-term value creation.

MEETINGS HELD DURING FY 2025-26

Audit Committee 6	Nomination and Remuneration Committee 3	Stakeholders' Relationship Committee 4
Corporate Social Responsibility and Sustainability Committee 1	Risk Management Committee 2	

THE BOARD



NEHA BANSAL

Chairperson & Non-Executive Independent Director



GUNENDER KAPUR

Managing Director & Chief Executive Officer



SOUMYA RAJAN

Non-Executive Independent Director



YOGESH YADAV

Non-Executive Independent Director



MANAS TANDON

Non-Executive Non-Independent Director



NISHANT SHARMA

Non-Executive Non-Independent Director



SANJEEV AGA

Non-Executive Non-Independent Director



VAGEESH GUPTA

Non-Executive Non-Independent Director

6 Board Meetings Held during FY 2025-26

AC Audit Committee	NRC Nomination and Remuneration Committee	SRC Stakeholders' Relationship Committee
CSRS Corporate Social Responsibility and Sustainability Committee	RMC Risk Management Committee	SAC Securities Allotment Committee

Chairperson Member

MANAGEMENT DISCUSSION AND ANALYSIS

India's retail landscape is evolving rapidly, driven by growing consumer aspirations, rising disposable incomes, urbanisation and an expanding middle and lower middle income population across markets providing a powerful opportunity for retail players.

In this evolving landscape, Vishal Mega Mart Limited ('The Company') is uniquely positioned to serve this demand as one of India's preferred fashion-led retail destination with a pan-India network of 795 stores across 535 cities of India (as of March 31, 2026) along with its mobile application and website.



INDIA'S PROMISING GROWTH STORY, POWERED BY STABILITY.

India continues to stand out as a pillar of stability and growth, supported by strong domestic demand, policy reforms and infrastructure-led investments. The economy maintained robust momentum, with GDP growth of 7.7% in FY 2025-26, reinforcing India's position as the world's fastest-growing major economy. While depreciation of the Indian Rupee against the US Dollar and GDP base revisions have shifted India to the sixth-largest economy globally, this change does little to alter the country's strong growth narrative. However, the outlook remains firmly positive with International Monetary Fund's April 2026 projections indicating that India is on track to rise to the third-largest economy by FY 2030-31, reflecting the strength and consistency of its long-term growth trajectory.

Despite global uncertainties, domestic fundamentals remained resilient, with low inflation, stable employment, rising real incomes and strong agricultural output supporting household purchasing power. Improving urban and rural demand, aided by GST rationalisation, income tax relief measures and policy support, further strengthened consumer confidence and sustained spending momentum across categories. Investment activity remained strong, supported by robust capital expenditure, infrastructure development, and macroeconomic stability. Rising incomes, improved credit access, and structural reforms continue to strengthen investment-led growth and private consumption.

OUTLOOK

Looking ahead, India's growth momentum is expected to remain resilient, with GDP growth projected at 6.7% for FY 2026-27, supported by strong domestic fundamentals. The growth slowdown for India is on account of uncertain global environment, which continues to be shaped by heightened geopolitical uncertainties including the ongoing Middle East conflict disrupting global energy supplies, rising oil price volatility and supply chain disruptions, as well as persistent trade tensions and tariff-driven realignments across

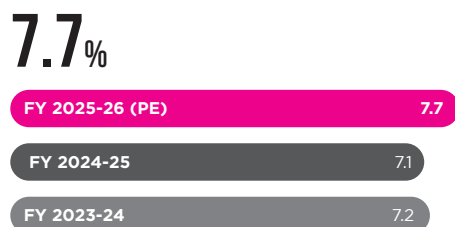
major economies. These developments are contributing to increased input costs, shifting trade routes and greater policy uncertainty with implications of inflation on global growth. Amidst this, India remains relatively well positioned to navigate these uncertainties.

Domestic demand is expected to remain a key growth driver, supported by the rapid expansion of India's middle-income segment, a young population, and digital transformation. By CY 2028, an additional 21 million households

Expanding faster than the broader economy, consumption is increasingly driven by a growing middle and lower-middle income segment that is steadily lifting per capita incomes and shaping demand. Urbanisation, particularly among the youth, is accelerating the shift towards quality, convenience and aspirational lifestyles, while the rapid rise of Tier-II and Tier-III cities is expanding the consumption base and unlocking new markets. Together, these trends position India for the next phase of consumption-led growth, creating long-term opportunities for businesses.

INDIA'S GDP GROWTH

(in %)



PE: Provisional Estimates
(Source: Ministry of Statistics and Programme Implementation)

(Source: Press Information Bureau)

INDIAN RETAIL INDUSTRY OVERVIEW

India's retail sector continues to be a key pillar of economic growth, anchored by strong domestic consumption. The sector is steadily becoming more organised and is projected to grow at a CAGR of 9% between CY 2023 and CY 2028, reaching a market size of ₹116-124 trillion by CY 2028, driven by rising incomes, urbanisation, nuclearisation of families, evolving consumer preferences, accelerating digital adoption, and the ongoing shift towards formalisation.



INDIA'S ASPIRATIONAL RETAIL OPPORTUNITY

Total Addressable Market in CY 2023

₹68-72 TRILLION

Projected Total Addressable Market in CY 2028

₹104-112 TRILLION

Projected CAGR between CY 2023 and CY 2028

9%

A significant share of this growth is being led by Tier-II and Tier-III cities, where rising aspirations and improving access to organised retail are expanding the consumer base. These markets are expected to grow at ~32% CAGR between CY 2023 and CY 2028, outpacing overall industry growth, while Tier-I cities continue to offer substantial opportunities with unorganised retail still accounting for nearly 50-55% of the market.

The organised retail segment is scaling rapidly in response. It is projected to grow at ~20% CAGR between CY2023 and CY2028, from ₹ 14.9 trillion in CY2023 to ₹ 36-38 trillion by CY2028. This acceleration is being driven by stronger value propositions, wider assortments, improved supply chains and the increasing integration of online and offline channels, which are collectively enabling the shift from unorganised formats.

Underlying this transformation is the expanding middle-income segment, whose rising disposable incomes have strengthened purchasing power and sustained consumption momentum. Young consumers today are more informed, brand-conscious, and digitally engaged, with a growing preference for quality, variety, and convenience. Purchasing behaviour is increasingly influenced by global lifestyles and digital ecosystems, signalling a deeper alignment of India's retail market with

global consumption patterns. This is driving demand for branded, higher-quality products, particularly in emerging cities.

(Source: Redseer Report)

RAPIDLY EXPANDING ORGANISED RETAIL

Organised Retail Segment Market Size in CY 2023

₹14.9 TRILLION

Estimated Organised Retail Segment Market Size in CY 2028

₹36-38 TRILLION

Projected CAGR between CY 2023 and CY 2028

20%

(Source: Redseer Report, March 2025)

TOP HIGH-GROWTH CATEGORIES IN ASPIRATIONAL RETAIL SEGMENT

APPAREL

Today, apparel stands among the largest segments of India's retail industry, propelled by a vast young population, rising disposable incomes and steadily growing aspirations. The appetite for fast-fashion continues to grow, as consumers seek trend-led, affordable options that reflect their individuality.

Over the past decade, India's apparel retail landscape has transformed from fragmented, unorganised markets into a dynamic, brand-led ecosystem shaped by the demand for latest fashion trends. Driven by rapid urbanisation and evolving lifestyles, this structural shift has firmly positioned apparel as one of the most powerful growth engines within the country's retail sector. Simultaneously, rapid digital penetration through e-commerce platforms, social media, and influencer culture has accelerated awareness and access to both global and Indian fashion trends, further fuelling demand and reshaping the competitive landscape.



Apparel Retail Market
Size in CY 2023

₹6 TRILLION

Projected Apparel Retail
Market Size in CY 2028

₹10 TRILLION

Projected CAGR between
CY 2023 and CY 2028

10%

(Source: Redseer Report)

GENERAL MERCHANDISE

India's general merchandise segment is witnessing strong momentum, fuelled by rising aspirations and evolving consumer lifestyles. The category spans a wide spectrum of household essentials, home furnishings, kitchen appliances, travel gear, toys and lifestyle products, among others, making it integral to aspirational living. Growing literacy, higher education levels and heightened awareness around hygiene and aesthetics are encouraging consumers to invest in cleaner, more organised and visually appealing homes. At the same time, an increasing focus on functionality and time efficiency is accelerating the adoption of modern kitchen appliances and practical home solutions, further strengthening demand across the segment.

General
Merchandise
Retail Market Size
in CY 2023

₹3 TRILLION

(Source: Redseer Report)

Projected General
Merchandise Retail
Market Size in
CY 2028

₹6 TRILLION

Projected
CAGR between
CY 2023 and
CY 2028

14%



STAPLES & FMCG

India's staples and FMCG sector continues to anchor household spending. Rising health consciousness is redefining purchase decisions, with shoppers increasingly opting for branded FMCG products over loosely packaged items. Simultaneously, the growth of dual-income and nuclear households is reshaping consumption behaviour. Moreover, rising aspirations are driving a rapid increase in demand for beauty and personal care products.

Staples & FMCG
Retail Market Size
in CY 2023

₹28 TRILLION

(Source: Redseer Report)

Projected Staples &
FMCG Retail Market
Size by CY 2028

₹42 TRILLION

Projected CAGR
between CY 2023
and CY 2028

9%



COMPANY OVERVIEW

Vishal Mega Mart has established itself as a preferred fashion-led retail destination for India's middle income households by offering a portfolio of high-quality, aspirational, and affordable products. Positioned as a one-stop shop, the Company's own brands are designed to combine fashionability, functionality and superior quality at affordable price points across the apparel, general merchandise and FMCG segment. These private brands have grown into a powerful engine of value creation, contributing 74.1% of total revenue.

As of March 31, 2026, the Company operated 795 stores across India, underscoring its position as one of the country's leading offline-first diversified retailers. The Company's extensive store network provides strong on-ground presence and accessibility to serve a wide and growing base of customers across markets. Building on this physical strength, the Company has also developed a robust omnichannel ecosystem that includes a mobile application and a digital platform, enabling it to complement its offline reach with the speed and convenience of digital commerce. Anchored in a customer-first philosophy centred on relevant assortments and strong value proposition, the Company continues to deepen its engagement with aspirational young Indians while responding to evolving preferences.

STRENGTHS

01 Catering to a large and expanding section of India's population

02 Being widely recognised as the go-to retail destination for India's middle-income households

03 Following a customer-centric model, building a large, loyal, and growing customer base

04 Offering a curated mix of apparel, general merchandise, and FMCG products, addressing both daily essentials and aspirational needs

05 Maintaining a broad and evolving portfolio of own brands across key categories, driving differentiation and customer stickiness

06 Focused on owning entry-level price points and making aspirations affordable, while continually moving customers to higher price points

07 Operating an extensive store network across cities and towns, ensuring strong local presence and accessibility

08 Building a seamless omni-channel ecosystem by integrating offline stores with digital platforms to enhance reach and convenience

09 Leveraging efficient supply chain and sourcing capabilities to maintain affordability and ensure operational agility

GROWTH OPPORTUNITIES

Unlocking significant potential to enter more cities and towns, particularly in underpenetrated regions, while also expanding in existing cities and states by opening new stores and tapping into white spaces within these markets

Leveraging data analytics, AI-driven inventory management, and customer insights to enhance operational efficiency and deliver more personalised shopping experiences

Expanding own-brand offerings and introducing new product categories to strengthen customer loyalty

Enhancing customer reach and convenience by strengthening digital channels and omni-channel engagement

FINANCIAL AND OPERATIONAL PERFORMANCE REVIEW

(On Consolidated Results)

The Company recorded robust financial performance in FY 2025-26. This performance reflected the strength of its sustained same-store sales growth, expansion strategy, and operational discipline. Revenue from operations grew by 20.4% to ₹1,29,063 million, compared to ₹1,07,163 million in the previous fiscal, supported by an industry-leading same-store sales growth of 11.0%.

Operating EBITDA** stood at ₹13,211 million, marking a robust growth of 27.8% and translating into a margin of 10.2%, reflecting disciplined cost management and improved operating leverage.

Profit After Tax (PAT) rose by 32.8% to ₹8,392 million, compared to ₹6,320 million, with the PAT margin improving to 6.5%, underscoring the Company's focus on sustainable and profitable growth.

*SSSG is calculated as the growth in net revenue of all stores that have been operational for at least 15 months at the beginning of each quarter during the period, adjusted to exclude stores which are temporarily closed during the current period due to refurbishment, area reduction, or any one-off reason, while they were open in the same period last year.

**Operating EBITDA is EBITDA pre-ESOP charges and pre-INDAS 116.

CONSOLIDATED PROFIT AND LOSS STATEMENT

(₹ in million)

PROFIT AND LOSS METRICS	FY 2025-26	% TO REVENUE FROM OPS	FY 2024-25	% TO REVENUE FROM OPS	FY 2025-26 GROWTH %
Revenue from Operations	1,29,063		1,07,163		20.4%
Adjusted SSSG	11.0%		12.3%		
Other Income	863		586		
Total Income	1,29,926		1,07,749		20.6%
Cost of Goods Sold	92,382		76,636		
Gross Profit	36,681	28.4%	30,527	28.5%	20.2%
Employee Benefit Expense	7,283		6,406		
Other Expenses	10,561		8,820		
EBITDA	18,836	14.6%	15,302	14.3%	23.1%
Depreciation and Amortisation	6,734		5,902		
Finance Cost	1,715		1,492		
Profit Before Tax	11,250	8.7%	8,493	7.9%	32.5%
Profit After Tax	8,392	6.5%	6,320	5.9%	32.8%
ESOP Expense	501		592		
INDAS 116 Impact on EBITDA (Rent)	6,127		5,561		
Operating EBITDA (pre-INDAS116 and pre-ESOP charges)	13,211	10.2%	10,333	9.6%	27.8%
Operating Profit After Tax (Pre-ESOP Charges)	8,766	6.8%	6,761	6.3%	29.7%

Notes: Figures have been rounded to the nearest integer or one decimal place.

KEY FINANCIAL RATIOS

(on Consolidated Results)

RATIO (FORMULA)	FY 2025-26	FY 2024-25	COMMENTS
Debtors Turnover (x) (Revenue from Operations/ Average Debtors)	273.8	218.3	Debtors are immaterial in the context of the Company's business model.
Inventory Turnover (x) (Cost of Goods Sold)/ Average Inventory)	4.8	4.6	Note (i)
Interest Coverage Ratio (x) (EBIT*/Interest**)	7.6	6.7	a) The Company has no external borrowings. Interest here is mainly Interest on lease liabilities. b) Note (i)
Current Ratio (x) (Current Assets/Current Liabilities)	1.6	1.3	Note (i)
Debt Equity Ratio (x) (Debt/Equity)	0.3	0.3	a) The Company has no external borrowings. Debt here is mainly Lease Liabilities. b) Note (i)
Operating Profit Margin (%) (EBIT/Revenue from Operations)	9.4%	8.8%	Note (i)
Net Profit Margin (%) (PAT/Revenue from Operations)	6.5%	5.9%	Note (i)
Return on Net Worth (%) (PAT/Average Equity)	12.1%	10.5%	Increase in ratio reflects higher potential for long-term growth and sustainable returns.

Note (i) Reasons for variance in the ratios are required to be furnished when variance is 25% or more.

*For the purpose of calculating Interest Coverage Ratio, EBIT includes other income.

**Interest includes interest on borrowings and interest on lease liabilities.

KEY HIGHLIGHTS IN FY 2025-26

Same-Store
Sales Growth*

11.0%

Gross Stores
Added

105

Own Brand
Revenue Share

74.1%

Registered Loyalty
Customers

169 MILLION

Presence as of March 31, 2026

795 STORES, 535 CITIES

Total Retail Space

13.45 MILLION SQ. FT

Notes: *SSSG is calculated as the growth in net revenue of all stores that have been operational for at least 15 months at the beginning of each quarter during the period, adjusted to exclude stores which are temporarily closed during the current period due to refurbishment, area reduction, or any one-off reason, while they were open in the same period last year.

HUMAN RESOURCES

At Vishal Mega Mart, our people remain the foundation of our growth journey. The Company continues to strengthen its people practices with a focus on capability building, employee engagement, leadership development and fostering an inclusive workplace culture. Through training programmes, high-performance culture and development frameworks, the Company aims to build a future-ready workforce across stores, distribution channels and corporate functions.

During the year, the Company further enhanced its hiring and talent management processes to attract and retain high-quality talent. A strong focus was placed on technology adoption across HR spectrum to improve efficiency, transparency and employee experience. The Company has implemented enhanced verification and compliance systems, and leveraged data-driven hiring practices to improve talent quality and decision-making. Learning and development initiatives were also increasingly supported through digital platforms and

made focused to enhance business growth.

The Company continued to invest in employee engagement and internal growth opportunities while fostering a culture of accountability, collaboration and customer-centricity. The Company also remained focused on employee well-being, workplace safety and diversity by creating a supportive and

respectful work environment where employees feel valued and empowered.

By combining strong merit-driven people practices and technology-led transformation, the Company remains committed to building an agile, motivated and high-performing workforce capable of driving sustainable growth and operational excellence.

**Total Permanent Employees
as of March 31, 2026**

21,913

**Total Permanent Employees
as of March 31, 2025**

18,029



SUPPLY CHAIN

The Company continues to strengthen its supply chain infrastructure with a sharp focus on speed, accuracy and scalability. By leveraging advanced technology for demand forecasting and automated replenishment, the Company closely aligns procurement and inventory management with real-time sales patterns. This

ensures optimal inventory levels and faster turnaround, particularly in apparel, where responsiveness to evolving fashion trends is critical.

Operating on a hub-and-spoke model, the Company's distribution network comprises of a central distribution centre supported by various regional distribution

centres, strategically located near key demand clusters. The central distribution centre in North India, is a state-of-the-art facility and serves as the Company's principal hub aimed at enhancing capacity, reducing lead times and further strengthening logistics efficiency across key markets.

RISK MANAGEMENT

At Vishal Mega Mart, robust risk management is integral to sustaining growth and operational resilience in a dynamic retail environment. The Company proactively addresses a broad spectrum of risks, including dependence on third-party vendors for own-brand manufacturing, supply chain

disruptions, market volatility, regulatory changes, and evolving consumer preferences, through a structured and forward-looking risk framework. By integrating risk assessment into strategic and operational planning, the Company strengthens inventory control, supports disciplined store expansion, enhances logistics and

digital capabilities, and maintains cost efficiency. Coupled with strong financial discipline, regulatory compliance, and rigorous internal controls, this balanced approach enables the Company to safeguard stability while continuing to create long-term value.

RISK	MITIGATION
INFLATION AND ECONOMIC FACTORS 	The Company diligently monitors macroeconomic indicators to proactively adapt business strategies to changing conditions. It has curated a diverse product range across price tiers to cater to varied customer budgets, while implementing strategic cost-control measures to enhance operational efficiency. These initiatives collectively strengthened resilience, optimised resources, and positioned the business to capture emerging market opportunities effectively.
CONTRACT MANUFACTURING AND THIRD-PARTY GOODS DEPENDENCY 	The Company has built a robust, geographically diverse supplier ecosystem of contract manufacturers and third-party vendors to reduce dependence on single sources. Through rigorous vendor due diligence, strategic sourcing agreements, and stringent oversight of own-brand merchandise from design to quality checks, it ensures consistent supply, favourable terms, and adherence to brand and compliance standards, even with outsourced manufacturing.
GEOGRAPHIC REVENUE CONCENTRATION 	The Company is strategically expanding its geographic presence by leveraging strong due diligence in existing catchments to unlock untapped potential within current states, while selectively exploring new markets. Regular market analysis and assessment of regional economic conditions enable timely responses to potential downturns, ensuring sustainable growth and a balanced regional expansion strategy aligned with long-term business objectives.
SEASONAL SALES FLUCTUATIONS 	The Company ensures efficient inventory management by proactively monitoring and optimising stock levels to meet seasonal demand without overstocking. Flexible staffing strategies, including temporary hires during peak periods, enhance operational agility. Additionally, diversified product offerings with steady year-round demand help balance seasonal fluctuations, ensuring consistent sales performance and improved resource utilisation across varying market conditions.
INTENSE MARKET COMPETITION 	The Company employs strategic pricing models with competitive entry points, a unique merchandise mix, and strong own brands for a differentiated edge. Superior service, personalised shopping, and an engaging Loyalty Programme foster long-term customer relationships. Investments in a robust e-commerce platform expand market reach, enhancing accessibility and capturing growing online demand while strengthening overall customer experience.
LEGAL AND REGULATORY CHALLENGES 	The Company strengthened its compliance programmes by enhancing internal controls to ensure strict adherence to applicable laws and regulations. It maintained transparent communication with stakeholders on legal and regulatory matters, fostering trust and proactively managing reputational risks. These measures reinforce governance standards and safeguard the Company's integrity in an evolving regulatory and business environment.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Vishal Mega Mart has established a robust internal control framework designed to enhance operational efficiency, safeguard financial integrity, and ensure full regulatory compliance. The Company has strengthened its financial control environment through well-defined standard operating procedures and time-bound, actionable monitoring mechanisms. These controls are periodically evaluated and enhanced based on insights from internal audits and management reviews, ensuring they remain aligned with evolving business complexities.

To further reinforce governance and risk oversight, the Company has embedded advanced technology solutions across operational and financial processes. Thereby improving

transparency, accuracy, and control effectiveness. An independent internal audit function, reporting directly to the Audit Committee of the Board, plays a pivotal role in assessing control adequacy. Regular reviews of audit observations and timely implementation of corrective actions ensure sustained accountability and continuous improvement.

The Company has also developed a comprehensive Risk and Controls Matrix to facilitate structured assessments of internal financial controls. This framework covers critical areas such as segregation of duties, authorisation protocols, system-based monitoring, reconciliations, and confirmations. These processes are supplemented by independent validations

conducted by external audit firms, with outcomes periodically reviewed by the Audit Committee.

As part of its broader digital transformation agenda, VMM has partnered with Officenet to implement a cloud-based Human Resources Management System (HRMS). This platform streamlines employee lifecycle management, strengthens workforce planning, and enhances data security through features such as geofencing and real-time tracking. Apart from this, VMM is also working on other digital transformation initiatives. Collectively, these initiatives underscore the Company's commitment to embedding a culture of compliance, accountability, and continuous improvement across the organisation.

CAUTIONARY STATEMENT

This report contains statements that may include 'forward-looking' remarks within the meaning of applicable Securities Laws and Regulations. It is important to note that numerous factors could cause the actual results,

performances, or achievements of the Company to be materially different from any future results, performances, or achievements. Significant factors that could impact the Company's operations include changes in domestic and

international economic conditions, alterations in Government regulations, changes to the tax regime, and modifications to other statutes.

BOARD'S REPORT

Dear Members,

Your Directors have pleasure in presenting their Eighth (8th) Report on the business and operational performance of the Company for the financial year ended March 31, 2026 ("Year under Review"), together with the Audited Standalone and Consolidated Financial Statements ("Financial Statements") for the said period, the Auditor's Report thereon, and other relevant statements and disclosures as required under the Companies Act, 2013 ("the Act"), the relevant rules made thereunder and applicable regulations.

1. FINANCIAL PERFORMANCE

The financial performance of your Company for the Financial Year ended on March 31, 2026 is summarised below:

(Amount in ₹ million)

Particulars	Standalone		Consolidated	
	Financial Year ended March 31, 2026	Financial Year ended March 31, 2025	Financial Year ended March 31, 2026	Financial Year ended March 31, 2025
Revenue from operations	66,313.84	59,466.04	1,29,063.21	1,07,163.45
Other Income	708.09	451.06	862.86	585.56
Total Income	67,021.93	59,917.10	1,29,926.07	1,07,749.01
Total Expenses	58,244.51	53,596.42	1,18,676.03	99,256.08
Profit Before Tax (PBT)	8,777.42	6,320.68	11,250.04	8,492.93
Total Tax expense	2,216.58	1,594.94	2,857.77	2,173.26
Net profit/(Loss) after tax (PAT)	6,560.84	4,725.74	8,392.27	6,319.67
Other comprehensive Income (net of taxes)	5.16	(0.08)	(14.94)	(14.99)
Total Comprehensive income for the year	6,566.00	4,725.66	8,377.33	6,304.68

Note: The above figures are extracted from the standalone and consolidated financial statements prepared in compliance with Indian Accounting Standards (IND AS). The Financial Statements of the Company have been complied with all aspects of Indian Accounting Standards (IND AS) notified under Section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended from time to time and other relevant provisions of the Act.

2. OPERATING RESULTS & BUSINESS PERFORMANCE

During the Year under Review, the Company achieved robust growth, expanding its total store count to 795. On a consolidated basis, revenue from operations for the financial year 2025-26 stood at ₹ 1,29,063.21 million, reflecting a 20.4% increase over the previous year. Net profit for the financial year 2025-26, on a consolidated basis, was ₹ 8,392.27 million, marking a growth of 32.8% compared to the previous year.

Additionally, on a Standalone basis, revenue from operations for the financial year 2025-26 stood at ₹ 66,313.84, reflecting a 11.5% increase over the previous year. Net profit for the financial year 2025-26, on a standalone basis, was ₹ 6,560.84 million, marking a growth of 38.8% compared to the previous year.

The Members are advised to refer to the separate section on Management Discussion and Analysis, which is part of this report, for a detailed understanding about the company, financial and operational performance of the Company, macroeconomic and geo-political factors, and industry overview.

3. DIVIDEND AND DIVIDEND DISTRIBUTION POLICY

In accordance with Regulation 43A of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'), the Board of Directors of the Company has adopted a Dividend Distribution Policy. The Policy outlines the parameters and factors to be considered by the Board in determining the distribution of dividend to its shareholders and is available on the Company's website and can be accessed at <https://www.aboutvishal.com/resources/media/files/29c5ab1c-5047-4059-a05d-c3e6a6cd0f1c.pdf>

During the Year under Review, the Board did not recommend any dividend. Further, no amount was required to be transferred to the Investor Education and Protection Fund for the Year under Review.

4. TRANSFER TO RESERVE

During the Year under Review, the Company did not transfer any amount to the General Reserve. For detailed information on the movement in Reserves

BOARD'S REPORT (CONTD.)

and Surplus for the year ended March 31, 2026, shareholders are requested to refer to the 'Statement of Changes in Equity' provided in the Standalone and Consolidated Financial Statements of the Company for the said period forming part of this Annual Report.

5. MATERIAL CHANGES AND COMMITMENTS

There have been no material changes and commitments affecting the financial position of your Company between the end of the financial year 2025-26 and date of this report.

As required under Section 134(3) of the Act, the Board of Directors informs the members that during the financial year, there have been no material changes, except as disclosed elsewhere in report:

- In the nature of Company's Business; and
- In the Company's Subsidiaries or in the nature of business carried out by them.

6. SUBSIDIARIES, JOINT VENTURES OR ASSOCIATE COMPANIES

During the Year under Review, no company became or ceased to be the subsidiary, joint venture or associate company of the Company. As at the end of the reporting period, the Company has the following wholly owned subsidiary companies namely:

Sl. No.	Name of Subsidiary	Status
1.	Airplaza Retail Holdings Private Limited	Wholly Owned Subsidiary
2.	Vishal E-Commerce Private Limited	Wholly Owned Subsidiary

The Company does not have any Associate Company or Joint Venture. The Consolidated Financial Statements of the Company includes the Financial Statements of its subsidiaries, i.e. Airplaza Retail Holdings Private Limited and Vishal E-Commerce Private Limited and Financial Statements of entities over which it exercises control i.e. Vishal Mega Mart CSR Trust.

During the Year under Review, Airplaza Retail Holdings Private Limited continues to be the material subsidiary of the Company in terms of the relevant provisions of the Listing Regulations.

Performance and Financial Position of the Subsidiary(ies)

- Airplaza Retail Holdings Private Limited (ARHPL)**, a material subsidiary of the Company, is engaged in the business of, inter alia, retail trading of

Apparels, General Merchandise and Fast-moving consumer goods (FMCG).

During the Year under Review, ARHPL reported revenue from operations of ₹ 1,28,926.16 million, compared to ₹ 1,06,708.14 million in the previous financial year.

- Vishal E-Commerce Private Limited:** The Company did not have any operation during the Year under Review.

Pursuant to Section 129 (3) of the Act and Ind-AS 110 issued by the Institute of Chartered Accountants of India, the Consolidated Financial Statements presented by the Company include the financial statements of its subsidiaries.

A statement containing the salient features of the financial statements of Subsidiaries in the prescribed Form AOC-1 is attached as 'Annexure - 1' to this report. Further, the Company doesn't have any Associates, hence, no information in this regard is required to be furnished.

Additionally, contribution of subsidiaries to the overall performance of the Company has been disclosed in Note No. 30 of the Consolidated Financial Statements of the Company for the financial year 2025-26.

The Policy for determining material subsidiary(ies) is available on the Company's website and can be accessed at <https://www.aboutvishal.com/resources/media/files/94b6838e-0662-4935-8b39-0154b3466732.pdf>.

In terms of provisions of Section 136 of the Act, separate audited accounts of the Subsidiary Companies for the financial year 2025-26 are available on website of the Company at <https://aboutvishal.com/>. The Company will make available physical copies of these documents upon request by any shareholder of the Company/ subsidiary(ies) interested in obtaining the same.

7. HUMAN RESOURCES

As of March 31, 2026, the Company had 21,913 permanent employees on a consolidated basis, including subsidiaries, and 523 permanent employees on a standalone basis. Our employees have consistently remained amongst the most valued stakeholders of the Company, and their contributions continue to drive our growth and success.

In accordance with the provisions of Section 197 of the Act and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules,

BOARD'S REPORT (CONTD.)

2014, the requisite disclosures relating to the remuneration of Directors and employees are provided in 'Annexure - 2' to this Report.

Pursuant to Section 136 of the Act and the applicable rules thereunder, the Annual Report including the Financial Statements for the financial year 2025-26 are being circulated to the shareholders excluding the statement containing particulars of employees' remuneration under Section 197 of the Act read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Any shareholder who wishes to obtain a copy of such information may request the same by sending an email to the Company Secretary and Compliance Officer at secretarial@vishalwholesale.co.in.

8. PUBLIC DEPOSITS

The Company has not accepted any deposits from the public, during the Year under Review, within the meaning of Section 73 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014, and no amount of principal or interest on deposits from the public was outstanding or remained unclaimed as on the date of Balance Sheet.

9. AUDITORS

A. Statutory Auditors

In terms of the provisions of Section 139 of the Act, the shareholders of the Company in their Seventh (7th) Annual General Meeting ('AGM') held on September 29, 2025 had appointed M/s. Walker Chandiok & Co LLP, Chartered Accountants (Firm Registration No: 001076N/ N500013) as the Statutory Auditors of the Company for a second term of 4 (Four) consecutive years, i.e., to hold the office from conclusion of 7th AGM till the conclusion of 11th AGM of the Company.

M/s. Walker Chandiok & Co. LLP have confirmed that they are not disqualified from continuing as Statutory Auditors of the Company and satisfy the prescribed eligibility criteria.

The Auditors' Report read together with Annexures referred to in the Auditors' Report for the financial year ended March 31, 2026 was issued with an unmodified opinion and does not contain any qualification, reservation, adverse remark or disclaimer. During the Year

under Review, the Auditors have not reported any instances of fraud under Section 143(12) of the Act and therefore disclosure of details under Section 134(3)(ca) of the Act is not applicable.

B. Internal Auditors

The Board of Directors in their meeting held on August 13, 2025, appointed M/s. Ernst & Young LLP as Internal Auditors of the Company for the Financial Year 2025-26, who have conducted the internal audits periodically and shared their reports and findings with the Audit Committee and follow-up actions thereon from time to time. The Audit Committee reviews the adequacy and effectiveness of the Company's internal control environment and monitors the implementation of audit recommendations including those relating to strengthening the Company's risk management policies and systems.

C. Secretarial Auditors

Pursuant to the provisions of Section 204 of the Act (including the rules made thereunder) and Regulation 24A of the Listing Regulations, and on the basis of the recommendation of the Board of Directors, the shareholders of the Company in their Seventh (7th) AGM held on September 29, 2025, appointed M/s. Chandrasekaran Associates, Company Secretaries (Firm Registration Number: P1988DE002500 and Peer Review Certificate no. 6689/2025) as the Secretarial Auditors of the Company for a first term of 5 (five) consecutive years, i.e., to hold the office from conclusion of 7th AGM till the conclusion of 12th AGM of the Company, to conduct the Secretarial Audit. The secretarial audit report for the financial year 2025-26 annexed as 'Annexure - 3' issued by the Secretarial Auditor does not contain any qualification, reservation, observation, disclaimer or adverse remark.

M/s. Chandrasekaran Associates, Company Secretaries (Firm Registration Number: P1988DE002500), also acted as Secretarial Auditors of Airplaza Retail Holdings Private Limited ('ARHPL'), material unlisted subsidiary of the Company for the Year under Review, in compliance with Regulation 24A of the Listing Regulations.

The secretarial audit report of ARHPL for the financial year 2025-26 annexed as 'Annexure - 4' does not contain any qualification, reservation, observation, disclaimer or adverse remark.

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During the Year under Review, the Secretarial Auditors have not reported any instances of fraud in the Company or in ARHPL under Section 143(12) of the Act and therefore disclosure of details under Section 134(3)(ca) of the Act is not applicable.

M/s. Chandrasekaran Associates, Company Secretaries (Firm Registration Number: P1988DE002500) have confirmed that they are not disqualified from continuing as Secretarial Auditors of the Company and satisfy the prescribed eligibility criteria in accordance with the provisions of the Act and the Listing Regulations.

During the Year under Review, the Company issued & allotted 7,56,89,583 (Seven Crores Fifty-Six Lakhs Eighty-Nine Thousand Five Hundred and Eighty-Three) Equity Shares of the Company pursuant to exercise of Employee Stock Options. Details are as follows:

Sl. No.	Date of Allotment	Brief details	Number of Equity Shares allotted
1	May 09, 2025	Allotment of Shares pursuant to exercise of options granted under Vishal Mega Mart Employees Stock Options Plan 2019	2,71,35,264
2	June 05, 2025	Allotment of Shares pursuant to exercise of options granted under Vishal Mega Mart Employees Stock Options Plan 2019	2,31,16,500
3	June 18, 2025	Allotment of Shares pursuant to exercise of options granted under Vishal Mega Mart Employees Stock Options Plan 2019	1,36,90,799
4	August 25, 2025	Allotment of Shares pursuant to exercise of options granted under Vishal Mega Mart Employees Stock Options Plan 2019	79,33,333
5	September 19, 2025	Allotment of Shares pursuant to exercise of options granted under Vishal Mega Mart Employees Stock Options Plan 2019	17,63,807
6	December 01, 2025	Allotment of Shares pursuant to exercise of options granted under Vishal Mega Mart Employees Stock Options Plan 2019	19,34,880
7	March 06, 2026	Allotment of Shares pursuant to exercise of options granted under Vishal Mega Mart Employees Stock Options Plan 2019	1,15,000
Total Shares allotted during the Financial Year 2025-26			7,56,89,583

The movement of the issued, subscribed and paid-up share capital of the Company during the financial year is as follows:

(Amount in ₹)	
Issued, Subscribed and Paid-up Share Capital	Equity Share Capital
At the beginning of the year i.e., as on April 01, 2025	45,97,42,82,230
Issuance of 7,56,89,583 Equity Shares pursuant to exercise of options granted under Vishal Mega Mart Employees Stock Options Plan 2019 (as above)	75,68,95,830
At the end of year i.e. as on March 31, 2026	46,73,11,78,060

C. Equity Shares with differential Voting rights and Sweat Equity Shares

During the Year under Review, the Company has neither issued the equity shares with differential voting rights nor issued sweat equity shares in terms of the Act.

10. CAPITAL STRUCTURE

A. Authorised Share Capital

During the Year under Review, the Company has not made any changes in its authorised share capital.

B. Issued, Subscribed and Paid Up Share Capital

The issued, subscribed and paid-up share capital of the Company as on March 31, 2026 is ₹ 46,73,11,78,060/- divided into 4,67,31,17,806 equity shares of ₹ 10/- each.

BOARD'S REPORT (CONTD.)

11. DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Appointment/Re-appointment of Director(s)/Key Managerial Personnel

During the Year under Review and up to the date of this Report, the following directors have been appointed/re-appointed or resigned on or from the Board of the Company, in accordance with the provisions of the Act and the Listing Regulations (including any amendments, modifications or re-enactments thereof for the time being in force):

- The shareholders of the Company approved the re-appointment of Mr. Nishant Sharma (DIN: 03117012) as Non-Executive Non-Independent Director, liable to retire by rotation in terms of Section 152(6) of the Act, in its 7th (Seventh) AGM held on September 29, 2025;
- On the recommendation of Nomination & Remuneration Committee ('NRC'), Mr. Vageesh Gupta (DIN: 07837351) was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Non-Independent Director of the Company w.e.f. November 13, 2025. Subsequently, the Board recommended his appointment as Non-Executive Non-Independent Director, liable to retire by rotation. The shareholders of the Company approved the said appointment of Mr. Vageesh Gupta as Non-Executive Non-Independent Director vide their Ordinary Resolution by way of Postal Ballot passed on December 17, 2025; and
- On the recommendation of NRC, Mr. Yogesh Yadav (DIN: 06788269) was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years with effect from November 13, 2025 to November 12, 2030. Subsequently, the Board recommended his appointment as Non-Executive Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from November 13, 2025. The shareholders of the Company approved the said appointment of Mr. Yogesh Yadav as Non-Executive Independent Director vide their Special Resolution passed by way of Postal Ballot on December 17, 2025.

In the opinion of the Board and NRC, Mr. Yogesh Yadav is a person of integrity and possesses knowledge, positive attributes and skills and fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management. Mr. Yogesh Yadav's work experience demonstrates his expertise in business strategy, operations, consulting, and management across multiple industries and his association as an Independent Director will immensely benefit the Company.

Further, in terms of Rule 8(5)(iii) of the Companies (Accounts) Rules, 2014 and in the opinion of the Board, the above-mentioned appointment of Mr. Yogesh Yadav as a Non-Executive Independent Director was made after due veracity of his integrity, skill, expertise and experience (including the proficiency) and fulfils the conditions as specified in the Act and the Listing Regulations.

The details of Directors and Key Managerial Personnel ('KMPs') of the Company have been disclosed in the Corporate Governance Report forming an integral part of this Report.

- On the recommendation of NRC, the Board of Directors in their meeting held on July 23, 2026, recommended the re-appointment of Ms. Neha Bansal as Non-Executive Independent Director for second term commencing from September 23, 2026, up to and including September 22, 2027.

B. Director liable to Retire by Rotation

Pursuant to Section 152 and other applicable provisions of the Act, read with the Articles of Association of the Company, one-third of the Directors, as are liable to retire by rotation, shall retire every year and, if eligible, may offer themselves for re-appointment at every AGM. Accordingly, one of the Directors, other than Independent Directors and Managing Director, would be liable to retire by rotation at the ensuing AGM.

Mr. Sanjeev Aga, Non-Executive Non-Independent Director of the Company, is liable to retire by rotation at the ensuing AGM and, being eligible, offers himself for re-appointment.

BOARD'S REPORT (CONTD.)

The Board of Directors of the Company, on the recommendations of NRC, recommends his re-appointment for consideration by the members of the Company at the ensuing AGM.

A brief profile, expertise of Director and other details as required under the Act, Regulation 36 of the Listing Regulations and Secretarial Standard - 2 notified by Ministry of Corporate Affairs, related to the Director proposed to be reappointed is annexed to the Notice convening the 8th AGM.

C. Non-Executive Director attaining the age of Seventy-Five (75) Years

Pursuant to the provisions of Regulation 17(1A) of the Listing Regulations, a Special Resolution is required to be passed by the shareholders of the Company for appointment, re-appointment or continuation of the directorship of a Non-Executive Director at any time prior to his/her attaining the age of seventy-five (75) years.

On the recommendations of NRC, the Board of Directors in their meeting held on July 23, 2026, recommended to the shareholders, for approval by way of a Special resolution, the continuation of directorship of Mr. Sanjeev Aga, as a Non-Executive Non-Independent Director, on the Board of the Company who will attain the age of seventy-five (75) years on February 01, 2027.

D. Meetings of the Board of Directors

During the Financial Year 2025-26, Six (6) board meetings were held. The maximum interval between any two meetings did not exceed 120 days. The details of the meetings of the Board of Directors and its Committees are given in the Corporate Governance Report, which forms an integral part of this Report.

E. Declaration by Independent Directors

Pursuant to the provisions of Section 149 of the Act, the Independent Directors of the Company have given their declarations to the Company that they meet the criteria of independence as provided under Section 149(6) of the Act read with Rules framed thereunder and Regulation 16(1) (b) & 25(8) of the Listing Regulations and are not disqualified from continuing as an Independent Director of the Company and that they are not aware of any circumstance or situation, which could exist or may be reasonably anticipated, that could impair or impact their ability to discharge

their duties with an objective independent judgment and without any external influence. The Independent Directors have also confirmed compliance with the Code for Independent Directors prescribed under Schedule IV to the Act.

Further, in compliance with Rule 6(1) and 6(2) of the Companies (Appointment and Qualifications of Directors) Rules, 2014, all Independent Directors of the Company have registered themselves with the Indian Institute of Corporate Affairs (IICA).

The Board took on record the declarations and confirmations submitted by the Independent Directors that they meet the prescribed criteria of independence, after undertaking due assessment of the veracity of the same in terms of the requirements of Regulation 25(9) of Listing Regulations.

Based on the disclosures received, the Board is of the opinion that, all the Independent Directors fulfil the conditions specified in the Act and Listing Regulations and are independent of the management.

F. Independent Directors Meeting

As stipulated under Section 149(8) read with Schedule IV to the Act and Regulation 25 of the Listing Regulations, two separate meetings of the Independent Directors were held on February 12, 2026 and March 20, 2026, without the attendance of Non-Independent Directors and members of the management, to review the performance of the Non-Independent Directors, Chairperson of the Board (taking into account the views of Executive Directors and Non-Executive Directors) and the Board as a whole. The Independent Directors also reviewed the quality, quantity and timeliness of the flow of information from the management to the Board and its committees which is necessary to perform reasonably and discharge their duties. The Independent Directors expressed their satisfaction with the overall performance of the Board and the Company.

G. Board Diversity

The Company recognises the critical importance of a diverse Board in driving sustainable growth and maintaining a competitive edge in a dynamic and evolving market. We believe that a Board comprising individuals with varied backgrounds, perspectives, skills, and experiences—spanning

regional, cultural, and industry-specific domains—enhances the quality of decision-making and strategic oversight.

Our Board brings together expertise in key areas such as Retail Operations, Supply Chain Management, Consumer Behaviour, Marketing Strategy, Corporate Governance, Technology in Retail Innovation, and People Management. This diversity equips the Board to effectively respond to market shifts, anticipate customer needs, and foster innovation. We are also proud to have three Independent Directors (including two Independent Woman Directors) on the Board, reflecting our commitment to inclusive and balanced leadership.

In accordance with Regulation 19 and Part D of Schedule II to the Listing Regulations, the Company has formulated a Board Diversity Policy, which has been duly approved by the Nomination & Remuneration Committee of the Board.

The Board Diversity Policy is available on the Company's website and can be accessed at: <https://www.aboutvishal.com/resources/media/files/33b69e76-4a20-4ca4-b985-2967eae02c4b.pdf>

H. Familiarisation Programme for Independent Directors

In accordance with Section 149 read with Schedule IV to the Act and Regulation 25 of Listing Regulations, the Company familiarises its

Independent Directors with regard to their role, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. The Company has put in place a system to familiarise the Independent Directors about the Company, its products, business and the on-going events relating to the Company.

As a part of the ongoing familiarisation process of the Company, Independent Directors were apprised, during and/or after quarterly Board Meetings, specifically by the Managing Director & Chief Executive Officer and Senior Management Personnel of the Company about the operations of the Company, market scenario, governance, internal control processes and other relevant matters including strategy, important developments and new initiatives undertaken by the Company.

Further, around the quarterly Board Meetings, the Senior Management Personnel made presentations on relevant topics including business performance, market trends, internal controls, changes in regulatory framework, and developments in the business environment having an impact on the Company.

The details of familiarisation programme have been posted on the website of the Company and the same may be viewed at <https://aboutvishal.com/resources/media/files/beb6aba4-933c-4bc0-bdda-a780b91bd334.pdf>.

12. COMMITTEES OF THE BOARD

The Company has several committees, which have been established as part of best corporate governance practices and in compliance with the requirements of the relevant provisions of applicable laws and statutes. The Committees and their respective Composition as on March 31, 2026 are as follows:

Details of Committee Memberships and Chairpersonships							
Name of Director	Designation /Category	Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee	Corporate Social Responsibility & Sustainability Committee	Securities Allotment Committee
Neha Bansal	Non-Executive Independent Director	Member	Member	Member	-	-	-
Soumya Rajan	Non-Executive Independent Director	Chairperson	Chairperson	-	Member	Member	-
Gunender Kapur	Managing Director & CEO	-	-	-	Chairperson	Member	Member
Manas Tandon	Non-Executive Non-Independent Director	-	Member	Member	-	Chairperson	Member
Nishant Sharma	Non-Executive Non-Independent Director	Member	-	Chairperson	Member	-	Chairperson

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Details of Committee Memberships and Chairpersonships							
Name of Director	Designation /Category	Audit Committee	Nomination & Remuneration Committee	Stakeholders' Relationship Committee	Risk Management Committee	Corporate Social Responsibility & Sustainability Committee	Securities Allotment Committee
Sanjeev Aga	Non-Executive Non-Independent Director	-	-	-	-	-	-
Vageesh Gupta	Non-Executive Non-Independent Director	-	-	-	-	-	-
Yogesh Yadav	Non-Executive Independent Director	-	-	-	-	-	-

The terms of reference, meetings of Committees and attendance thereat have been disclosed in the Corporate Governance Report forming an integral part of this Report. All the recommendations made by the Committees were accepted by the Board of Directors of the Company during the Year under Review.

13. CORPORATE SOCIAL RESPONSIBILITY & SUSTAINABILITY

The Company believes in the philosophy of trans forming businesses and lives through our constant efforts and actions for empowering societies. With a mission to achieve long-term socio-economic development of the communities, the Company has focused its Corporate Social Responsibility ('CSR') initiatives on programs that bring sustainable change in the areas of education, health & nutrition and enhancement of livelihood. Being a responsible corporate citizen, our initiatives are focused at delivering maximum value to the society, under the CSR initiatives.

In accordance with the provisions of Section 135 of the Act read with the Companies (Corporate Social Responsibility Policy) Rules, 2014 ('CSR Rules'), the Company has formulated the CSR Policy which is annexed herewith as 'Annexure-5' and the same can be accessed on the Company's website at <https://www.aboutvishal.com/resources/media/files/6dde471b-b7b3-48c1-a9f2-40135d514f15.pdf>

The details with respect to Composition and meetings of the Corporate Social Responsibility & Sustainability Committee are provided in the Corporate Governance Report which forms an integral part of this Report.

In terms of Section 135 of the Act read with Rule 8 of the CSR Rules, as amended, the Annual Report on CSR Activities undertaken by the Company during the Financial Year 2025-26 along with the salient features of the CSR Policy is annexed herewith as 'Annexure - 6' to this Report.

Further, the Chief Financial Officer of the Company has certified that the funds disbursed have been utilised for the purpose and in the manner approved by the Board for the Financial Year 2025-26.

14. EVALUATION OF THE BOARD'S PERFORMANCE

In accordance with the provisions of Section 134(3)(p), 178 and Schedule IV to the Act read with applicable rules framed thereunder and Regulations 17(10) and 19 of the Listing Regulations read with Part D of Schedule II thereto, the Board of Directors, in consultation with the Nomination & Remuneration Committee, has formulated a framework for evaluating the performance of the Board, its Committees, individual Directors, including Independent Directors and the Chairperson of the Board.

The annual performance evaluation of the Board as a whole, its Committees, individual Directors and the Chairperson of the Board was conducted in accordance with the said framework. Pursuant to the provisions of the Act and Listing Regulations, the annual performance evaluation of the Board and its Committees was carried out through a structured evaluation process covering various aspects of the Board's and Committees' functioning such as composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, governance issues, etc. A separate exercise through a structured evaluation process was carried out to evaluate the performance of individual Directors who were evaluated on parameters such as Attendance, Leadership Initiative, Contribution at the meetings and otherwise, Independent Judgment, Strategic Planning, Professional Skills, Problem Solving, Decision-Making, etc. Additional Performance evaluation parameters for Independent Directors included fulfillment of the criteria of independence provided under the Act and the Listing Regulations, and their independence from the management.

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The evaluation of Directors including Independent Directors was carried out by the entire Board, excluding the Director being evaluated. Both, the Nomination & Remuneration Committee and the Board, were satisfied with the evaluation process, which reflected the overall engagement of the Board and its Committees with the Company.

The detailed methodology and parameters for evaluation process have been mentioned in the Performance Evaluation Policy of the Company which has been hosted on the Company's website and can be accessed at <https://aboutvishal.com/resources/media/files/d5e89dd2-d15b-469a-b92a-65a1abdc7e1c.pdf>.

15. NOMINATION AND REMUNERATION POLICY

Pursuant to the provisions of Section 178 of the Act (including rules made thereunder) read with Regulation 19 of the Listing Regulations, the Company has in place the Nomination and Remuneration Policy ('NRC Policy').

The salient features of the NRC Policy are as follows:

- To formulate the criteria for determining qualification, competencies, positive attributes and independence for appointment of Directors (Executive and Non-executive) and persons who may be appointed in Senior Management, Key Managerial positions and recommend to the Board, policies relating to the remuneration for the Directors, Key Managerial Personnel, Senior Management and other employees;
- To lay down criteria for appointment, removal of Directors, Key Managerial Personnel and Senior Management;
- To ensure that the remuneration to Directors, Key Managerial Personnel (KMP) and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals; and
- To specify the manner for effective evaluation of performance of Board, its committees and individual directors and review its implementation and compliance.

The NRC Policy of the Company can also be accessed on the Company's website at <https://www.aboutvishal.com/resources/media/files/a9fc7426-597e-48c9-b991-7cfdda0fdbe1.pdf>

16. CORPORATE GOVERNANCE REPORT

The Company always places a major emphasis on managing its affairs with diligence, transparency, responsibility and accountability. The Company continues to focus on building trust with shareholders, employees, customers, suppliers and other stakeholders based on the principles of good corporate governance viz. integrity, equity, transparency, fairness, sound disclosure practices, accountability and commitment to values.

In compliance with Regulation 34 read with Schedule V to the Listing Regulations, a separate report on Corporate Governance along with a certificate from the Practicing Company Secretaries, Chandrasekaran Associates conforming compliance with the conditions of Corporate Governance as stipulated under Schedule V of the Listing Regulations, is also annexed to the Corporate Governance Report which forms part of this Report as 'Annexure-7'.

17. VIGIL MECHANISM/WHISTLE BLOWER POLICY

The Company has in place a robust Vigil Mechanism and a Whistle Blower Policy in accordance with provisions of the Act and the Listing Regulations, to provide a formal mechanism to the Directors, employees and other stakeholders to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct or other policies of the Company. The Policy provides for adequate safeguards against victimisation of Directors, employees and other stakeholders who avail of the mechanism and also provides for direct access to the Chairperson of the Audit Committee, in exceptional circumstances. In terms of the Whistle Blower Policy, no employee of the Company has been denied access to the Chairperson of the Audit Committee. The Whistle Blower Policy is available on Company's Intranet along with other policies for easy access and information of Employees. It can also be accessed at the Company's website at <https://www.aboutvishal.com/resources/media/files/7ef2f51f-d3c8-40b2-9814-d3570febd069.pdf>.

18. INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls with reference to its Financial Statements. The report on Internal Financial Controls issued by M/s. Walker Chandio & Co LLP, Chartered Accountants, Statutory Auditors of the Company, is annexed to the

BOARD'S REPORT (CONTD.)

Auditor's report on the Financial Statements of the Company and does not contain any reportable material weaknesses in the Company.

19. RISK MANAGEMENT

Risk Management is an integral and important component of Corporate Governance. If risks are not properly managed and controlled, they can affect the Company's ability to attain its objectives. The Board of Directors of the Company has constituted Risk Management Committee which assists the Board in monitoring and reviewing the risk management plan, implementation of the risk management framework of the Company and such other functions as Board may deem fit. Pursuant to Section 134(3) of the Act, the Company has in place, an effective risk management framework, which is governed at the highest level by the Board. The Risk Management Policy identifies elements of risk, if any, which in the opinion of the Board may threaten the existence of the Company.

The Risk Management Policy of the Company can be accessed on the Company's website at <https://aboutvishal.com/resources/media/files/086a822e-eeef-4d70-a389-95a090e753a9.pdf>.

A detailed section on Risk Management is provided in the Management Discussion and Analysis Report forming an integral part of the Annual Report.

20. PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Particulars of Investments made during the financial year under the provisions of Section 186 of the Act, have been disclosed in Note No. 5A to the Standalone Financial Statements forming an integral part of the Annual Report.

Additionally, the Company has invested the surplus funds available in the units of mutual funds, debt securities, equity ETFs/index funds, units of infrastructure investment trusts etc., the details of which have been disclosed in Note No. 5B to the Standalone Financial Statements forming an integral part of the Annual Report.

During the Financial Year 2025-26, the Company has not given any loan, provided any guarantee or made any investment pursuant to Section 186 of the Act.

21. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

Pursuant to Section 188(1) of the Act, all the contracts, arrangements and transactions with the related parties as entered by the Company during the Year under Review were on arm's length basis and in the ordinary course of business. Prior omnibus approval has been granted by the Audit Committee for all the related party transactions taking into consideration the factors as mentioned in the Act and Listing Regulations. A statement of all Related Party Transactions is presented to the Audit Committee for review on a quarterly basis in accordance with the requirements of the Act and Listing Regulations. The Company's Policy on Related Party Transactions was reviewed and amended by the Board of Directors in the light of changes in statutory provisions in their meeting held on May 14, 2026.

During the Year under Review, the Company did not enter into any arrangement/transaction with related parties that could be considered material pursuant to Section 188 of the Act read with Rules framed thereunder, Company's Policy on Related Party Transactions ('RPT Policy') and the Listing Regulations, except transactions entered with Airplaza Retail Holdings Private Limited, a wholly owned subsidiary of the Company. Further, transactions entered into with a wholly owned subsidiary are exempt for Audit Committee and Shareholders' approval under the provisions of the Act and the Listing Regulations. Accordingly, disclosure of related party transactions in Form AOC-2 is attached herewith as 'Annexure-8'.

The Related Party Transactions have been disclosed in Note No. 34 to the Standalone Financial Statements forming an integral part of this Annual Report.

The RPT Policy can be accessed at the Company's website at <https://www.aboutvishal.com/resources/media/files/863b07e0-2633-4e70-95f1-dcc08329df33.pdf>.

22. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to Section 134 of the Act, your Directors, to the best of their knowledge and belief and according to the information & explanations obtained by them, confirm that:

- in the preparation of the annual accounts, the applicable accounting standards had been

followed, along with proper explanation relating to material departures, wherever applicable;

- the Directors had 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 as on March 31, 2026 and of the profit and loss of the Company for the period ended on that date;
- the Directors had taken proper and sufficient care for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the Directors had prepared the annual accounts on a going concern basis;
- the Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively; and
- the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

23. EXTRACTS OF ANNUAL RETURN

Pursuant to Section 134(3)(a) and Section 92(3) of the Act, the Annual Return referred to in Section 92(1) of the Act read with Rule 11 of the Companies (Management and Administration) Rules, 2014, for the financial year ended March 31, 2026 is available on the Company's website at <https://aboutvishal.com/?content=AnnualReturn&id=27>.

24. PREVENTION OF SEXUAL HARASSMENT

The Company is fully committed to uphold and maintain the dignity of women working in the Company and has zero tolerance towards any actions which may fall under the ambit of sexual harassment at workplace. An Internal Committee ('IC') under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 ('POSH Act') has been constituted to redress the complaints received regarding sexual harassment and it presently comprises of four (4) members out of which three (3) members are women as on the date of this report.

The Company has adopted a Policy for Prevention of Sexual Harassment of Women at Workplace. Periodic sessions were also conducted to apprise employees and build awareness on the subject matter.

The disclosure with respect to complaints under Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 is as follows:

Sl. No.	Particulars	Details
1.	Number of complaints of sexual harassment received in the financial year 2025-26	1
2.	Number of complaints disposed off during the financial year 2025-26	1
3.	Number of cases pending for more than ninety days	Nil

25. BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

The Company believes that it can only be successful in the long term by creating value for both its shareholders and society. The Company is mindful of the needs of the communities and works to make a positive difference and create maximum value for the society.

Business Responsibility & Sustainability Report ('BRSR') for the Financial Year 2025-26 describing the initiatives taken by the Company from an Environment, Social and Governance perspective as stipulated under Regulation 34(2)(f) of the Listing Regulations is annexed herewith as 'Annexure -9' to this report.

Further, as per the new reporting requirements, the Company has undertaken reasonable assurance report on BRSR Core from Grant Thornton Bharat LLP (third-party Independent Assurance provider) and the same is annexed herewith as 'Annexure-10' to the report.

26. EMPLOYEE STOCK OPTION PLAN

The Company, pursuant to the resolutions dated January 10, 2019 passed by our Board and Shareholders, respectively, has adopted the Vishal Mega Mart Employees Stock Options Plan 2019 (Formerly known as Rishanth Employee Stock Option Plan 2019), which is in compliance with SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ('SEBI ESOP Regulations').

BOARD'S REPORT (CONTD.)

The objectives of the Vishal Mega Mart Employees Stock Options Plan 2019 ('ESOP 2019') are, to, inter alia (a) drive performance of the Company, (b) align employee interest with shareholder interest, (c) retention of employees and (d) wealth creation for employees.

The details as required to be disclosed under Regulation 14 of SEBI ESOP Regulations read with applicable circulars issued thereunder, are available on the website of the Company at <https://aboutvishal.com/?content=GeneralMeeting&id=21>.

The details of the Employee Stock Options as per Rule 12 of the Companies (Share Capital and Debentures) Rules, 2014 is attached as 'Annexure – 11' to this Report.

The Company has also obtained certificate from the Secretarial Auditors confirming that ESOP 2019 has been implemented in accordance with the SEBI ESOP Regulations. The said certificate will be made available for inspection by the members electronically during the AGM of the Company. Any shareholder who wishes to obtain a copy of certificate may request the same by sending an email to the Company Secretary and Compliance Officer at secretarial@vishalwholesale.co.in.

27. CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

The information on conservation of energy, technology absorption and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Act read with Rule 8(3) of the Companies (Accounts) Rules, 2014, is annexed herewith as 'Annexure – 12' to this Report.

28. PROCEEDINGS UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016

The details of the proceedings initiated/pending against the Company under the Insolvency and Bankruptcy Code, 2016 and their respective status are as follows:

Sl. No.	Forum	Opposing Party	Facts/Status
1	NCLT, Chandigarh Bench	Search Pharma Private Limited	Search Pharma Private Limited and Vishal Retail Limited ('VRL') entered into lease Agreement for the warehouse that after the transition of the business of VRL, TPG Wholesale Pvt. Ltd. ('TWPL') executed a fresh Lease Agreement dated 1st September, 2011 with the Lessor which was in effect till 31.07.2012. Even as per the fresh Lease Deed there was no liability on TWPL to pay the Service Tax. The fresh Lease Agreement was terminated by TWPL vide its termination notice dated 21.02.2012 and as per the Termination Notice the tenancy of the premises was to end on 31.03.2012. That after the expiry of the notice period both the parties executed a possession handover letter dated 31.03.2012 and it was clearly mentioned in the said letter that no amount whatsoever is outstanding against TWPL. Thereafter, Search Pharma sent a Legal Notice dated 13.01.2014 issued to both VRL and TWPL demanding the payment of Service Tax. The said Legal Notice was duly replied by TWPL vide letter dated 21.03.2014 refuting all the allegations levelled by Search Pharma. Claim/relief: demanding an amount of ₹ 23,09,667/- towards service tax along with an interest @ 18% per annum. The matter has been dismissed by Hon'ble NCLT, Chandigarh Bench, vide order dated November 07, 2025, as the petition was not maintainable on the grounds of limitation and pre-existing dispute.

29. COMPLIANCE WITH SECRETARIAL STANDARDS

During the Year under Review, the Company has complied with the applicable Secretarial Standards on Meetings of the Board of Directors (SS-1) and General Meetings (SS-2) issued by the Institute of Company Secretaries of India.

BOARD'S REPORT (CONTD.)

30. CREDIT RATING

During the Year under Review, India Ratings and Research Private Limited vide their email communication dated June 03, 2025, affirmed the following Credit Ratings:

Particulars	India Ratings and Research (Name of Credit Rating Agency)
Long-Term Issuer Rating	IND AA/Positive
Fund-based working capital limits	IND AA/Positive/IND A1+
Non-Fund based working capital limit	IND A1+

31. OTHER DISCLOSURES

Directors state that no disclosure or reporting is required in respect of the following items due to their non-applicability during the Year under Review:

- Maintenance of cost records as per Section 148(1) of the Act;
- The details of difference between amount of the valuation done at the time of one-time settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof;
- Revision of the financial statements or Board's Report pertaining to previous financial periods during the Year under Review;
- Receipt of any remuneration or commission from any of its subsidiary companies by the Managing Director or the Whole-Time Director of the Company;
- Non-exercise of voting rights in respect of shares purchased directly by employees under a scheme pursuant to Section 67(3) of the Act read with Rule 16(4) of Companies (Share Capital and Debentures) Rules, 2014; and
- Significant or material orders passed by the Regulators or Courts or Tribunals, impacting the going concern status and Company's operations in future.

During the Year under Review, the provisions of the Maternity Benefit Act, 1961 including amendments thereto were applicable to the Company and have been duly complied with.

32. ACKNOWLEDGEMENT

Your Directors take this opportunity to thank and acknowledge with gratitude, the contributions made by the employees through their hard work, dedication, competence, commitment and co-operation towards the success of your Company and have been core to our existence that helped us to face all challenges.

Your Directors are also thankful for consistent co-operation and assistance received from its shareholders, investors, business associates, customers, vendors, bankers, regulatory and government authorities and showing their confidence in the Company.

By order of the Board
For **Vishal Mega Mart Limited**

Gunender Kapur
Managing Director & Chief Executive Officer
DIN: 01927304

Nishant Sharma
Non-Executive Non-Independent Director
DIN: 03117012

Date: July 23, 2026
Place: Mumbai

Date: July 23, 2026
Place: Mumbai

ANNEXURE-1

FORM AOC-1

(Statement Pursuant to first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 read with Rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures for the Financial Year 2025-26.

Part "A": Subsidiaries

Details of Subsidiaries

- Number of Subsidiaries: 2 (Two)

(Amount in ₹ million)

1.	CIN of subsidiary Company	U52399HR2008PTC086045	U51101HR2014PTC054022
2.	Name of Subsidiaries	Airplaza Retail Holdings Private Limited	Vishal E- Commerce Private Limited
3.	Date since when subsidiary was acquired	July 24, 2020	May 18, 2020
4.	Provisions pursuant to which the Company has become a subsidiary (Section 2(87)(i)/Section 2(87)(ii))	Section 2(87)(ii)	Section 2(87)(ii)
5.	Reporting period for the subsidiary concerned, if different from the holding Company's reporting period	Same as of Holding Company	Same as of Holding Company
6.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries.	Not Applicable	Not Applicable
7.	Share capital	100.10	10.00
8.	Reserves & surplus	3,246.64	-9.86
9.	Total assets (including investments)	50,440.70	0.14
10.	Total Liabilities (other than equity)	47,093.96	-
11.	Investments	-	-
12.	Turnover (excluding other income)	1,28,926.16	-
13.	Profit/Loss before taxation	2,253.22	-
14.	Provision for taxation	572.56	-
15.	Profit after taxation	1,680.66	-
16.	Proposed Dividend	-	-
17.	% of Shareholding	100.00%	100.00%

- Number of subsidiaries, which are yet to commence operations-NIL
- Number of subsidiaries, which have been liquidated or have ceased to be a subsidiary during the year: NIL

ANNEXURE-1 (CONTD.)

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to the Associate Companies & Joint Ventures for the financial year 2025-26:

Part "B": Associates and Joint Ventures

- Number of Associate/Joint Venture Company as on March 31, 2026 – NIL
- Number of associates or joint ventures, which are yet to commence operations – NIL
- Number of associates or joint ventures, which have been liquidated or ceased to be associate or joint venture during the year – NIL

By Order of the Board

Vishal Mega Mart Limited

Gunender Kapur
Managing Director & CEO
DIN: 01927304

Nishant Sharma
Non-executive Director
DIN: 03117012

Amit Gupta
Chief Financial Officer

Rahul Luthra
Company Secretary
Membership No. F9588

Date: May 14, 2026
Place: Gurugram

ANNEXURE-2

Details of Remuneration Pursuant to Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- A. Ratio of the remuneration of each Director to the Median remuneration of the employees of the Company and Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer and Company Secretary in the financial year:

Name of the Director/KMP	Designation	% increase of remuneration in Financial Year 2025-26	Ratio of Remuneration of each Director to median Remuneration of employees
Ms. Neha Bansal	Chairperson & Non-Executive Independent Director	No Change	4.31
Ms. Soumya Rajan	Non-Executive Independent Director	No Change	4.31
Mr. Gunender Kapur	Managing Director & Chief Executive Officer	7%	215.20
Mr. Manas Tandon	Non-Executive Non-Independent Director	-	-
Mr. Nishant Sharma	Non-Executive Non-Independent Director	-	-
Mr. Sanjeev Aga	Non-Executive Non-Independent Director	-	-
Mr. Vageesh Gupta (w.e.f. November 13, 2025)	Non-Executive Non-Independent Director	-	-
Mr. Yogesh Yadav (w.e.f. November 13, 2025)	Non-Executive Independent Director	Not applicable	1.64
Mr. Amit Gupta	Chief Financial Officer	32%	-
Mr. Rahul Luthra	Company Secretary & Compliance Officer	15%	-

*Remuneration comprises salary, performance linked annual bonus, allowances, Company's contribution to provident fund, taxable value of perquisites and excludes perquisites on exercise of ESOPs.

- B. The percentage increase in the Median remuneration of employees in the Financial Year 2025-26 was 11.42%. For calculation of median remuneration percentage increase, the employee count taken is **448** which comprises employees who have served for the whole of the Financial Year 2025-26.
- C. As of March 31, 2026, the Company had 21,913 permanent employees on a consolidated basis, including subsidiaries, and 523 permanent employees on a standalone basis for Vishal Mega Mart Limited.
- D. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Average percentage increase made in the salaries of Employees other than the managerial personnel in the financial year 2025-26 was 19.52% whereas the increase in the managerial remuneration was 11.35%. The Increase in remuneration are as per the policy of the Company. For calculation of average percentage increase in salaries of employees other than managerial remuneration, the employee count taken is **445** which comprises employees who have served for the whole of the financial year 2025-26.

It is hereby affirmed that the remuneration is as per Nomination & Remuneration Policy of the Company.

ANNEXURE-3

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

To,

The Members,

Vishal Mega Mart Limited

(formerly known as Vishal Mega Mart Private Limited)

Plot No. 184, Fifth Floor, Platinum Tower Udyog Vihar, Phase-1

Gurugram Haryana 122016 India

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Vishal Mega Mart Limited (*formerly known as Vishal Mega Mart Private Limited*) (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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 authorised representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 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 March 31, 2026 ("**Period under Review**") according to the provisions of:

- The Companies Act, 2013 (the Act) and the rules made thereunder;
- The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018;
- 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;
- The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):
 - The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 to the extent applicable;
 - The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021;
 - The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021; **Not applicable during the period under review.**
 - The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client to the extent of securities issued;
 - The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **Not applicable during the period under review.**
 - The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018. **Not applicable during the period under review.**

ANNEXURE-3 (CONTD.)

(vi) The Management has confirmed that there is no other specific law applicable to the Company in respect of this audit report.

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

- Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.
- Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

During the period under review, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Directors. The changes, in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance (except in cases where meetings were convened at a shorter notice for which necessary approvals obtained as per applicable provisions), and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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 period under review the following major specific events/actions took place having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

- During the period under review, the Company had made allotment of 7,56,89,583 equity shares having face value of ₹ 10/- (Rupees Ten) each from time to time under Employee Stock Option Plan of the Company.

Considering the above said allotment of equity shares, the issued and paid-up capital of the Company stands increased to ₹ 46,73,11,78,060/- divided into 4,67,31,17,806 Equity Shares of ₹ 10/- each.

For **Chandrasekaran Associates**

Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No.: 6689/2025

Lakhan Gupta

Partner

Membership No: F12682

Certificate of Practice No: 26704

UDIN: F012682H000321861

Date: May 14, 2026

Place: New Delhi

Note:

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

ANNEXURE-A

To,

The Members,

Vishal Mega Mart Limited

(formerly Vishal Mega Mart Private Limited)

Plot No. 184, Fifth Floor, Platinum Tower Udyog Vihar, Phase-1

Gurugram Haryana 122016 India

Auditor's responsibility

Based on audit, our responsibility is to express an opinion on the compliance with the applicable laws and maintenance of records by the Company. We conducted our audit in accordance with the auditing standards CSAS 1 to CSAS 4 ("CSAS") prescribed by the Institute of Company Secretaries of India ("ICSI"). These standards require that the auditor complies with statutory and regulatory requirements and plans and performs the audit to obtain reasonable assurance about compliance with applicable laws and maintenance of records.

- Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
- We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on the random test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company and for which we relied on the report of statutory auditor.
- Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
- 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 the random test basis.
- The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Chandrasekaran Associates**

Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No.: 6689/2025

Lakhan Gupta

Partner

Membership No: F12682

Certificate of Practice No: 26704

UDIN: F012682H000321861

Date: May 14, 2026

Place: New Delhi

ANNEXURE-4

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2026

To,
The Members,
Airplaza Retail Holdings Private Limited
Plot No. 184, Fifth Floor,
Platinum Tower, Udyog Vihar,
Phase-1, Gurgaon, Haryana 122016

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Airplaza Retail Holdings Private Limited (hereinafter called the "**Company**"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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 authorised representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2026 ('**Audit Period**') complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 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; **Not applicable during the period under review.**
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder to the extent of Regulation 76 of SEBI (Depositories and Participants) Regulations, 2018;
- (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; **Not applicable during the period under review.**
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'): **Not applicable during the period under review.**
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
 - c) The Securities and Exchange Board of India (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;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 2025 regarding the Companies Act and dealing with client to the extent of securities issued;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;
- (vi) The Management has confirmed, to the best of its knowledge that there is no other specific law applicable on the Company in respect of this audit report.

ANNEXURE-4 (CONTD.)

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

- a) Secretarial Standards issued by The Institute of Company Secretaries of India and notified by Ministry of Corporate Affairs.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

We further report that,

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors, Independent Directors and Women Directors. The changes, in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent atleast seven days in advance (except in cases where meetings were convened at shorter notice). The Company has complied with the provisions of Act for convening meeting at the shorter notice. A system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.

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 period under review there were no major specific events/actions took place having a major bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc.

For **Chandrasekaran Associates**

Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No.: 6689/2025

Lakhan Gupta

Partner

Membership No: F12682

Certificate of Practice No: 26704

UDIN: F012682H000321914

Date: May 14, 2026

Place: New Delhi

Notes:

- (i) This report is to be read with our letter of even date which is annexed as Annexure-A to this report and forms an integral part of this report.
- (ii) This Report is limited to the Statutory Compliances on laws/regulations/guidelines listed in our report which have been complied by the Company up to the date of this Report pertaining to financial year ended March 31, 2026.

ANNEXURE-A

To,
The Members,
Airplaza Retail Holdings Private Limited
Plot No. 184, Fifth Floor,
Platinum Tower, Udyog Vihar,
Phase-1, Gurgaon, Haryana 122016

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

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our 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 the random 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.
4. Wherever required, we have obtained the Management representation about the compliance of laws, rules and regulations 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 the random test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For **Chandrasekaran Associates**

Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No.: 6689/2025

Lakhan Gupta

Partner

Membership No: F12682

Certificate of Practice No: 26704

UDIN: F012682H000321914

Date: May 14, 2026

Place: New Delhi

ANNEXURE-5

Corporate Social Responsibility (CSR) Policy

1. CSR Purpose Statement

- 1.1 This Corporate Social Responsibility policy of Vishal Mega Mart Limited (Formerly known as Vishal Mega Mart Private Limited) is designed to describe the guidelines and procedures for the Company for carrying out Corporate Social Responsibility operations in line with provisions of 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility Policy) Rules, 2014 read with Schedule VII to the Companies Act, 2013.

2. Definitions:

- 2.1 "Company" means Vishal Mega Mart Limited.
- 2.2 "Act" means the Companies Act, 2013 and includes Companies (Corporate Social Responsibility Policy) Rules, 2014 and all other applicable rules and any statutory modifications, re-enactment thereof.
- 2.3 "Board" means the Board of Directors of the Company.
- 2.4 "CSR Committee" means the Corporate Social Responsibility & Sustainability Committee constituted under the provisions of the Act.
- 2.5 "Net Profit/Profit" refers to the average net profits of the Company, calculated in the manner as provided under the Act.
- 2.6 "Policy" means this Policy on Corporate Social Responsibility ("CSR").
- 2.7 "Annual Action Plan" means the document with details about approved CSR projects, prepared as per the Act.

Any other terms used but not defined in this Policy shall have the meaning given to them under the Act or any other applicable rules, guidelines and regulations prescribed thereunder.

3. CSR Activities:

The Company shall undertake such CSR activities as are recommended by the CSR Committee of the Board in line with this Policy and shall include but not limited to the following activities, areas or subjects specified in Schedule VII to the Act.

- i) Eradicating hunger, poverty and malnutrition, promoting health care.
- ii) Promoting education, including special education and employment enhancing vocation skills.
- iii) Promoting gender equality, empowering women and undertaking measures for reducing inequalities faced by socially and economically backward groups.
- iv) Ensuring environmental sustainability, ecological balance, protection of flora and fauna, animal welfare, agroforestry etc.
- v) Measures for the benefit of armed forces veterans, war widows and their dependents.
- vi) Training to promote rural sports, nationally recognised sports, Paralympic sports and Olympic sports.
- vii) Contribution to the Prime Minister's National Relief Fund or any other fund set up by the Central Government for socio-economic development.
- viii) Contributions or funds provided to technology incubators located within academic institutions which are approved by the Central Government.
- ix) Rural development projects.
- x) Slum area development ('slum area' shall mean any area declared as such by the Central Government or any State Government or any other competent authority under any law for the time being in force); and
- xi) Such other activity as may be decided by the Board of Directors of the Company.

ANNEXURE-5 (CONTD.)

4. Thrust areas

4.1 Thrust areas of the Company shall belong to following broad areas, synergetic to the broader areas that the Schedule VII to the Companies Act, 2013 has defined or will define from time to time.

- I. Education
- II. Employment enhancing vocational skills for employability
- III. Health
- IV. Environmental Initiatives
- V. Agricultural Initiatives
- VI. Water and Sanitation
- VII. Art and Cultural Initiatives

Following are the thrust areas currently identified by the Company from the above broad areas. CSR Committee will update the target areas and the projects and programmes every year and suggest changes following consent from the Board.

- i) Promotion of education, vocational training (including livelihood enhancing) for the economically weaker/ underprivileged sections of the society, supplying farmers; to enhance their livelihood economically.
 - ii) Promotion of health care (including preventive health care).
 - iii) Socio economic and rural development and relief and welfare activities of underserved sections of the society.
 - iv) Environmental awareness and protection activities in the locations where the Company has its operations, to develop a sustainable ecosystem.
 - v) Promoting renewable sources of energy, reducing carbon footprint for all supply chain partners and the Company's operations.
 - vi) Disaster Relief:
 - (a) Extending relief measures during times of natural disasters, anywhere in the country.
 - (b) Undertaking and supporting rehabilitation measures post disasters.
 - vii) Promoting sports and related training and infrastructure activities.
- 4.2 CSR activities shall be undertaken as projects or programs or activities (either new or ongoing) excluding activities undertaken in pursuance of the normal course of business of the Company.
- 4.3 There could be suitable modification to this list of Thrust areas of the Company from time to time as may be deemed fit by the CSR Committee of the Company.

5. Modalities of implementation

- 5.1 The Company will undertake its CSR activities either directly as projects or programs or activities (either new or ongoing) or through a Registered Trust or Registered Society or through a Company established by the Company under Section 8 of the Act.
- 5.2 The Company may also collaborate with other companies, like minded government, corporate, academic institutions, organisations, NGOs for undertaking CSR activities in such a manner that the CSR Committees of respective companies are in a position to report separately on such projects or programs in accordance with the Act.
- 5.3 The Board in consultation with CSR Committee shall decide the criteria for selection of eligible projects/partners for its CSR activities around Company's Registered Office, Distribution Centres, Stores operated by Company's franchisee(s).
- 5.4 The Company may also directly undertake initiatives through its employees located at the Company's Registered Office, Distribution Centres, Vishal Mega Mart Stores and employees of its franchisee partners.

ANNEXURE-5 (CONTD.)

5.5 If the Company decides to set up a Trust or Section 8 Company or Society or Foundation or any other form of entity operating within India to facilitate implementation of its CSR activities in accordance with its stated CSR Policy, the following shall apply:

- i) The Company will need to specify the projects/programmes to be undertaken by such an organisation, for utilizing funds provided by it.
- ii) The Company shall set up a monitoring mechanism to ensure that the allocated fund is spent for the specified purposes only.

6. Administration

- 6.1 The approval of the CSR policy will be the responsibility of the Company's Board of Directors.
- 6.2 CSR Committee:
 - i) The Board of Directors shall constitute a CSR Committee in line with the provisions of Companies (Corporate Social Responsibility Policy) Rules, 2014 who shall guide on CSR strategy and implementation.
 - ii) The CSR Committee shall operate under the supervision/guidance of the Board of Directors.
- 6.3 CSR Committee shall formulate and recommend to the Board, an 'Annual Action Plan' prepared in line with the requirements of the Act. The CSR committee could also recommend alteration to the 'Annual Action Plan' to the Board, at any time during the financial year, based on the reasonable justification to that effect.
- 6.4 Board may alter the 'Annual Action Plan' at any time during the financial year, as per the recommendation of its CSR Committee, based on the reasonable justification to that effect.
- 6.5 The CSR Committee will be responsible for review of this policy from time to time and also for monitoring that the CSR activities of the Company are implemented in line with the Act and rules made thereunder.
- 6.6 The Committee will meet to measure the CSR progress, through well-defined Key Performance Indicators and feedback received from various stakeholders, to review and evaluate the sustainability agenda, suggest modifications and discuss and recommend action plan to take the CSR activities forward. The same will also be discussed in the subsequent meeting of the Board of Directors.
- 6.7 CSR Committee will monitor the spend on CSR activities by the Company as well as ensure that the Company spends at least the minimum sum as may be prescribed under Act.
- 6.8 Transparent Monitoring Mechanism
 - i) The CSR Committee will design a transparent monitoring mechanism for ensuring implementation of the projects/programs/activities proposed to be undertaken by the Company.
 - ii) The CSR Committee will have the authority to obtain professional advice from external sources and have full access to information contained in the records of the Company as well as the power to call any employee/ external consultant or such other person(s) for purpose of accomplishment of overall CSR objectives laid down under the Act.
- 6.9 Monitoring
 - i) Appropriate documentation of annual CSR activities, reports on execution by CSR Partner(s) and CSR expenditure will be undertaken on a regular basis and the same will be made available to the Board of Directors of the Company.
 - ii) Initiatives undertaken on the CSR front will be reported in the Annual Report of the Company.
 - iii) The CSR Committee will conduct, or cause to do so, due diligence checks on the current projects/partners on a need basis and report anomalies, if any, immediately.
 - iv) Based on analysis of current projects, carry out planning exercise for allocation of budget and selection of projects.

ANNEXURE-5 (CONTD.)

7. CSR Spend

- 7.1 The Company shall endeavour to spend in every financial year not less than the minimum amount specified in the Act towards fulfilling its CSR.
- 7.2 The CSR Committee will recommend the amount of expenditure to be incurred on CSR activities.
- 7.3 All reasonable efforts will be made to ensure that the annual CSR allocation is fully utilised in the respective year. However, if the Company is unable to spend such amount, the Board of Directors shall, in their report under clause (o) of sub-section (3) of section 134 of the Act, state the reasons for not spending the amount and, unless the unspent amount relates to any ongoing project referred to in sub-section (6), transfer such unspent amount to a Fund specified in Schedule VII, within a period of six months of the expiry of the financial year.
- 7.4 Any amount which remains unspent in a financial year and is pursuant to an ongoing project, shall be transferred by the Company within a period of thirty days from the end of the financial year to a special account called as the Unspent Corporate Social Responsibility Account, and such amount shall be spent by the Company in pursuance of its obligation towards the Corporate Social Responsibility within a period of three financial years from the date of such transfer, failing which, the Company shall transfer the same to a Fund specified in Schedule VII, within a period of thirty days from the date of completion of the third financial year.
- 7.5 If the Company spends an amount in excess of the requirements provided the act, such excess amount shall be set off against the requirement to spend under the act for succeeding financial years.
- 7.6 The Company will give preference to the local area and areas around which it operates, for spending the amount earmarked for Corporate Social Responsibility activities.

8. Reporting to Shareholders

CSR Committee shall review the reporting requirements under the Act to be included in the Board's report. Such report shall be disseminated to the shareholders in such format manner as may be prescribed under the Act.

9. Frequency of Meetings

The meetings of the Committee could be held at such periodic intervals as may be required.

10. Quorum

Minimum two (2) members shall constitute a quorum for the Committee meeting.

11. Chairperson

In the absence of the Chairperson, the members of the Committee present at the meeting shall choose one amongst them to act as Chairperson.

12. Secretary

The Company Secretary of the Company shall act as Secretary to the Committee.

13. Minutes of the Committee Meeting

Proceedings of all meetings must be minuted and signed by the Chairperson of the Committee and tabled at the subsequent Board and Committee meeting.

14. Amendments to the Policy

The Board of Directors on its own and/or as per the recommendations of the CSR Committee can amend this policy, as and when deemed fit. Any or all provisions of this CSR policy are subject to the applicable provisions of the Companies Act, 2013 and any subsequent amendments thereof from time to time.

15. Statutory Amendments

Any amendments in provisions of the Act relating to CSR shall be deemed to be incorporated in this policy and the CSR Committee will be authorised to do all necessary acts to give effect to such changes.

In case of any inconsistency between any clause(s) of this Policy and provision(s) of the Act, the provision(s) of the Act shall prevail to the extent of such inconsistency.

ANNEXURE-6

Annual Report on Corporate Social Responsibility (CSR) Activities for the financial year 2025-26

(Pursuant to the Companies (Corporate Social Responsibility Policy) Rules, 2014)

- 1) **Brief outline on CSR Policy of the Company, including overview of projects/programmes undertaken:** Vishal Mega Mart Limited is committed to conduct its business in a socially responsible, ethical and environment friendly manner and to continuously work towards improving quality of life of the communities in its operational areas. During the year, the Company conducted its business activities to the extent beneficial to society and to continuously work towards improving quality of life of the communities in its operational areas.

2) Composition of Corporate Social Responsibility & Sustainability Committee:

Sl. no.	Name of Director	Designation/Nature of Directorship	Number of meetings of Corporate Social Responsibility & Sustainability Committee held during the financial year 2025-26	Number of meetings of Corporate Social Responsibility & Sustainability Committee attended during the financial year 2025-26
1	Mr. Manas Tandon	Non-Executive Non-Independent Director (Chairperson)	1	1
2	Mr. Gunender Kapur	Managing Director & Chief Executive Officer (Member)	1	1
3	Ms. Soumya Rajan	Non-Executive Independent Director (Member)	1	1

3) Provide the web-link where the following are disclosed on the website of the Company:

- **Composition of Corporate Social Responsibility & Sustainability Committee ('CSRS Committee'):** <https://www.aboutvishal.com/?content=Board&itsCommittees&id=24>
- **CSR Policy:** <https://www.aboutvishal.com/resources/media/files/6dde471b-b7b3-48c1-a9f2-40135d514f15.pdf>
- **CSR projects approved by the Board:** <https://www.aboutvishal.com/?content=CSRInitiatives&id=31>

4) Provide the executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8: Not Applicable

- 5) (a) **Average net profit of the Company as per section 135(5):** ₹ 4,62,28,07,778.29/-
- (b) **Two percent of average net profit of the Company as per section 135(5):** ₹ 9,24,56,156/-
- (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 2025-26, if any:** NIL
- (e) **Total CSR obligation for the financial year 2025-26 [(b)+(c) -(d)]:** ₹ 9,24,56,156/-
- 6) (a) **Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project):** ₹ 2,00,00,000/-
- (b) **Amount spent in Administrative Overheads:** NIL
- (c) **Amount spent on Impact Assessment, if applicable:** Not Applicable
- (d) **Total amount spent for the financial year 2025-26 [(a)+(b) +(c)]:** ₹ 2,00,00,000/-
- (e) **CSR amount spent or unspent for the Financial Year 2025-26:**

Total Amount Spent for the Financial Year (in ₹)	Amount Unspent (in ₹)				
	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
2,00,00,000	7,24,56,156	April 20, 2026	-	-	-

ANNEXURE-6 (CONTD.)

(f) Excess amount for set off, if any:

Sl. No.	Particular	Amount (in ₹)
(i)	Two percent of average net profit of the Company as per section 135(5)	9,24,56,156
(ii)	Total amount spent for the financial year 2025-26	2,00,00,000
(iii)	Excess amount spent for the financial year 2025-26 [(ii)-(i)]	Nil
(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)]	Not Applicable

7) Details of Unspent CSR amount for the preceding three financial years:

1	2	3	4	5	6	7	8
Sl No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹).	Balance Amount in Unspent CSR Account under sub-section (6) of section 135 (in ₹)	Amount spent in the reporting Financial Year (in ₹)	Amount transferred to a Fund as specified under Schedule VII as per second proviso to sub-section (5) of section 135, if any	Amount remaining to be spent in succeeding financial years. (in ₹)	Deficiency, if any
					Amount (in ₹).	Date of transfer	
1	2023-24	2,51,00,000	1,32,16,813	1,32,16,813	Not Applicable		Nil
2	2024-25	5,54,53,356	5,54,53,356	2,00,25,787	The remaining amount is related to an ongoing project for the financial year 2024-25 i.e. Education & Enhancement of Livelihood Programme 4.0. The same was transferred to Unspent Corporate Social Responsibility Account opened by the Company with HDFC Bank Limited, on April 22, 2025, for the said financial year and is required to be spent within 3 financial years from the date of such transfer. Hence, the Company is not required to transfer the unspent amount to any fund provided under Schedule VII to the Companies Act, 2013.		3,54,27,569

8) Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: No

9) Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per sub-section (5) of section 135: Not Applicable

By order of the Board
For Vishal Mega Mart Limited

Gunender Kapur
Managing Director & Chief Executive Officer
DIN: 01927304

Manas Tandon
Chairperson of CSRS Committee
DIN: 05254602

Date: July 23, 2026
Place: Mumbai

Date: July 23, 2026
Place: Mumbai

ANNEXURE-7

REPORT ON CORPORATE GOVERNANCE

[Pursuant to Regulation 34(3) read with Schedule V to the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and forming part of the Board's Report for the year ended March 31, 2026]

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

At Vishal Mega Mart Limited (VMM), Corporate Governance represents the foundation of responsible business conduct and sustainable value creation. The Company firmly believes that sound governance practices are essential to enhancing stakeholder confidence and ensuring long-term growth.

VMM is committed to conducting its affairs in a manner that upholds the highest standards of accountability, transparency, integrity, and responsibility. These principles form the cornerstone of the Company's governance framework and guide its strategic and operational decision-making processes.

The Company's governance philosophy is centred on establishing and continuously strengthening a robust and effective corporate governance framework. This framework is designed to ensure efficient management, prudent risk oversight, regulatory compliance, and transparent stakeholder engagement across all areas of the Company's operations.

In alignment with applicable laws, regulatory requirements, and recognised best practices, VMM consistently upholds fair and ethical business conduct in all its dealings. The Company maintains transparency in financial reporting and disclosures, ensuring that stakeholders are provided with accurate, timely, and comprehensive information regarding its performance, policies, and material developments.

VMM remains committed to the continuous review, evaluation, and enhancement of its governance structures, systems, and processes to ensure their effectiveness and relevance in a dynamic business environment. The Company actively monitors evolving regulatory standards and industry practices and endeavours to adopt global best practices in Corporate Governance wherever appropriate.

The governance framework of VMM is overseen by a competent and independent Board of Directors, supported by duly constituted Committees of the Board, and implemented by an experienced management team. Together, they ensure adherence to the highest standards of ethics, integrity, professionalism, and compliance in the conduct of the Company's business.

Through this governance philosophy, VMM seeks to protect and enhance stakeholder value while fostering sustainable growth and responsible corporate citizenship.

BOARD OF DIRECTORS

The Board of Directors provide strategic leadership and oversight to the Company's Management while effectively discharging its fiduciary responsibilities. It sets and reviews the Company's business objectives, evaluates management's strategic plans, and monitors overall performance to ensure long-term value creation. The Company is committed to upholding the highest standards of Corporate Governance and believes that a well-informed, actively engaged, and independent Board is essential to promote transparency, accountability, and objectivity in decision-making.

The composition of the Board is in full compliance with Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and the applicable provisions of the Companies Act, 2013 ("Act"), as amended from time to time. The Board comprises an optimal mix of Executive and Non-Executive Directors, including Independent Directors and Woman Directors, with a Woman Independent Director serving as the Chairperson, thereby ensuring balanced and effective governance.

As of March 31, 2026, the Board comprises of eight (8) Directors, including:

- One (1) Executive Director
- Three (3) Non-Executive Independent Directors (Including 2 Woman Directors)
- Four (4) Non-Executive Non-Independent Directors

In accordance with the provisions of Sections 149, 152, and other applicable provisions of the Act, read with the Companies (Appointment and Qualifications of Directors) Rules, 2014, and Regulation 17 of the Listing Regulations, as amended or re-enacted from time to time, the Company has appointed Ms. Neha Bansal (DIN: 02057007) and Ms. Soumya Rajan (DIN: 03579199) as Independent Woman Directors and Mr. Yogesh Yadav (DIN: 06788269) as an Independent Director on the Board.

Appointment / Re-appointment on the Board of Directors during the financial year 2025-26 are as follows:

- The members of the Company approved the re-appointment of Mr. Nishant Sharma (DIN 03117012) as Non-Executive Non-Independent Director, liable to retire by rotation in terms of Section 152(6) of the Act, in its Seventh Annual General Meeting held on September 29, 2025;

REPORT ON CORPORATE GOVERNANCE (CONTD.)

2. On the recommendation of Nomination & Remuneration Committee ('NRC'), Mr. Vageesh Gupta (DIN: 07837351) was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Non-Independent Director of the Company w.e.f. November 13, 2025. Subsequently, the Board recommended his appointment as Non-Executive Non-Independent Director, liable to retire by rotation. The shareholders of the Company approved the said appointment of Mr. Vageesh Gupta as Non-Executive Non-Independent Director vide their Ordinary Resolution by way of Postal Ballot passed on December 17, 2025; and

3. On the recommendation of NRC, Mr. Yogesh Yadav (DIN: 06788269) was appointed by the Board of Directors as an Additional Director in the category of Non-Executive Independent Director of the Company for a period of 5 (five) consecutive years with effect from November 13, 2025 to November 12, 2030. Subsequently, the Board recommended his appointment as Non-Executive Independent Director, not liable to retire by rotation, for a period of 5 (five) consecutive years with effect from November 13, 2025. The shareholders of the Company approved the said appointment of Mr. Yogesh Yadav as Non-Executive Independent Director vide their Special Resolution passed by way of Postal Ballot on December 17, 2025.

In the opinion of the Board and NRC, Mr. Yogesh Yadav is a person of integrity and possesses knowledge, positive attributes and skills and fulfils the conditions for appointment as an Independent Director as specified in the Act and the Listing Regulations and is independent of the management. Mr. Yogesh Yadav's work experience demonstrates his expertise in business strategy, operations, consulting, and management across multiple industries and his association as an Independent Director will immensely benefit the Company.

Further, in terms of Rule 8(5)(iii) of the Companies (Accounts) Rules, 2014 and in the opinion of the Board, the above-mentioned appointment of Mr. Yogesh Yadav as a Non-Executive Independent Director was made after due veracity of his integrity, skill, expertise and experience (including the proficiency) and his fulfillment of the conditions as specified in the Act and under the Listing Regulations.

The Company has in place a succession plan for the Board of Directors and Senior Management of the Company.

Composition of Board of Directors as on March 31, 2026

S. No.	Name of Director	Position & Category	Age* (in years)	No. of Equity Shares** (As on March 31, 2026)
1.	Ms. Neha Bansal	Non-Executive Independent Director & Chairperson	44	Nil
2.	Mr. Gunender Kapur	Managing Director & CEO (Executive Director)	65	2,02,00,247
3.	Mr. Manas Tandon	Non-Executive Non-Independent Director	49	Nil
4.	Mr. Nishant Sharma	Non-Executive Non-Independent Director	48	Nil
5.	Mr. Sanjeev Aga	Non-Executive Non-Independent Director	74	Nil
6.	Ms. Soumya Rajan	Non-Executive Independent Director	56	Nil
7.	Mr. Vageesh Gupta	Non-Executive Non-Independent Director	41	Nil
8.	Mr. Yogesh Yadav	Non-Executive Independent Director	46	Nil

*As on the date of this Report.

**No Convertible Instruments were issued to Non-Executive Directors as on March 31, 2026. This composition ensures compliance with statutory requirements and reflects the Company's commitment to good corporate governance practices.

During the Financial Year 2025-26, 6 (Six) Board meetings were held on April 29, 2025, May 14, 2025, August 13, 2025, November 13, 2025, January 27, 2026 and February 12, 2026.

REPORT ON CORPORATE GOVERNANCE (CONTD.)

Details of Attendance and Directorships/Committee Memberships/ Chairpersonships of Directors of the Company:

S. No.	Name of Director	Designation & Category	Attendance Particulars			Other Directorships*		Committee Memberships/ Chairpersonships*	
			No. of Board Meetings		Last AGM Held on September 29, 2025 attended	Number of other Directorships	Name of the listed entity excluding the Company and Category of Directorship	Committee Memberships	Committee Chairpersonships
			No. of Meetings entitled to attend	Attended					
1.	Ms. Neha Bansal	Non-Executive Independent Director & Chairperson	6	6	Yes	2	Lenskart Solutions Limited (Executive Director)	4	-
2.	Mr. Gunender Kapur	Managing Director & CEO (Executive Director)	6	6	Yes	2	Wakefit Innovations Limited (Independent Director)	1	-
3.	Mr. Manas Tandon	Non-Executive Non-Independent Director	6	6	Yes	1	-	1	-
4.	Mr. Nishant Sharma	Non-Executive Non-Independent Director	6	6	Yes	1	-	2	1
5.	Mr. Sanjeev Aga	Non-Executive Non-Independent Director	6	5	Yes	3	• LTM Limited (Independent Director), and • Larsen and Toubro Limited (Independent Director)**	1	-
6.	Ms. Soumya Rajan	Non-Executive Independent Director	6	6	Yes	2	Aavas Financiers Limited (Independent Director)	2	1
7.	Mr. Vageesh Gupta	Non-Executive Non-Independent Director	2	2	Not applicable	1	-	-	-
8.	Mr. Yogesh Yadav**	Non-Executive Independent Director	2	2	Not applicable	1	-	-	-

*The above list of other directorships includes Public Limited Companies (listed and unlisted), High Value Debt Listed Entities and directorship of Vishal Mega Mart Limited but does not include Private Limited Companies, Foreign Companies and Companies under Section 8 of the Companies Act, 2013.

*It includes Chairpersonship and/or Membership of the Audit Committee and Stakeholders' Relationship Committee of Public Limited Companies (listed and unlisted) only, including Vishal Mega Mart Limited.

** Mr. Yogesh Yadav serves as the Chief Executive Officer of Wellness Forever Medicare Limited.

**Mr. Sanjeev Aga ceased to be Independent Director on the Board of Larsen and Toubro Limited due to completion of his second and final term with effect from close of business hours of May 24, 2026.

None of the Directors on the Board serve as Director or Independent Director in more than seven listed companies. No Director is a member of more than ten Committees (Audit Committee and Stakeholders' Relationship Committee) or acts as the Chairperson (Audit Committee and Stakeholders' Relationship Committee) of more than five Committees across all companies (Public Limited Companies, whether listed or unlisted) in which he or she is a director.

The Company has obtained a Certificate from M/s. Chandrasekaran Associates, Company Secretaries (Firm Registration Number: P1988DE002500) that none of the Directors on the Board of the Company has been debarred or disqualified from

REPORT ON CORPORATE GOVERNANCE (CONTD.)

being appointed or continuing as directors of the Company by the SEBI/Ministry of Corporate Affairs or any such statutory authority. The Certificate is attached as **Annexure - I**.

The Board of Directors is of the opinion that all Independent Directors of the Company fulfil the conditions of independence as prescribed under the Act and the Listing Regulations and hereby confirm that they are independent from the management.

Relationships between Directors inter-se

There is no inter-se relationship between the Directors of the Company.

Skills/Expertise/Competence of Board of Directors

a) Following chart sets out the core skills/expertise/competencies fundamentally identified by the Board of Directors for the effective functioning of the Company which are currently available with the Board:



b) Following are the names of Directors who have such skills / expertise / competence:

S.No.	Skills / Expertise / Competence	Name of Directors			
1.	Expertise and knowledge in the field of Information Technology, Telecom, Database and Digitalisation and Business Environment	a) Mr. Gunender Kapur	e) Mr. Sanjeev Aga	b) Ms. Neha Bansal	f) Ms. Soumya Rajan
		c) Mr. Manas Tandon	g) Mr. Vageesh Gupta	d) Mr. Nishant Sharma	h) Mr. Yogesh Yadav
2.	Expertise and knowledge in the field of Finance, Taxation, Compliance and Corporate Governance	a) Mr. Gunender Kapur	e) Mr. Sanjeev Aga	b) Ms. Neha Bansal	f) Ms. Soumya Rajan
		c) Mr. Manas Tandon	g) Mr. Vageesh Gupta	d) Mr. Nishant Sharma	h) Mr. Yogesh Yadav
3.	Knowledge of Interpersonal Skills and Human Resource Management	a) Mr. Gunender Kapur	e) Mr. Sanjeev Aga	b) Ms. Neha Bansal	f) Ms. Soumya Rajan
		c) Mr. Manas Tandon	g) Mr. Vageesh Gupta	d) Mr. Nishant Sharma	h) Mr. Yogesh Yadav
4.	Knowledge of Sales, Marketing, Corporate Strategy and Planning	a) Mr. Gunender Kapur	e) Mr. Sanjeev Aga	b) Ms. Neha Bansal	f) Ms. Soumya Rajan
		c) Mr. Manas Tandon	g) Mr. Vageesh Gupta	d) Mr. Nishant Sharma	h) Mr. Yogesh Yadav

Independent Directors Meeting

As stipulated under Section 149(8) read with Schedule IV to the Act and Regulation 25 of Listing Regulations, two separate meetings of the Independent Directors were held on February 12, 2026 and March 20, 2026, without the attendance of Non-Independent Directors and members of the management, to review the performance of the Non-Independent Directors, Chairperson of the Board after taking into account the views of Executive Directors and Non-Executive Directors and the Board as a whole. The Independent Directors also assessed the quality, quantity, and timeliness of the flow of information from the management to the Board and its committees which is necessary for the Board and Committees to perform reasonably and discharge their duties. The Independent Directors expressed their satisfaction with the overall performance of the Board and the Company.

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Detailed reason of resignation of Independent Directors

During the year, none of the Independent Directors of the Company have resigned from the Directorship of the Company.

Familiarisation Programme for Independent Directors

In accordance with Section 149 read with Schedule IV of the Act and Regulation 25 of Listing Regulations, the Company familiarises its Independent Directors with regard to their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company, etc. The Company has put in place a system to familiarise the Independent Directors about the Company, its products, business and the on-going events relating to the Company.

As a part of the ongoing familiarisation process of the Company, Independent Directors were apprised, during and/or after quarterly Board Meetings, by the Managing Director and Chief Executive Officer about the operations of the Company, market scenario, governance, internal control processes and other relevant matters including strategy, important developments and new initiatives undertaken by the Company.

Further, around the quarterly Board Meetings, the Senior Management Personnel made presentations on relevant topics including business performance, market trends, internal controls, changes in regulatory framework, and developments in the business environment having an impact on the Company.

The details of familiarisation programme have been posted on the website of the Company and the same may be viewed at <https://aboutvishal.com/resources/media/files/beb6aba4-933c-4bc0-bdda-a780b91bd334.pdf>.

COMMITTEES OF THE BOARD

1. Audit Committee

The Company has a duly constituted Audit Committee, as per the requirements stated in Regulation 18 of the Listing Regulations and Section 177 of the Act. The terms of reference of the Audit Committee includes the matters specified under Regulation 18 and Part C of Schedule II to the Listing Regulations and Section 177 of the Act, as amended from time to time, and other matters referred by Board. The Audit Committee oversees the work carried out in the financial reporting process by the Management, the Internal Auditors and Independent Auditors.

a) Terms of Reference:

The Audit Committee shall, among other things, be responsible for the following:

- oversight of Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- recommendation for appointment, remuneration and terms of appointment of auditors including the internal auditor, cost auditor and statutory auditor of the Company and the fixation of audit fee;
- approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- reviewing with the management, the annual financial statements and the auditor's report thereon before submission to the Board for approval, with particular reference to:
 - matters required to be included in the director's responsibility statement to be included in the Board's Report in terms of clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013;
 - changes, if any, in accounting policies and practices and reasons for the same;
 - major accounting entries involving estimates based on the exercise of judgment by the management;
 - significant adjustments made in the financial statements arising out of audit findings;
 - compliance with listing and other legal requirements relating to financial statements;
 - disclosure of any related party transactions; and
 - modified opinion(s) in the draft audit report.
- reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- reviewing, with the management, the statement of uses / application of funds

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- raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilised for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public issue or rights issue or preferential issue or qualified institutional placement, and making appropriate recommendations to the Board to take up steps in this matter;
7. reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
 8. approval or any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company;
 9. scrutiny of inter-corporate loans and investments;
 10. valuation of undertakings or assets of the Company, wherever it is necessary;
 11. evaluation of internal financial controls and risk management systems;
 12. reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
 13. 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;
 14. discussion with internal auditors of any significant findings and follow up there on;
 15. 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;
 16. 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;

17. to review the functioning of the whistle blower mechanism;
18. Monitoring the end use of funds through public offers and related matters;
19. approval of appointment of Chief Financial Officer after assessing the qualifications, experience and background, etc. of the candidate;
20. Reviewing the utilisation of loans and/or advances from/investment by the holding company in the subsidiary exceeding ₹1,000,000,000 or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision; and
21. Identification of list of key performance indicators and related disclosures in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, for the purpose of the Company's proposed initial public offering;
22. carrying out any other function as is mentioned in the terms of reference of the audit committee or as required as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the SEBI ICDR Regulations, each as amended and other applicable laws or by any regulatory authority and performing such other functions as may be necessary or appropriate for the performance of its duties; and
23. to carry out such other functions as may be specifically referred to the Audit Committee by the Board and/or other committees of Directors of the Company.

The Audit Committee shall mandatorily review the following information:

1. management discussion and analysis of financial condition and results of operations;
2. management letters / letters of internal control weaknesses issued by the statutory auditors;
3. internal audit reports relating to internal control weaknesses; and

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4. the appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee.
5. statement of deviations:
 - i. quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI Listing Regulations, as amended.
 - ii. annual statement of funds utilised for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI Listing Regulations, as amended.
6. Such information as may be prescribed under the Companies Act, and the rules thereunder, SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, each as amended.
7. To review the financial statements, in particular, the investments made by an unlisted subsidiary.

b) Composition of the Committee:

The Audit Committee of the Company constitutes three members namely:

Ms. Soumya Rajan (Non-Executive Independent Director)	: Chairperson
Ms. Neha Bansal (Non-Executive Independent Director)	: Member
Mr. Nishant Sharma (Non-Executive Non-Independent Director)	: Member

The Company Secretary of the Company acts as Secretary to this Committee.

c) Meetings and attendance during the year:

During the Year under Review, Six (6) meetings were held i.e. on April 29, 2025, May 14, 2025, August 13, 2025, November 13, 2025, January 27, 2026 and February 12, 2026. The attendance of members was as follows:

S. No.	Name	Designation	Category	No. of meetings entitled to attend during the year	Attendance
1.	Ms. Soumya Rajan	Chairperson	Non-Executive Independent Director	6	6
2.	Ms. Neha Bansal	Member	Non-Executive Independent Director	6	6
3.	Mr. Nishant Sharma	Member	Non-Executive Non-Independent Director	6	6

As per Regulation 18(1) of the Listing Regulations and the Secretarial Standards, Ms. Soumya Rajan, the Chairperson of the Committee was present at the last Annual General Meeting (AGM) of the Company, held on September 29, 2025, to answer shareholder queries.

2. Nomination & Remuneration Committee

The Company has a duly constituted Nomination & Remuneration Committee. The Committee's constitution and terms of reference are in compliance with the provisions of Regulation 19 and Part D of Schedule II to the Listing Regulations and Section 178 of the Act, as amended from time to time and other matters referred by the Board.

a) The Terms of Reference:

The Nomination & Remuneration Committee shall, among other things, be responsible for the following:

1. formulation of the criteria for determining qualifications, positive attributes and Independence of a Director and recommend to the Board of Directors of the Company ("Board") a policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees ("Remuneration Policy"). The Nomination and Remuneration Committee, while formulating the Remuneration policy, should ensure that:

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- (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate Directors of the Quality required to run our Company successfully;
 - (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - (iii) remuneration to Directors, Key Managerial Personnel and Senior Management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of the Company and its goals.
2. formulation of criteria for evaluation of performance of Independent Directors and the Board;
 3. devising a policy on Board diversity;
 4. identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal;
 5. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;
 6. recommend to the Board, all remuneration, in whatever form, payable to senior management; and
 7. carrying out any other activities as may be delegated by the Board and functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

The Nomination & Remuneration Committee shall perform such functions as are required to be performed by the Compensation Committee under the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021, as amended, including the following:

1. administering the employee stock option plans of the Company, as may be required;
2. determining the eligibility of employees to participate under the Employee Stock Option Plans of the Company;
3. granting options to eligible employees and determining the date of grant;
4. determining the number of options to be granted to an employee;
5. determining the exercise price under the Employee Stock Option Plans of the Company; and:
6. construing and interpreting the Employee Stock Option Plans of the Company and any agreements defining the rights and obligations of the Company and eligible employees under the employee stock option plans of the Company, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans of the Company.

b) Composition of the Committee:

The members of the Nomination & Remuneration Committee are:

Ms. Soumya Rajan (Non-Executive Independent Director)	:	Chairperson
Ms. Neha Bansal (Non-Executive Independent Director)	:	Member
Mr. Manas Tandon (Non-Executive Non- Independent Director)	:	Member

The Company Secretary of the Company acts as Secretary to this Committee.

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c) Meetings and attendance during the year:

During the Year under Review, three (3) meetings were held, i.e. on May 14, 2025, July 25, 2025 and November 13, 2025. The attendance of members was as follows:

S. No.	Name	Designation	Category	No. of meetings entitled to attend during the year	Attendance
1.	Ms. Soumya Rajan	Chairperson	Non-Executive Independent Director	3	3
2.	Ms. Neha Bansal	Member	Non-Executive Independent Director	3	3
3.	Mr. Manas Tandon	Member	Non-Executive Non-Independent Director	3	3

As per Regulation 19(3) of the Listing Regulations, Section 178(7) of the Act and the Secretarial Standards, Ms. Soumya Rajan, Chairperson of Nomination & Remuneration Committee was present, at the last AGM of the Company, held on September 29, 2025, to answer shareholder queries.

d) Criteria for Evaluation of the Board's Performance

In accordance with the provisions of Section 134(3)(p), 178 and Schedule IV to the Act read with applicable rules framed thereunder and Regulations 17(10) and 19 of the Listing Regulations read with Part D of Schedule II thereto, the Board of Directors, in consultation with the Nomination & Remuneration Committee, has formulated a framework for evaluating the performance of the Board, its Committees, individual Directors, including Independent Directors and the Chairperson of the Board.

The annual performance evaluation of the Board as a whole, its Committees, individual Directors and the Chairperson of the Board was conducted in accordance with the said framework. Pursuant to the provisions of the Act and Listing Regulations, the annual performance evaluation of the Board and its Committees was carried out through a structured evaluation process covering various aspects of the Board's and Committees' functioning such as composition of the Board & Committees, experience & competencies, performance of specific duties & obligations, governance issues, etc. A separate exercise through a structured evaluation process was carried out to evaluate the performance of individual Directors who were evaluated on parameters such as Attendance, Leadership Initiative, Contribution at the meetings and otherwise, Independent Judgment, Strategic Planning, Professional Skills, Problem Solving, Decision-Making, etc. Additional Performance evaluation parameters for Independence Directors included fulfillment of the criteria of independence provided under the Act and the Listing Regulations, and their independence from the management.

The evaluation of Directors including Independent Directors was carried out by the entire Board, excluding the Director being evaluated. Both, the Nomination & Remuneration Committee and the Board, were satisfied with the evaluation process, which reflected the overall engagement of the Board and its Committees with the Company.

The detailed methodology and parameters for evaluation process have been mentioned in the Performance Evaluation Policy of the Company which has been hosted on the Company's website and can be accessed at <https://aboutvishal.com/resources/media/files/d5e89dd2-d15b-469a-b92a-65a1abdc7e1c.pdf>.

3. Stakeholders' Relationship Committee

The Company has a duly constituted Stakeholders' Relationship Committee. The Committee's constitution and terms of reference are in compliance with the provisions of Regulation 20 and Part D of Schedule II to the Listing Regulations and Section 178 of the Act, as amended from time to time, and other matters referred by Board. Mr. Nishant Sharma, Non-Executive Non-Independent Director is heading the Committee as its Chairperson.

a) Terms of Reference:

The Stakeholders' Relationship Committee shall, among other things, be responsible for the following:

1. Considering and looking into various aspects of interest of shareholders, debenture holders and other security holders;

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2. resolving the grievances of the Security Holders of the Company 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.;
3. Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time;
4. Giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities;
5. Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.;
6. review of measures taken for effective exercise of voting rights by shareholders;
7. review of adherence to the service standards adopted by the Company in respect of various services being rendered by the registrar and share transfer agent;
8. To dematerialise or rematerialise the issued shares;
9. 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; and
10. carrying out any other functions required to be carried out by the Stakeholders Relationship Committee as contained in the Companies Act, SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

b) Composition of the Committee:

The members of the Stakeholders' Relationship Committee are:

Mr. Nishant Sharma (Non- Executive Non-Independent Director)	:	Chairperson
Mr. Manas Tandon (Non-Executive Non-Independent Director)	:	Member
Ms. Neha Bansal (Non-Executive Independent Director)	:	Member

The Company Secretary of the Company acts as Secretary to this Committee.

c) Meetings and attendance during the year:

During the Year under Review, four (4) meetings were held, i.e. on May 14, 2025, August 13, 2025, November 13, 2025 and February 12, 2026. The attendance of members was as follows:

S. No.	Name	Designation	Category	No. of meetings entitled to attend during the year	Attendance
1.	Mr. Nishant Sharma	Chairperson	Non-Executive Non-Independent Director	4	4
2.	Mr. Manas Tandon	Member	Non-Executive Non-Independent Director	4	4
3.	Ms. Neha Bansal	Member	Non-Executive Independent Director	4	4

d) Compliance Officer

Mr. Rahul Luthra, Company Secretary, has been designated as the Compliance Officer, as defined in the Listing Regulations.

e) Investor Grievance Redressal

The details of investor complaints received and resolved during the Year under Review and their break-up are as under:

Opening balance	Number of Complaints received	Number of Complaints resolved	Number of Complaints not solved to the satisfaction of the shareholders	Number of Complaints Pending as on March 31, 2026
0	13	13	0	0

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As per Section 178(7) of the Act read with Regulation 20 of the Listing Regulations and the Secretarial Standards, Mr. Nishant Sharma, the Chairperson of the Committee was present at the last AGM of the Company, held on September 29, 2025, to answer shareholder queries.

4. Corporate Social Responsibility & Sustainability Committee (CSRS)

The Corporate Social Responsibility & Sustainability Committee's constitution and terms of reference are in compliance with the provisions of Section 135 of the Act and rules framed thereunder, as amended from time to time, and other matters referred by Board.

a) Terms of Reference:

The Corporate Social Responsibility & Sustainability Committee, inter-alia, shall:

1. formulate and recommend 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 Companies Act, 2013;
2. review and recommend the amount of expenditure to be incurred on the activities referred to in clause (a);
3. monitor the Corporate Social Responsibility Policy of the Company and its implementation from time to time;
4. consider Environmental, Social and Governance ("ESG") initiatives / reporting; and
5. any other matter as the Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

b) Composition of the Committee:

The members of the Corporate Social Responsibility & Sustainability Committee are:

Mr. Manas Tandon (Non-Executive Non-Independent Director)	:	Chairperson
Mr. Gunender Kapur (Managing Director & Chief Executive Officer)	:	Member
Ms. Soumya Rajan (Non-Executive Independent Director)	:	Member

The Company Secretary of the Company acts as Secretary to this Committee.

c) Meetings and attendance during the year:

During the financial Year under Review, one (1) meeting of the Corporate Social Responsibility & Sustainability Committee was held on August 13, 2025. The attendance of members was as follows:

S. No.	Name	Designation	Category	No. of meetings entitled to attend during the year	Attendance
1.	Mr. Manas Tandon	Chairperson	Non-Executive Non-Independent Director	1	1
2.	Mr. Gunender Kapur	Member	Managing Director & CEO (Executive Director)	1	1
3.	Ms. Soumya Rajan	Member	Non-Executive Independent Director	1	1

5. Risk Management Committee

The Company has a duly constituted Risk Management Committee as per the requirements of Regulation 21 of the Listing Regulations and the applicable provisions of the Act.

a) Terms of Reference:

The Risk Management Committee shall, among other things, be responsible for the following:

1. to formulate a detailed risk management policy which shall include:

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- i. a framework for identification of internal and external risks specifically faced by the Company, 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 Risk Management Committee;
 - ii. measures for risk mitigation including systems and processes for internal control of identified risks; and
 - iii. 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 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. To implement and monitor policies and/or processes for ensuring cyber security; and
 8. any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

b) Composition of the Committee:

The members of the Risk Management Committee are:

Mr. Gunender Kapur (Managing Director & Chief Executive Officer)	:	Chairperson
Mr. Nishant Sharma (Non-Executive Non-Independent Director)	:	Member
Ms. Soumya Rajan (Non-Executive Independent Director)	:	Member

The Company Secretary of the Company acts as Secretary to this Committee.

c) Meetings and attendance during the year:

During the financial Year under Review, two (2) meetings of the Risk Management Committee were held on August 13, 2025 and February 12, 2026. The attendance of members was as follows:

S. No.	Name	Designation	Category	No. of meetings held during the year	Attendance
1.	Mr. Gunender Kapur	Chairperson	Managing Director & CEO (Executive Director)	2	2
2.	Mr. Nishant Sharma	Member	Non-Executive Non-Independent Director	2	2
3.	Ms. Soumya Rajan	Member	Non-Executive Independent Director	2	2

6. Securities Allotment Committee

The Securities Allotment Committee was constituted by Board on January 16, 2025 for consideration and approval of the matters related to allotment of securities, including the issuance of equity shares, preference shares, debentures, or options, in compliance with the Company's Articles of Association, applicable regulatory guidelines, and laws.

a) Terms of Reference:
1. Approval of Securities Allotment

- To approve the allotment of securities, including the issuance of equity shares, preference shares, debentures, or options, in compliance with the Company's Articles of Association, applicable regulatory guidelines, and laws.

2. Determination of Allotment Terms

- To determine and approve the terms and conditions of the securities allotment, including pricing, timing, and other relevant parameters as deemed necessary.

3. Regulatory Compliance

- To ensure adherence to all applicable provisions of the Companies Act, 2013, Securities and Exchange Board of India (SEBI) guidelines, and other relevant regulations.

4. Other Relevant Matters

- To approve and address any other matters related to the allotment of securities, as required from time to time.

b) Composition of the Committee:

The members of the Securities Allotment Committee are:

Mr. Nishant Sharma (Non-Executive Non-Independent Director)	:	Chairperson
Mr. Gunender Kapur (Managing Director & Chief Executive Officer)	:	Member
Mr. Manas Tandon (Non-Executive Non-Independent Director)	:	Member

The Company Secretary of the Company acts as Secretary to this Committee

- c) Meetings and attendance during the year:** During the financial year 2025-26, no meetings of the Securities Allotment Committee were held.

SENIOR MANAGEMENT PERSONNEL:

Details of Senior Management Personnel (including changes therein) as on March 31, 2026 as defined under Regulation 16(1) (d) of the Listing Regulations are as follows:

S. No.	Name	Designation	Change during the Financial Year 2025-26 and till the date of report
1.	Mr. Amit Gupta	Chief Financial Officer	-
2.	Mr. Manoj Kumar	Chief Operations Officer	-
3.	Mr. Karthik Kuppusamy	Chief Information Officer	-
4.	Mr. Dhruva Kumar Dubey	Chief Human Resources Officer	-
5.	Ms. Anne Martine Marie Puvis Cardinali	Chief B&M Officer - Apparel	-

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S. No.	Name	Designation	Change during the Financial Year 2025-26 and till the date of report
6.	Mr. Samir Agrawal	Chief B&M Officer - General Merchandising	-
7.	Mr. Rahul Luthra	Company Secretary & Compliance Officer	-
8.	Mr. Sambit Swain	General Counsel	Appointed w.e.f. November 13, 2025
9.	Mr. Vineet Saxena	Senior Vice President - FMCG	Appointed w.e.f. March 03, 2026
10.	Mr. Tapan Kulshrestha	Vice President & Head – Supply Chain	Appointed w.e.f. April 01, 2026
11.	Mr. Anurag Krishna	Vice President & Head - Internal Audit	Appointed w.e.f. June 09, 2026
12.	Mr. Sashi Gumma	Chief of Operations	Appointed w.e.f. June 15, 2026
13.	Mr. Vishal Mehrotra	Chief B&M Officer - FMCG	Resigned w.e.f. close of business hours of June 05, 2026
14.	Mr. Kuldeep Sharma	Vice President - Legal & Compliance	Resigned w.e.f. close of business hours of March 11, 2026
15.	Mr. S Raamesh	Vice President - Supply Chain	Resigned w.e.f. close of business hours of January 09, 2026

REMUNERATION OF DIRECTORS:

The Company has a well-defined Nomination and Remuneration Policy for Directors, Key Managerial Personnel (KMP) and other Employees of the Company as formulated by Nomination & Remuneration Committee and approved by the Board, pursuant to provisions of Section 178 of the Act and Para A of Part D of Schedule II to the Listing Regulations, which lays down the criteria for determining, inter-alia, qualifications, positive attributes and independence of a Director and matters relating to the remuneration, appointment, removal and evaluation of performance of the Directors, including Non-Executive Directors, Key Managerial Personnel and other employees.

The detailed policy formulated by Nomination & Remuneration Committee can be accessed at the website of the Company at <https://aboutvishal.com/resources/media/files/a9fc7426-597e-48c9-b991-7cfdad0fdbe1.pdf>.

- Pecuniary Relationship of Non-Executive Directors:** Non-Executive Directors of the Company, have no pecuniary relationship or transaction with the Company, except the payment of commission on the profits of the Company as allowed under the Act and approved by the Shareholders of the Company.
- Criteria of making Payment to Non-Executive Directors:** As per Nomination and Remuneration Policy of the Company, remuneration to Non-Executive Directors and Independent Directors is paid as per the following criteria:
 - Remuneration / Commission:** The remuneration / commission shall be fixed as per the slabs and conditions mentioned in the Articles of Association of the Company and the Act read with Listing Regulations.
 - Sitting Fees:** The Non- Executive / Independent Directors may receive remuneration by way of fees for attending meetings of the Board of Directors and Committees thereof. Provided that the amount of such fees shall not exceed ₹ One Lakh per meeting of the Board or Committee or such amount as may be prescribed by the Central Government from time to time.
 - Commission:** Commission may be paid in accordance with the limits defined under Section 197 of the Act.
 - Stock Options:** An Independent Director shall not be entitled to any stock option of the Company.

The above Criteria of making Payment to Non-Executive Directors can also be accessed on the Company's website at <https://www.aboutvishal.com/resources/media/files/3601ea80-c411-4dc0-b871-5d280aff59fd.pdf>.

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iii. Details with respect to Remuneration:

Details of remuneration disbursed to Executive and Non-Executive Directors, during the period under review:

Name	Fixed Component/ Salary (₹)	Benefits (₹)	Sitting Fees (₹)	Commission (₹)	Performance Linked Incentive/ Commission (₹)	Total (₹)
Mr. Gunender Kapur	5,49,15,626	22,80,000	-	-	11,77,00,008	17,48,95,634*
Ms. Soumya Rajan	-	-	-	35,00,000**	-	35,00,000
Ms. Neha Bansal	-	-	-	35,00,000**	-	35,00,000
Mr. Manas Tandon	-	-	-	-	-	-
Mr. Nishant Sharma	-	-	-	-	-	-
Mr. Sanjeev Aga	-	-	-	-	-	-
Mr. Vageesh Gupta	-	-	-	-	-	-
Mr. Yogesh Yadav	-	-	-	13,32,877**	-	13,32,877

* Excluding the value of perquisites which arose pursuant to exercise of vested stock options.

**The Board of Directors in its meeting held on May 14, 2026 have approved the commission of ₹ 35,00,000 each to Ms. Neha Bansal and Ms. Soumya Rajan, and commission of ₹ 13,32,877 to Mr. Yogesh Yadav, Non-Executive Independent Directors of the Company for the Financial Year ended March 31, 2026.

The Performance Criteria of the above-mentioned Directors is laid down in accordance with the Nomination and Remuneration Policy of the Company.

The tenure of Mr. Gunender Kapur, Managing Director & Chief Executive Officer, is for a period of three (3) years effective from June 27, 2024.

The tenure of Ms. Neha Bansal, Non-Executive Independent Director, is for a period of four (4) years effective from September 23, 2022, while the tenure of Ms. Soumya Rajan, Non-Executive Independent Director, is for a period of five (5) years effective from May 31, 2024 and Mr. Yogesh Yadav, Non-Executive Independent Director, is for a period of five (5) years effective from November 13, 2025.

Mr. Manas Tandon, Mr. Nishant Sharma, Mr. Sanjeev Aga and Mr. Vageesh Gupta, Non-Executive Non-Independent Directors, are liable to retire by rotation in accordance with the provisions of the Act and the Articles of Association of the Company.

The notice period for Directors shall be as per the terms of their respective appointments. There are no service contracts or separate provisions for payment of severance fees.

Performance-based incentive is part of the overall compensation structure of Mr. Gunender Kapur, Managing Director & Chief Executive Officer which is paid to him on annual basis.

The Company has not provided any other benefits such as Bonus and pension to its Directors.

During the Financial Year 2025-26, no stock options were granted to any of the Directors of the Company.

None of the Directors have received any Loans and advances from the Company during the year under consideration.

REPORT ON CORPORATE GOVERNANCE (CONTD.)

GENERAL BODY MEETINGS

The General Body Meetings of the Company were held in accordance with the requirements of the Act.

Details of last three Annual General Meetings (AGMs):

Financial Year	Date & Time	Venue	No. of Special Resolutions passed	Details of Special Resolutions passed
2024-25	September 29, 2025 04:00 PM (IST)	Deemed Venue: Plot No. 184, Fifth Floor, Platinum Tower, Udyog Vihar, Phase-1, Gurugram-122016, Haryana (Meeting held through Video Conferencing or Other Audio Visual Means)	5	- Approval for the payment of Commission to Ms. Neha Bansal, Non-Executive Independent Director (DIN: 02057007) of the Company for the Financial Year 2024-25; - Approval for the payment of Commission to Ms. Soumya Rajan, Non-Executive Independent Director (DIN: 03579199) of the Company for the Financial Year 2024-25; - Approval for the payment of Commission to Non-Executive Independent Directors of the Company; - Approval for waiver of excess remuneration of Mr. Gunender Kapur, Managing Director and Chief Executive Officer (DIN: 01927304) for the Financial Year 2024-25 arising from the exercise of Stock Options; and - Approval of remuneration paid/payable to Mr. Gunender Kapur, Managing Director and Chief Executive Officer (DIN: 01927304) of the Company for his remaining tenure.
2023-24	August 28, 2024 11:00 AM (IST)	Plot No. 184, Fifth Floor, Platinum Tower, Udyog Vihar, Phase-1, Gurugram-122016, Haryana	Nil	-
2022-23	September 15, 2023 12:00 Noon (IST)	Plot No. 184, Fifth Floor, Platinum Tower, Udyog Vihar, Phase-1, Gurugram-122016, Haryana	Nil	-

Postal Ballot:

During the Year under Review, pursuant to Regulation 44 of the Listing Regulations and Sections 108, 110 and other applicable provisions of the Act read with Rules made thereunder, Members of the Company approved following matters through postal ballot dated November 17, 2025:

Sl. No.	Type of resolution	Brief description of Resolutions
1	Ordinary Resolution	Appointment of Mr. Vageesh Gupta (DIN: 07837351), as Director (Non-Executive, Non-Independent)
2	Special Resolution	Appointment of Mr. Yogesh Yadav (DIN: 06788269) as an Independent Director

Except as above, no Special Resolution was passed or required to be passed during the Year under Review, through postal ballot.

REPORT ON CORPORATE GOVERNANCE (CONTD.)

Procedure followed for postal ballot:

- In compliance with Regulation 44 of the Listing Regulations and Sections 108, 110 and other applicable provisions of the Act read with the Rules made thereunder and General Circulars issued by Ministry of Corporate Affairs, the postal ballot notice dated November 17, 2025 was dispatched on Monday, November 17, 2025 containing draft resolutions together with the explanatory statement and remote e-voting instructions through electronic mode to all those Members whose e-mail addresses were registered with the Company/Registrar to an Issue and Share Transfer Agent ("RTA") or Depository/ Depository Participants and whose names appeared in the Register of Members of the Company or in the Register of Beneficial Owners maintained by the Depositories as on Friday, November 07, 2025. The Company also published notice in the newspapers declaring details of completion of dispatch on November 18, 2025 as mandated under the Act and applicable rules.
- Members were requested to cast their vote only through remote e-voting facility provided by National Securities Depository Limited between Tuesday, November 18, 2025 (9:00 A.M. IST) and Wednesday, December 17, 2025 (5.00 P.M. IST) (both days inclusive) on the resolutions mentioned in the postal ballot notice.
- The Scrutiniser, Mr. Shashikant Tiwari, Partner of M/s. Chandrasekaran Associates, Company Secretaries, submitted his report on December 18, 2025, after completion of the scrutiny.
- The result of the postal ballot was announced by Mr. Rahul Luthra, Company Secretary & Compliance Officer on December 18, 2025. The last date of remote e-voting i.e. Wednesday, December 17, 2025, was taken as the date of passing of the resolutions.
- The result of the postal ballot along with the scrutiniser's report was displayed at the registered office of the Company, hosted at the Company's website at www.aboutvishal.com and on the website of National Securities Depository Limited at <https://www.evoting.nsdl.com/> and was also communicated to the Stock Exchanges.
- The summary of result is as under:

Item	Net Valid Votes Cast (No. of Equity Shares)	Votes in favour of the Resolution (No. of Equity Shares and % of Net Valid Votes)	Votes against the Resolution (No. of Equity Shares and % of Net Valid Votes)
Ordinary Resolution for appointment of Mr. Vageesh Gupta (DIN: 07837351), as Director (Non-Executive, Non-Independent)	4,18,16,93,117	4,14,65,44,420 (99.1595)	3,51,48,697 (0.8405)
Special Resolution for appointment of Mr. Yogesh Yadav (DIN: 06788269) as an Independent Director	4,18,16,97,372	4,17,50,96,999 (99.8422)	66,00,373 (0.1578)

MEANS OF COMMUNICATION

A. Quarterly Results:

Quarterly Results are published in Financial Express (English), english language newspaper having substantial circulation Pan-India and Jansatta (Hindi), vernacular language newspaper and are also posted on the Company's website i.e. <https://aboutvishal.com/> and disseminated on the websites of the Stock Exchanges, i.e., National Stock Exchange of India Limited ('NSE') and BSE Limited ('BSE').

B. News Releases and Presentations to institutional investors / analysts:

Official press releases and presentations are made to Institutional Investors and financial analysts on the Company's Quarterly, Half - Yearly as well as Annual Financial Results. These press releases, presentations and schedule of analyst or institutional investors meet are also hosted on the Company's website and can be accessed at <https://aboutvishal.com/> as well as sent to the Stock Exchanges. No unpublished price sensitive information is discussed in meeting / presentation with institutional investors and financial analysts.

REPORT ON CORPORATE GOVERNANCE (CONTD.)

C. Website:

The Company's website contains a separate dedicated section on 'Investor Relations'. It contains comprehensive database of information for the investors including the financial results, Annual Reports of the Company, any price sensitive information disclosed to the regulatory authorities from time to time, official news releases, presentations made to institutional investors or to the analyst, business activities and the services rendered/facilities extended by the Company to our investors, in a user friendly manner. All the information required under the Listing Regulations and the Act is hosted on the Company's website and updated regularly.

D. NSE – Corporate Compliance and National Electronic Application Processing System ("NEAPS"):

The NEAPS is a web based system designed by NSE for corporates. The shareholding pattern, corporate governance report, corporate announcements, financial results, etc. are also filed electronically on NEAPS. Details of which can be accessed at www.nseindia.com.

E. BSE Corporate Compliance and Listing Centre ("Listing Centre"):

The Listing Centre is web based application designed by BSE for corporates. The shareholding pattern, corporate governance report, corporate announcements, financial results, etc. are filed electronically on the Listing Centre. Details of which can be accessed at www.bseindia.com.

F. Designated e-mail-ID:

The Company has designated e-mail-ID i.e. secretarial@vishalwholesale.co.in exclusively for investor servicing.

G. SEBI Complaint Redressal System (SCORES):

The investors' complaints are also being processed through the centralised web based complaint redressal system. The salient features of SCORES are availability of centralised data base of the complaints, uploading online action taken reports by the Company. Through SCORES, the investors can view online, the actions taken and current status of the complaints.

GENERAL SHAREHOLDER INFORMATION

a)	Date, Time and Venue of Annual General Meeting (AGM)	The 8 th Annual General Meeting ('AGM') of the Company would be held on Friday, September 18, 2026, at 12:00 Noon (IST) through Video Conferencing/ Other Audio-Visual Means ('VC/OAVM').
b)	Financial Year	April 01, 2025 to March 31, 2026
c)	Dividend Payment Date	Not Applicable as the Board has not recommended any Dividend.
d)	Stock Exchanges	I. National Stock Exchange of India Limited (NSE) Exchange Plaza, Bandra-Kurla Complex, Bandra (E), Mumbai – 400051 II. BSE Limited (BSE) Floor 25, Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai – 400001 Annual Listing fees, as applicable, has been duly paid to NSE & BSE.
e)	Suspension of Company's Securities	Company's securities are never suspended from trading since its listing.
f)	Registrar to an Issue and Share Transfer Agents (RTA)	KFin Technologies Limited <i>(formerly known as KFin Technologies Private Limited)</i> Unit: Vishal Mega Mart Limited Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India - 500 032 Email: einward.ris@kfintech.com Toll Free No.: 1800 309 4001

REPORT ON CORPORATE GOVERNANCE (CONTD.)

g)	Share Transfer System	The shares of the Company are compulsorily traded in dematerialised form. SEBI has prohibited physical transfer of shares w.e.f. April 01, 2019. Hence, any transfer of shares of the Company can be done only in the dematerialised form from April 01, 2019. However, shareholders are free to hold shares in physical form. Shareholders holding shares in dematerialised mode have been requested to register their email address, bank account details and mobile number with their depository participants. Those holding shares in physical mode have been requested to furnish PAN, nomination, contact details, bank account details and specimen signature for their corresponding folios. Shareholders may contact the RTA at einward.ris@kfintech.com. As a measure to enhance ease of dealing in securities markets by investors, SEBI vide its circular dated January 25, 2022 as amended from time to time, has mandated listed companies to issue the securities in dematerialised form only while processing any service requests, including but not limited to transmission, transposition, issue of duplicate share certificates, etc. Accordingly, shareholders who are still holding shares in physical form are requested to dematerialise their shareholding, to make any kind of service request to the Company. Further, SEBI w.e.f. April 02, 2026, has dispensed with the requirement of issuing Letter of Confirmation (LOC) and enabled direct credit of verified securities to investors' demat accounts, within 30 days of its receipt of such request after removing objections, if any, in due compliance with the applicable provisions and submission of necessary documents as per the requirement of the referred circular, to simplify, reduce the timelines, risk of loss and pilferage and streamline the process of credit of securities to investors' demat accounts pursuant to investor service requests such as issuance of duplicate securities certificates, transmission, transposition, claims from unclaimed suspense account and corporate actions etc.
h)	Dematerialisation of Shares and Liquidity	The Equity Shares of the Company are in compulsory de-mat segment and are available for trading in the depository systems of both the National Securities Depository Limited and the Central Depository Services (India) Limited. The ISIN of Company on both the NSDL and CDSL is INE01EA01019. As on March 31, 2026, 4,67,31,17,801 Equity Shares of ₹ 10/- each (~100%) are held in electronic/de-mat form and 5 shares are held in physical/re-mat form.
i)	Commodity price risk or foreign exchange risk and hedging activities	The Company is not engaged in commodity trading, hedging or exchange risk management activities.
j)	Address for correspondence	Registered Office & Corporate Office: Vishal Mega Mart Limited Plot No. 184, Fifth Floor, Platinum Tower, Udyog Vihar, Phase-1, Gurugram, Haryana- 122016, India Tel No.: +91 124- 4980000 Email id: secretarial@vishalwholesale.co.in Investor Correspondence (RTA): KFin Technologies Limited (formerly known as KFin Technologies Private Limited) Unit: Vishal Mega Mart Limited Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddi, Telangana, India - 500 032 Email: einward.ris@kfintech.com Toll Free No.: 1800 309 4001

REPORT ON CORPORATE GOVERNANCE (CONTD.)

REPORT ON CORPORATE GOVERNANCE (CONTD.)

k)	Plant locations	Not Applicable								
l)	List of all credit ratings obtained by the Company along with any revisions thereto during the relevant financial year, for all debt instruments of such entity or any fixed deposit programme or any scheme or proposal of the Company involving mobilisation of funds, whether in India or abroad	Details of Rating Credits are as follows: <table><tr><th>Particulars</th><th>India Ratings and Research (Name of Credit Rating Agency)</th></tr><tr><td>Fund-based working capital Limits</td><td>AA/Positive/A1+</td></tr><tr><td>Issuer Rating</td><td>AA/Positive</td></tr><tr><td>Non-Fund Based Working Capital Limits</td><td>A1+</td></tr></table>	Particulars	India Ratings and Research (Name of Credit Rating Agency)	Fund-based working capital Limits	AA/Positive/A1+	Issuer Rating	AA/Positive	Non-Fund Based Working Capital Limits	A1+
Particulars	India Ratings and Research (Name of Credit Rating Agency)									
Fund-based working capital Limits	AA/Positive/A1+									
Issuer Rating	AA/Positive									
Non-Fund Based Working Capital Limits	A1+									
m)	Outstanding Global depository receipts or American depository receipts /Warrants or any Convertible Instruments, Conversion Date and likely impact on Equity	Not Applicable								
n)	In case the securities are suspended from trading, the directors report shall explain the reason thereof	Not applicable								

o) Distribution of shareholding as on March 31, 2026:

No. of Equity Shares held	No. of Shareholders	% of Shareholders	No. of Shares	% of Total Shareholding
1 - 5,000	6,01,572	92.8991	7,46,47,799	1.5974
5,001 - 10,000	17,830	2.7534	1,38,65,465	0.2967
10,001 - 20,000	11,791	1.8209	1,83,53,511	0.3927
20,001 - 30,000	8,603	1.3285	2,15,03,148	0.4601
30,001 - 40,000	1,907	0.2945	67,26,531	0.1439
40,001 - 50,000	1,452	0.2242	66,62,611	0.1426
50,001 - 1,00,000	2,233	0.3448	1,59,66,905	0.3417
1,00,001 and above	2,166	0.3345	4,51,53,91,836	96.6248
Total	6,47,554	100	4,67,31,17,806	100

Categories of shareholders as on March 31, 2026

Category	No. of shareholders	No. of shares held	Shareholding (%)
A. PROMOTERS HOLDINGS			
Indian Promoters	1	1,87,49,77,956	40.1226
B. NON- PROMOTERS HOLDINGS			
a) Mutual Fund	213	1,34,99,60,015	28.8878
b) Alternate Investment Funds	11	1,01,30,090	0.2168
c) Foreign Companies	0	0	0
d) Foreign Portfolio Investors	511	1,02,86,14,736	22.0113
e) Non-Resident (Repatriable & Non -repatriable)	4,076	57,59,958	0.1232
f) Foreign Nationals	0	0	0
g) Other Bodies Corporates	862	1,33,66,380	0.2860

Category	No. of shareholders	No. of shares held	Shareholding (%)
h) Financial Institutions / Banks	1	1,61,279	0.0035
i) Insurance Companies	14	15,26,27,087	3.2661
j) Others (Individual, Clearing Members, HUF, Employees/ Directors, Trusts, etc.)	6,41,865	23,75,20,305	5.0827
Total	6,47,554	4,67,31,17,806	100

DEPOSITORY SERVICES

Shareholders may write to the Company or to the respective Depositories for any guidance on depository services:

National Securities Depository Ltd.	Central Depository Services (India) Ltd.
3rd Floor, Naman Chambers, Plot C-32, G-Block, Bandra Kurla Complex, Bandra East, Mumbai, Maharashtra - 400 051 Telephone: 02248867000	Unit No. A-2501, Marathon Futrex, Mafatlat Mills Compound, N.M. Joshi Marg, Lower Parel (E), Mumbai City, Mumbai, Maharashtra, India, 400013 Telephone: 022-62343000

OTHER DISCLOSURES

a) Disclosure on Material Related Party Transactions

During the financial year ended March 31, 2026, there were no material significant related party transactions that may have potential conflict with the interests of the Company at large. i.e. transactions of the Company of material nature with its Promoters, the Directors or the Management, their subsidiaries or relatives, etc.

The Company has formulated and adopted a Policy on Dealing with Related Party Transactions and the web-link for the policy is <https://aboutvishal.com/resources/media/files/863b07e0-2633-4e70-95f1-dcc08329df33.pdf>.

The Company has made requisite disclosure with respect to related party in the notes to accounts to the financial statements. Transactions with the related parties as per the requirements of Ind AS 24 are disclosed in Note No. 34 to the Standalone Financial Statements of the Company for the year ended March 31, 2026 forming part of this Annual Report.

b) Details of non-compliance by the Company, penalties and strictures imposed on the Company by Stock Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years

The Company is in full compliance with the matters related to capital markets and there are no penalties or strictures imposed on the Company by Stock

Exchange(s) or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.

c) Whistle-Blower Policy and affirmation that no personnel has been denied access to the Chairperson of the Audit Committee.

Your Company has in place Whistle-Blower Policy ("the Policy"), which provides formal mechanism to its directors, employees and other stakeholders for communicating instances of breach of any statute, actual or suspected fraud on the accounting policies and procedures adopted for any area or item, acts resulting in financial loss or loss of reputation, leakage of information in the nature of Unpublished Price Sensitive Information (UPSI), misuse of office, suspected/actual fraud and criminal offences. The Policy enables the reporting of such concerns to the Vigilance and Ethics Officer and/or to the Chairperson of the Audit Committee, in exceptional circumstances through specified channels. The framework of the Policy strives to foster responsible and secure whistle blowing. In terms of the Policy of the Company, no employee of the Company has been denied access to the Chairperson of the Audit Committee of the Board.

d) Details of compliance with mandatory requirements and adoption of the non-mandatory requirements of this clause.

Mandatory requirements: The Company is fully compliant with the applicable mandatory requirements of the Listing Regulations.

REPORT ON CORPORATE GOVERNANCE (CONTD.)

Discretionary Requirements:

The Company has adopted following discretionary requirements of Regulation 27 read with Part E of Schedule II to the Listing Regulations.

1. **The Board** – Ms. Neha Bansal, Non-Executive Independent Director is Chairperson of the Board. The Non-Executive Directors are entitled to use Office Premises as and when required at the Company's expenses and also allowed reimbursement of expenses incurred in performance of their duties towards the Company.
2. **Modified Opinion(s) in Audit Report** – The Company confirms that its financial statements are with unmodified audit opinion.
3. **Reporting of Internal Auditor** – The Internal Auditor reports directly to the Audit Committee of the Board.
4. **Woman Independent Director.** - The Company has appointed two Independent Woman Directors on the Board of Directors.
5. **Separate posts of Chairperson and the Managing Director or the Chief Executive Officer.** - The Company has appointed separate persons to the post of the Chairperson and the Managing Director or the Chief Executive Officer, such that the Chairperson is –
 - (a) a Non-Executive Director; and
 - (b) not related to the Managing Director or the Chief Executive Officer as per the definition of the term "relative" defined under the Act.
6. **Meetings of Independent Directors:** - Two separate meetings of Independent Directors were held on February 12, 2026 and March 20, 2026, without the presence of Non-Independent Directors, and all Independent Directors were present in those meetings.

e) Web-links

All the requisite policies including:

- i. The Policy of determining material subsidiaries is available on the Company's website which can be accessed at <https://aboutvishal.com/resources/media/files/94b6838e-0662-4935-8b39-0154b3466732.pdf>.

- ii. The Policy on dealing with related party transactions is available on the Company's website which can be accessed at <https://aboutvishal.com/resources/media/files/863b07e0-2633-4e70-95f1-dcc08329df33.pdf>.

f) Details of Utilisation of funds raised through preferential Allotment or qualified institutions placement:

Not applicable

g) Recommendation of Committee

During the year, there are no such cases where the recommendation of any Committee of Board, have not been accepted by the Board, which is mandatorily required to be accepted as per the law.

h) Total fees paid to the Statutory Auditors

The total fees paid/payable by the Company and its subsidiaries to Walker Chandio & Co. LLP, Statutory Auditors and all entities in its network firm/network entity, for the financial year ended March 31, 2026, is ₹ 1,29,50,000/- (Rupees One Crore Twenty-Nine Lakh Fifty Thousand only).

i) Disclosures in relation to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Sl. No.	Particulars	Details
1.	Number of Complaints filed during the financial year 2025-26	1
2.	Number of Complaints disposed of during the financial year 2025-26	1
3.	Number of Complaints pending as on end of the financial year 2025-26	Nil

Non-compliance of Corporate Governance

There is no non-compliance of any requirement of Corporate Governance Report of sub-para (2) to (10) of the Part C of Schedule V to the Listing Regulations.

CORPORATE GOVERNANCE COMPLIANCE

The Company has complied with the Corporate Governance Requirements specified in Regulation 17 to 27 and Clauses (b) to (i) of sub-regulation 2 of Regulation 46 of the Listing Regulations, to the extent applicable. It has obtained a certificate affirming the compliances from M/s. Chandrasekaran Associates, Company Secretaries

REPORT ON CORPORATE GOVERNANCE (CONTD.)

(Firm Registration Number: P1988DE002500), the Company's Secretarial Auditors and the same is annexed as Annexure – II.

CODE FOR PREVENTION OF INSIDER TRADING PRACTICES:

In compliance with the SEBI regulations on prevention of Insider Trading, the Company has instituted a comprehensive Code of Conduct for prohibition of insider trading to regulate, monitor and report trading in the Company's securities by Designated Persons and their Immediate Relatives. The basic intention of the Code of Conduct is to prohibit employees or any other person from dealing in the Equity Shares of the Company while they are in possession of Unpublished price sensitive information.

DISCLOSURE WITH RESPECT TO DEMAT SUSPENSE ACCOUNT/ UNCLAIMED SUSPENSE ACCOUNT

The Company does not have any Demat Suspense/ Unclaimed Suspense Account.

AGREEMENTS UNDER CLAUSE 5A OF PARAGRAPH A OF PART A OF SCHEDULE III OF THE LISTING REGULATIONS

The Company is not having any agreement prescribed under clause 5A of paragraph A of Part A of Schedule III to the Listing Regulations.

DISCLOSURE BY LISTED ENTITY AND ITS SUBSIDIARIES OF LOANS AND ADVANCES IN THE NATURE OF LOANS TO FIRMS/COMPANIES IN WHICH DIRECTORS ARE INTERESTED BY NAME AND AMOUNT

During the Financial Year 2025-26, no loans or advances have been given to the firms/companies in which the directors of the Company are interested.

DETAILS OF MATERIAL SUBSIDIARIES OF THE LISTED ENTITY; INCLUDING THE DATE AND PLACE OF INCORPORATION AND THE NAME AND DATE OF APPOINTMENT OF THE STATUTORY AUDITORS OF SUCH SUBSIDIARIES

Name of Subsidiary	Airplaza Retail Holdings Private Limited
Date & Place of Incorporation	Date of Incorporation: February 01, 2008 Place of Incorporation: Chennai, Tamil Nadu
Name of Statutory Auditors as on March 31, 2026	M/s. Walker Chandio & Co LLP
Date of Appointment/Re-appointment of Statutory Auditor	September 22, 2025 (Re-appointment)

CEO AND CFO CERTIFICATION

Mr. Gunender Kapur, Managing Director & Chief Executive Officer and Mr. Amit Gupta, Chief Financial Officer of the Company have certified compliance of Regulation 17(8) of the Listing Regulations. The CEO and CFO certificate issued by them to the Board is annexed as Annexure - III to this report.

CODE OF CONDUCT

The Board has approved and adopted a Code of Conduct for all Board Members and senior management of the Company, which can be accessed on the Company's website at <https://aboutvishal.com/resources/media/files/16777d8b-5165-4dbe-901b-d4b3c42be2d7.pdf>.

On behalf of the Board
For Vishal Mega Mart Limited

Date: July 23, 2026
Place: Mumbai

Nishant Sharma
(Non- Executive Non-Independent Director)
DIN: 03117012

Gunender Kapur
(Managing Director & CEO)
DIN: 01927304

REPORT ON CORPORATE GOVERNANCE (CONTD.)

DECLARATION ON COMPLIANCE WITH CODE OF CONDUCT FOR DIRECTORS & SENIOR MANAGEMENT

[Pursuant to Part D of Schedule V to SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To
The Members of Vishal Mega Mart Limited

Sub: Compliance with Code of Conduct

I hereby declare that all the Board members and Senior Management Personnel have affirmed compliance with the Code of Conduct of the Company as adopted by the Board of Directors, for the Financial Year ended March 31, 2026.

Date: July 23, 2026
Place: Mumbai

Gunender Kapur
Managing Director & CEO
DIN: 01927304

ANNEXURE - I

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
VISHAL MEGA MART LIMITED
(Formerly known as Vishal Mega Mart Private Limited)

Plot No. 184, Fifth Floor, Platinum Tower Udyog Vihar, Phase-1
Gurugram Haryana 122016 India

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of **Vishal Mega Mart Limited** (formerly known as Vishal Mega Mart Private Limited) and having CIN: L51909HR2018PLC073282 and having Registered office at Plot No. 184, Fifth Floor, Platinum Tower Udyog Vihar, Phase-1, Gurugram, Haryana, India, 122016 (hereinafter referred to as '**the Company**'), produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C Sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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 and based on declarations received from respective Directors, We hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ended 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.	Name of the Director	DIN	Date of appointment in Company
1.	Mr. Gunender Kapur	01927304	22/09/2020
2.	Mr. Sanjeev Aga	00022065	16/10/2020
3.	Ms. Soumya Rajan	03579199	31/05/2024
4.	Mr. Manas Tandon	05254602	16/10/2020
5.	Ms. Neha Bansal	02057007	25/02/2022
6.	Mr. Nishant Sharma	03117012	16/10/2020
7.	Mr. Vageesh Gupta	07837351	13/11/2025
8.	Mr. Yogesh Yadav	06788269	13/11/2025

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 on these based on our verification. 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.

For **Chandrasekaran Associates**

Company Secretaries

FRN: P1988DE002500

Peer Review Certificate No: 6689/2025

Lakhan Gupta

Partner

Membership No. F12682

Certificate of Practice No.: 26704

UDIN: F012682H000321881

Date: May 14, 2026

Place: New Delhi

ANNEXURE - II

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER LISTING REGULATIONS, 2015

To
The Members
Vishal Mega Mart Limited
(formerly known as Vishal Mega Mart Private Limited)
 Plot No. 184, Fifth Floor, Platinum Tower,
 Udyog Vihar, Phase-1, Gurugram, Haryana- 122016

We have examined all relevant records of M/s. Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited) **(the Company)** for the purpose of certifying of all the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the financial year ended 31 March 2026. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of certification.

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof. 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.

On the basis of our examination of the records produced explanations and information furnished, we certify that the Company has complied with the conditions of the Corporate Governance under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

For **Chandrasekaran Associates**

Company Secretaries
 FRN: P1988DE002500
 Peer Review Certificate No: 6689/2025

Lakhan Gupta

Partner
 Membership No. F12682
 Certificate of Practice No.: 26704
 UDIN: F012682H000321892

Date: May 14, 2026
 Place: New Delhi

ANNEXURE – III

CEO/CFO CERTIFICATE PURSUANT TO PART B OF SCHEDULE II TO THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

To
The Board of Directors/Audit Committee
Vishal Mega Mart Limited

We, Gunender Kapur, Managing Director & CEO and Amit Gupta, Chief Financial Officer, of Vishal Mega Mart Limited, hereby certify that:

- a) We have reviewed financial statements and the cash flow statement for the financial year ended 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 statements 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 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 internal control systems pertaining to financial reporting. 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. That there have been no significant changes in internal control over financial reporting during the year;
 - ii. That there has not been any significant change in the accounting policies during the year requiring disclosure in the notes to the Financial Statements; and
 - iii. That we are not aware of any instance of significant fraud during the year, with involvement therein of the management or any employee having a significant role in the Company's internal control system over financial reporting.

Place: Gurugram
 Date: May 14, 2026

Gunender Kapur
 (Managing Director & CEO)

Amit Gupta
 (Chief Financial Officer)

ANNEXURE-8

FORM 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]

Name of the Company: Vishal Mega Mart Limited

1. Details of contracts or arrangements or transactions not at arm's length basis:

During the year, the Company has not entered into any contract or arrangement or transaction which was not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis

During the year, the Company has entered into following material contract(s) or arrangement(s) or transaction(s) at arm's length basis:

Corporate identity number (CIN) of the Related Party	Name(s) of the related party and nature of relationship	Nature of contracts/ arrangements/ Transactions	Duration of the contracts/ arrangement transactions	Salient terms of the contracts or arrangements or transactions including the value, if any	Transaction undertaken during the year (Amount in million)	Date(s) of approval by the Audit Committee Board, if any	Amount paid as advances
U52399HR2008PTC086045	Airplaza Retail Holdings Private Limited (Wholly Owned Subsidiary)	Sale of traded goods	In terms of Master Franchise Agreement dated March 21, 2024	The Franchisee shall exclusively procure from the Franchisor the Franchisor's Branded Products.	63,593.91	May 14, 2025	Nil
		Royalty Income			1,286.63	May 14, 2025	Nil
		Recovery of common employees service			216.52	May 14, 2025	Nil
		Recovery of common warehouse service			81.73	May 14, 2025	Nil
		Equipment lease rental			982.75	May 14, 2025	Nil
		Recovery of warehouse rental			19.14	May 14, 2025	Nil
		Share options issued to the employees of the subsidiary	-	Stock Options issued to the employees of subsidiary company under Vishal Mega Mart Employees Stock Options Plan 2019.	54.80	May 14, 2025 and February 12, 2026	Nil

By order of the Board
For **Vishal Mega Mart Limited**

Gunender Kapur
Managing Director & Chief Executive Officer
DIN: 01927304

Nishant Sharma
Non-Executive Non-Independent Director
DIN: 03117012

Date: July 23, 2026
Place: Mumbai

Date: July 23, 2026
Place: Mumbai

ANNEXURE-9

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT

SECTION A: GENERAL DISCLOSURES

I Details of the listed entity

1	Corporate Identity Number (CIN) of the Listed Entity	L51909HR2018PLC073282
2	Name of the Listed Entity	VISHAL MEGA MART LIMITED
3	Year of incorporation	2018
4	Registered office address	Plot No. 184, Fifth Floor, Platinum Tower, Udyog Vihar Phase-1, Gurugram, Haryana, India -122016
5	Corporate address	Plot No. 184, Fifth Floor, Platinum Tower, Udyog Vihar Phase-1, Gurugram, Haryana, India - 122016
6	E-mail	secretarial@vishalwholesale.co.in
7	Telephone	+91 124-4980000
8	Website	www.aboutvishal.com
9	Financial year for which reporting is being done	FY 2025-26
10	Name of the Stock Exchange(s) where shares are listed	National Stock Exchange of India Limited and BSE Limited
11	Paid-up Capital as on March 31, 2026 (In Crore ₹)	₹ 4,673
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Name: Rahul Luthra Telephone: +91-124-4980000 Email: secretarial@vishalwholesale.co.in
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)	Consolidated
14	Name of assurance provider	Grant Thornton Bharat LLP
15	Type of assurance obtained	Reasonable Assurance Business Responsibility and Sustainability Reporting – Core Attributes

II. Products or Services

16. Details of business activities (accounting for 90% of the turnover):

Sl. No	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Retail Sales - Through physical stores and online platform	Apparel	44
2		General Merchandise	29
3		Fast Moving Consumer goods	27

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

Sl. No	Product/Service	NIC Code	% of total Turnover contributed
1	Apparel	47711	44
2	General Merchandise	47592, 47593, 47594, 47613, 47630, 4764, 47713	29
3	Fast Moving Consumer goods	4721, 47222	27

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Location	Number of Plants*	Number of Offices	Total
National	813	1	814
International	0	0	0

*All retail stores and distribution centres are reported as plants.

19. Markets served by the entity:

a.	No. of locations	
	Locations	Number
	National (No. of States)	28 States and 2 Union Territories
	International (No. of Countries)	0
b.	What is the contribution of exports as a percentage of the total turnover of the entity?	The Company did not have any exports during FY 2025-26
c.	A brief on types of customers	Vishal Mega Mart continues to primarily serve India's young middle income and aspirational youth, a segment that remains one of the fastest growing consumer groups in the country. As this demographic expands with rising disposable incomes, deeper market penetration of organized retail, and increasing aspirations for latest merchandise with better quality, Vishal Mega Mart is rightly positioned to be the preferred destination for aspirational and value-focused high-quality products and capture this opportunity.

IV. Employees

20. Details as at the end of Financial Year:

a. Employees and workers (including differently-abled)

Sl. No	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B/A)	No. (C)	% (C/A)
Employees						
1.	Permanent Employees (D)	21,913	14,501	66	7,412	34
2.	Other than Permanent Employees (E)	0	0	0	0	0
3.	Total Employees (D+E)	21,913	14,501	66	7,412	34
Workers						
4.	Permanent (F)	0	0	0	0	0
5.	Other than Permanent (G)	0	0	0	0	0
6.	Total Workers (F+G)	0	0	0	0	0

b. Differently abled employees and workers

Sl. No	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B/A)	No. (C)	% (C/A)
Employees						
1.	Permanent Employees (E)	969	741	76	228	24
2.	Other than Permanent Employees (F)	0	0	0	0	0
3.	Total Employees (E+F)	969	741	76	228	24

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

Sl. No	Particulars	Total	Male		Female	
		(A)	No. (B)	% (B/A)	No. (C)	% (C/A)
Workers						
4.	Permanent (G)	0	0	0	0	0
5.	Other than Permanent (H)	0	0	0	0	0
6.	Total Differently Abled Employees (G+H)	0	0	0	0	0

21. Participation/Inclusion/Representation of women

S. No.	Category	Total (A)	No. and percentage of females	
			No. (B)	% (B/A)
1.	Board of Directors	8	2	25
2.	Key Management Personnel	3	0	0

*Mr. Gunender Kapur, Managing Director and Chief Executive Officer is included in both, Board of Directors and Key Management Personnel.

22. Turnover rate for permanent employees and workers

	FY 2025-2026			FY 2024-25			FY 2023-24		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent Employees	83%	85%	84%	75%	72%	74%	89%	93%	90%
Permanent Workers	NA	NA	NA	NA	NA	NA	NA	NA	NA

V Holding, Subsidiary and Associate Companies (including joint ventures)

23. (a) Names of holding / subsidiary / associate companies / joint ventures

Sl. No	Name of the holding / subsidiary / associate companies / joint ventures	Indicate whether it is a holding / Subsidiary / Associate / or Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1.	Airplaza Retail Holdings Private Limited	Subsidiary	100	Yes
2.	Vishal E-Commerce Private Limited	Subsidiary	100	Yes

VI CSR details

24. a.	Whether CSR is applicable as per section 135 of Companies Act, 2013:	Yes
	(ii) Turnover (in Crore ₹)	₹ 12,906
	(iii) Net Worth (in Crore ₹)	₹ 7,438

*The above figures (Turnover and Net worth) are mentioned on consolidated basis.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

VII Transparency and Disclosures Compliances

Stakeholder group from whom complaint is received	If Yes, then provide web-link for grievance redress policy	FY 2025-26			FY 2024-25		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes https://www.vishalmegamart.com/enin/terms.html#privacypolicy&id=terms	0	0	-	0	0	-
Investors (other than shareholders)	Yes https://aboutvishal.com/resources/media/files/7ef2f51f-d3c8-40b2-9814-d3570febd069.pdf	0	0	-	0	0	-
Shareholders	Yes https://aboutvishal.com/resources/media/files/7ef2f51f-d3c8-40b2-9814-d3570febd069.pdf	13	0	-	1,968	0	-
Employees and workers	Yes https://aboutvishal.com/resources/media/files/7ef2f51f-d3c8-40b2-9814-d3570febd069.pdf	158	0	-	100	0	-
Customers	Yes https://www.vishalmegamart.com/enin/terms.html#privacypolicy&id=terms	94,575	0	-	81,482	0	-
Value Chain Partners	Yes https://aboutvishal.com/resources/media/files/7ef2f51f-d3c8-40b2-9814-d3570febd069.pdf	0	0	-	0	0	-
Others (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 pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along with its financial implications, as per the following format:

Sl. No	Material Issue Identified	Indicate whether risk or opportunity	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1.	Supply Chain Management and Sourcing	Risk	Inefficiencies within the supply chain represent a material risk for VMM. Dependence on suppliers that fail to meet reliability, labour compliance, or environmental standards can disrupt inventory availability, elevate operating costs, and adversely affect the Company's reputation. Such vulnerabilities may lead to product shortages, regulatory non compliance consequences, and erosion of customer confidence, ultimately affecting operational continuity and constraining VMM's long term growth prospects.	Strengthening logistics across the supply chain to reduce emissions remains a critical priority. Advancing measures such as increasing local sourcing, broadening the supplier base, and implementing robust supply chain risk management frameworks will further enhance resilience and support long term sustainability objectives.	Negative Implication

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

Sl. No	Material Issue Identified	Indicate whether risk or opportunity	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
2.	Regulatory Compliance	Risk	Adherence to statutory and regulatory requirements is fundamental to the Company's continued operations. Any lapse in meeting mandatory compliances may result in regulatory penalties, legal consequences, and operational disruptions, thereby affecting the Company's overall governance and business continuity.	- Promoting an ethical organisational culture grounded in transparency, accountability, and adherence to compliance requirements. - Undertaking periodic risk assessments to proactively identify, evaluate, and mitigate potential compliance-related risks.	Negative Implication
3.	Consumer Behaviour and Market Trends	Opportunity	Actively engaged customers are more likely to demonstrate loyalty, resulting in repeat purchases and positive word of mouth referrals. High customer satisfaction enhances the Company's brand reputation and contributes to stronger sales performance. By prioritizing customer experience, embracing digital engagement trends, and fostering long term relationships, the Company can strengthen its competitive position. Ultimately, a customer centric approach supports sustained business growth and builds enduring consumer trust.	-	Positive Implication
4.	Business Continuity and Operational resilience	Risk	Ensuring business continuity is essential for safeguarding the long term sustainability of the organisation. By proactively preparing for potential disruptions, VMM can mitigate risks, maintain operational resilience, and reinforce customer confidence. Key elements supporting continuity include adherence to legal and regulatory requirements, sound financial management, effective supply chain oversight, and prioritisation of employee well being. Collectively, these practices strengthen brand reputation and help the Company sustain a competitive advantage.	The Company will establish a comprehensive Business Continuity Plan (BCP) encompassing key Environmental, Social, Governance, and critical IT infrastructure aspects across the organisation. Disaster Recovery (DR) sites are maintained to ensure uninterrupted operations during disruptions, with periodic testing conducted to evaluate performance and identify required enhancements. The Company's policies and procedures are designed to effectively manage unforeseen events and operational challenges, thereby supporting organisational resilience and continuity.	Negative Implication
5.	Ethics and Transparency	Risk	Conducting the Company's daily operations in an ethical and responsible manner, including adhering to ethical marketing practices, ensuring transparent and compliant stakeholder engagement, and implementing stringent anti-bribery and anti-corruption measures.	- Establishment of a comprehensive Code of Conduct to guide ethical behaviour across all levels of the organisation. - Formulation of policies, programs, and mechanisms designed to prevent unethical practices and promote a culture of integrity and accountability.	Negative Implication

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

Sl. No	Material Issue Identified	Indicate whether risk or opportunity	Rationale for identifying the risk/ opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
6.	Sustainability and climate	Opportunity	Minimising greenhouse gas emissions and increasing the share of renewable energy within the Company's overall energy mix presents a significant opportunity to strengthen its positive environmental impact and advance long term sustainability objectives.	-	Positive Implication
7.	Data privacy and cybersecurity	Risk	The Company faces potential economic and reputational risks arising from inadequate data security and privacy safeguards, which may also erode customer confidence and trust.	Implementation of robust information security systems along with stringent policies governing the management and protection of sensitive customer data.	Negative Implication

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)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
	c. Web Link of the Policies, if available*	https://aboutvishal.com/?content=Policies&Codes&id=25								
2.	Whether the entity has translated the policy into procedures. (Yes / No)	Yes								
3.	Do the enlisted policies extend to your value chain partners? (Yes/No)	Yes								
4.	Name of the national and international codes/ certifications/labels/ standards (e.g., Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustee) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	NA								
5.	Specific commitments, goals and targets set by the entity with defined timelines, if any.	No								
6.	Performance of the entity against the specific commitments, goals and targets along-with reasons in case the same are not met.	NA								

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

Disclosure Questions		P1	P2	P3	P4	P5	P6	P7	P8	P9
Governance, Leadership and Oversight										
7.	Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements	Dear Stakeholders, At Vishal Mega Mart, we remain committed to responsible growth by embedding sustainability at the core of our business operations. Our approach is guided by the principles of environmental stewardship, social responsibility, and strong governance. We continue to invest in the development of our workforce through structured training programmes that build essential capabilities across functions. Our workplace culture prioritizes well being, inclusivity, and accountability, supported by robust health and safety practices and transparent grievance redressal mechanisms. Governance remains central to our sustainability agenda. We have further strengthened our frameworks for data privacy, anti corruption, and regulatory compliance, supported by regular oversight from our Corporate Social Responsibility & Sustainability Committee. As we look ahead, we remain dedicated to building a responsible, future ready organisation that creates long term value for our customers, employees, partners, and the communities we serve. We appreciate your continued support.								
8.	Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Corporate Social Responsibility & Sustainability Committee								
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, Corporate Social Responsibility & Sustainability Committee								

*Certain policies intended for internal stakeholders are accessible through the Company's internal portal.

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by 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 above policies and follow up action	Yes									Periodically or as and when required								
Compliance with statutory requirements of relevance to the principles, and, rectification of any non-compliances	Yes									The Company is in compliance with applicable laws and regulations.								
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	P1	P2	P3	P4	P5	P6	P7	P8	P9	No								

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

12. If 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 entity is not at a stage where it is in a position to formulate and implement the policies on specified principles (Yes/No)									
The entity is not at a stage where it is in a position 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)									
Any other reason (please specify)									

SECTION C: PRINCIPLE WISE PERFORMANCE DISCLOSURE

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 programmes on any of the Principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	18	The Company carries out familiarization programmes on a periodic basis for its directors (including Independent Directors), Key Managerial Personnel (KMP) and other Senior Management Personnel (SMP), as required under the SEBI Listing Regulations and the Companies Act, 2013. During such Familiarization programmes, the Directors, KMPs and SMPs are updated on matters relating to the industry, business overview and updates, regulatory updates applicable on the Company, risk factors and their mitigation, Environment Social and Governance (ESG) factors, information technology including cyber security and Corporate Social Responsibility initiatives.	100%
Key Management Personnel	22	In addition to above familiarization programmes, several trainings were also conducted for Board, KMPs and SMPs including but not limited to trainings on Prevention on Sexual Harassment of Women (POSH), Fire Safety Trainings, and others.	100%

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Employees other than BODs and KMPs	32	The Company conducts periodic training programmes for employees to reinforce ethical practices, transparency, and accountability. These include trainings on Human Resources Code of Conduct, POSH, legal and regulatory compliance, Prevention of Insider Trading (PIT), and cybersecurity, along with awareness on whistle-blower mechanisms and workplace health and safety measures. Additionally, training initiatives cover responsible resource and waste management, customer service excellence, and employee wellbeing, to embed sustainable and responsible practices in day-to-day operations. These programmes enhance employee awareness of ethical standards, strengthen compliance, and promote a culture of integrity, sustainability, and stakeholder focus across the organization.	100%
Workers	NA	NA	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 ₹)	Brief of the Case	Has an appeal been preferred? (Yes/No)
Penalty/Fine	Nil	-	-	-	-
Settlement		-	-	-	-
Compounding fee		-	-	-	-
Non-Monetary					
	NGRBC Principle	Name of the regulatory/ enforcement agencies/ judicial institutions	Brief of the case	Has an appeal been preferred? (Yes/No)	
Imprisonment		Nil			
Punishment		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.

NA

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, the Company has an anti-corruption and anti-bribery policy which is accessible at the following weblink - <https://aboutvishal.com/resources/media/files/f1332247-adf1-40c6-b896-dd964d9bb9cd.pdf>

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

Vishal Mega Mart Limited (VMM) has implemented a comprehensive Anti Bribery and Anti Corruption Policy that reflects its commitment to the highest legal and ethical standards. The policy applies to all employees and associates, guiding their interactions with government authorities, business partners, and third party intermediaries. It is aligned with applicable legal frameworks, including the Prevention of Corruption Act and the Prevention of Money Laundering Act, and incorporates relevant international standards.

The policy strictly prohibits all forms of improper influence such as gifts, entertainment, facilitation payments, or commercial bribery and requires accurate accounting and transparent record keeping to prevent any misrepresentation of transactions. VMM conducts due diligence on third party intermediaries to ensure engagements are based on legitimate business requirements. All employees are expected to understand and comply with the policy, with violations subject to disciplinary action, including termination. Queries or concerns regarding the policy are directed to the Legal Department, under the oversight of the Chief Financial Officer and General Counsel.

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/ corruption:

Category	FY 2025-26	FY 2024-25
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. Details of complaints with regard to conflict of interest:

	FY 2025-26		FY 2024-25	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	-	0	-
Number of complaints received in relation to issues of Conflict of Interest of KMPs	0	-	0	-

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.

NA

8. Number of days of accounts payables ((Accounts payable *365) / Cost of goods/services procured) in the following format:

	FY 2025-26	FY 2024-25
Number of days of accounts payable*	56	60

*Calculations are based on the SEBI Industry Standards for BRSR Core reporting dated December 20, 2024. The data for FY 2024-25 has been restated accordingly to make it comparable.

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	FY 2024-25
Concentration of Purchases	a. Purchases from trading houses as % of total purchases*	4%	4%
	b. Number of trading houses where purchases are made from	52	39
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	54%	69%

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

Parameter	Metrics	FY 2025-26	FY 2024-25
Concentration of Sales	a. Sales to dealers / distributors as % of total sales	NA	NA
	b. Number of dealers /distributors to whom sales are made	NA	NA
	c. Sales to top 10 dealers / distributors as % of total sales to dealers / distributors	NA	NA
Share of RPTs in	a. Purchases (Purchases with related parties / Total Purchases)	0	0
	b. Sales (Sales to related parties / Total Sales)	0	0
	c. Loans & advances (Loans & advances given to related parties / Total loans & advances)	0	0
	d. Investments (Investments in related parties / Total Investments made)	0	0

* Percentage of concentration of purchases and sales with trading houses =

(Total purchases from trading houses in tradeable goods/ total purchases of tradeable goods)*100

LEADERSHIP INDICATORS

1. Awareness programmes conducted for value chain partners on any of the Principles during the financial year.

Total number of awareness programmes held	Topics/principles covered under the training and its impact	% age of persons in value chain covered by the awareness programmes
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The Company undertakes vendor sensitisation initiatives on key ESG aspects, including environment and social management, responsible waste disposal practices, minimisation of wastage, adoption of SR principles, sustainable sourcing and waste reduction . These programmes support the Company's commitment to ethical conduct and long-term sustainability in its business operations.

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.

The Company has established processes under its Code of Conduct for the Board of Directors and Senior Management to effectively identify, disclose and manage conflicts of interest. Directors submit disclosures and declarations about their interests in other companies/entities and bodies corporate at the first Board Meeting after appointment, at the first Board Meeting of each financial year and whenever there is a change, which are placed before the Board for review and noting. Senior Management provides declarations in compliance with Regulations 26(5) and 26(6) of the SEBI Listing Regulations confirming the absence of potentially material conflict-of-interest transactions during the year. Directors interested in any agenda item in the meetings of the Board of Directors, abstain from deliberation and voting on such matters, ensuring transparency and integrity in decision-making.

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 product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2025-26	FY 2024-25	Details of improvements in environmental and social impacts
Research & Development (R&D)	NA		
Capital Expenditure (CAPEX)			

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2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

To support sustainable growth, VMM continuously strengthens its supply chain by partnering with vendors that meet recognized environmental and social compliance standards, including HIGG FSLM Verification, HIGG FEM Verification, and Sedex Members Ethical Trade Audit (SMETA). Sustainable sourcing remains a key priority, with a focus on materials such as 100% GOTS-certified organic cotton, 100% recycled rayon, and other recycled fabrics. VMM ensures that all vendors uphold ethical practices across human rights, labour standards, occupational health and safety, environmental stewardship, and ethical business conduct. The Company further encourages its partners to integrate these principles throughout their operations, fostering a responsible and resilient supply chain.

b. If yes, what percentage of inputs were sourced sustainably?

25% (Only products marketed under proprietary brands is considered)

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.

VMM is committed to consistently reducing the amount of waste we produce. Plastic packaging waste is managed through segregation at the source, ensuring it is handled and disposed of responsibly by authorized local vendors. Similarly, electronic waste (e-waste) is securely processed through certified vendors. Battery waste is managed through a buy-back arrangement, whereby used batteries are returned to the supplier for appropriate disposal and management.

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.

Yes.

The Company is registered as a Brand Owner with Central Pollution Control Board (CPCB) under the Plastic Waste Management Rules, 2016, for disposal of waste generated due to plastic packaging.

Company's waste collection plan is in line with the EPR plan submitted to CPCB. We are also taking several initiatives at our stores and distribution centres to reduce plastic usage. One of such initiative is using less micron plastic bags for packing loose items which are 100% biodegradable. We also collaborate with vendors and scrap dealers for proper disposal of waste at stores and distribution centres. We ensure to have our continued commitment to reduce plastic usage and protecting and preserving the environment.

LEADERSHIP INDICATORS

1. Has the entity conducted Life Cycle Perspective / Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?

Name of Product/Service	% of total Turnover contributed	Boundary for which the Life Cycle Perspective/ Assessment was conducted	Whether conducted by independent external agency (Yes/ No)	Results communicated in public domain (Yes/ No)
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As the Company does not undertake in-house manufacturing and operates on third-party contract manufacturing, a formal life cycle assessment of its products has not been conducted.

2. If there are any significant social or environmental concerns and/or risks arising from 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.

Sl. No.	Name of the product	Description of the risk	Action Taken
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NA

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

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).

The Company does not undertake any in-house manufacturing activities and operates through contract manufacturing arrangements with third-party vendors. As a result, the waste generated directly by the Company is minimal in nature. The limited waste generated primarily comprises recyclable packaging materials associated with retail and logistics operations. The Company encourages responsible waste handling and recycling practices across its operations and vendor ecosystem.

4. Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:

	FY 2025-26			FY 2024-25		
	Reused	Recycled	Safely Disposed	Reused	Recycled	Safely Disposed
Plastics (including packaging)	NA			NA		
E-waste						
Hazardous waste						
Other waste						

5. Reclaimed products and their packaging materials (as percentage of products sold) for each product category.

NA

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	% of employees covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No. (D)	% (D/A)	No. (E)	% (E/A)	No. (F)	% (F/A)
Permanent Employees											
Male	14,501	14,501	100	14,501	100	0	0	499	3	0	0
Female	7,412	7,412	100	7,412	100	7,412	100	0	0	126	2
Total	21,913	21,913	100	21,913	100	7,412	100	499	2	126	1
Other than Permanent Employees											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0

b. Details of measures for the well-being of workers:

Category	% of workers covered by										
	Total (A)	Health Insurance		Accident Insurance		Maternity Benefits		Paternity Benefits		Day Care facilities	
		No. (B)	% (B/A)	No. (C)	% (C/A)	No.(D)	%(D/A)	No. (E)	%(E/A)	No. (F)	%(F/A)
Permanent Workers											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0
Other than Permanent Workers											
Male	0	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0	0

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

- c. Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format –

	FY 2025-26	FY 2024-25
Cost incurred on wellbeing measures as a % of total revenue of the Company	0.15%	0.14%

2. Details of retirement benefits, for Current FY and Previous Financial Year:

Sr. No.	Benefits	FY 2025-26			FY 2024-25		
		No. of employees covered as a % of total employees	No. of workers covered as a % of total worker	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 worker	Deducted and deposited with the authority (Y/N/N.A.)
1.	PF	100	0	Y	100	0	Y
2.	Gratuity	100	0	Y	100	0	Y
3.	ESI	100% of Applicable employees	0	Y	100% of Applicable employees	0	Y
4.	Others - EDLI	100	0	Y	100	0	Y

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, the Company is committed to fostering an inclusive, accessible, and supportive workplace for differently abled employees. The Company's premises are designed to promote ease of access and mobility through the provision of ramps, lifts or elevators, clear signage, and accessible sanitation facilities. Employees are provided with necessary workplace support and assistance to ensure they can perform their roles effectively and safely. Through these initiatives, the Company aims to create an equitable work environment that enhances accessibility, independence, well-being, and overall employee experience for differently abled individuals.

4. **Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.**

Yes, <https://aboutvishal.com/?content=Policies&Codes&id=25>

The Company is committed to fostering a diverse, equitable, and inclusive workplace where all employees are treated with respect and dignity. We provide equal employment opportunities and prohibit discrimination based on disability, gender, caste, religion, age (within legal limits), marital status, nationality, ethnicity, geographic origin, sexual orientation, or any other protected characteristic.

This commitment is reflected across all stages of employment, including recruitment, compensation, promotions, transfers, and professional development, with all decisions based solely on merit, qualifications, skills, and performance. We also strive to create an accessible and supportive work environment for differently abled employees through appropriate infrastructure, accommodations, and workplace support. By embracing diversity across age groups, genders, abilities, and backgrounds, we foster a culture of inclusion, innovation, and equal opportunity for all.

5. **Return to work and Retention rates of permanent employees and workers that took parental leave.**

Gender	Permanent Employees		Permanent Workers	
	Return to work rate	Retention Rate	Return to work rate	Retention Rate
Male	100%	80%	NA	NA
Female	93%	49%	NA	NA
Total	95%	54%	NA	NA

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

6. **Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.**

Category	Yes/No	Details of the mechanism in brief
Permanent Workers	NA	Yes, Vishal Mega Mart Limited has implemented a Grievance Redressal Policy designed to uphold a transparent, fair, and supportive environment for employees, workers, and external stakeholders. The policy provides a structured and confidential mechanism for reporting concerns without fear of retaliation and covers workplace conduct, ethical practices, and related matters. Employees have various means and channels for registering their grievances, including but not limited to: 1. A Helpline number of which access is with Vigilance and Ethics Officer 2. Mailbox 3. Townhall meetings with Senior Management and Leadership Team, specifically Managing Director and Chief Executive Officer 4. Direct access to Chairperson of Audit Committee via email, in exceptional circumstances
Other than Permanent Workers		
Permanent Employees		
Other than Permanent Employees	NA	

7. **Membership of employees and worker in association(s) or Unions recognized by the listed entity :**

Category	FY 2025-26			FY 2024-25		
	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 (C)	No. of employees / workers in respective category, who are part of association(s) or Union (D)	% (D/C)
Total Permanent Employees	21,913	0	0	18,029	0	0
Male	14,501	0	0	12,758	0	0
Female	7,412	0	0	5,271	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					FY 2024-25				
	Total (A)	On Health and Safety Measures		On Skill upgradation		Total (D)	On Health and Safety Measures		On Skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	14,501	14,501	100	14,501	100	12,758	12,758	100	12,758	100
Female	7,412	7,412	100	7,412	100	5,271	5,271	100	5,271	100
Total	21,913	21,913	100	21,913	100	18,029	18,029	100	18,029	100
Workers										
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
Total	0	0	0	0	0	0	0	0	0	0

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

9. Details of performance and career development reviews of employees and worker:

Category	FY 2025-26			FY 2024-25		
	Total employees / workers in respective category (A)	No. of employees / workers in respective category, who had a career review (B)	% (B/A)	Total employees / workers in respective category (C)	No. of employees / workers in respective category, who had a career review (D)	% (D/C)
Employees						
Male	14,501	14,501	100	12,758	10,719	84
Female	7,412	7,412	100	5,271	4,306	82
Total	21,913	21,913	100	18,029	15,025	83
Workers						
Male	0	0	0	0	0	0
Female	0	0	0	0	0	0
Total	0	0	0	0	0	0

10. Health and safety management system:

a. Whether an occupational health and safety management system has been implemented by the entity? (Yes/No)

Yes

What is the coverage of such system?

Occupational health and safety management system covers all employees of the Company. The Company has a properly designed training programme under the Occupational Health and Safety Management System keeping in view the precautions and readiness required in case of emergency situations. All employees across India are required to undergo a range of mandatory training programs covering areas such as fire & electrical safety, emergency preparedness, hazards and their types, risks, unsafe conditions & acts, near misses, PPEs, safe house-keeping practices & basic first-aid etc. These training sessions are conducted by qualified professionals with relevant expertise, who provide comprehensive guidance and ensure that employees are adequately trained to respond effectively in emergency situations.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

VMM follows a structured incident response approach focused on ensuring the safety and well-being of all individuals. Employees, especially those in stores and distribution centres, are regularly trained in safe material handling, fire safety and crowd management practices. Additionally, as a part of safety management and hazard prevention preparedness, periodic review is conducted to ensure premise's safety management, emergency preparedness and hazard prevention & mitigation on the PDCA (Plan-Do-Check-Act) cycle. Clear protocols and standard procedures guide swift and coordinated responses during emergencies. This preparedness helps minimize risks and enhances response efficiency. Overall, the approach fosters a strong culture of safety and accountability across the organization.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Yes/No)

Yes, Employees are regularly encouraged and trained to identify, report, and address unsafe conditions, near misses, and workplace incidents through established reporting mechanisms and appropriate communication channels. These reporting processes enable timely investigation, corrective action, and continuous monitoring until resolution, helping to mitigate risks and maintain a safe working environment. In addition, periodic emergency preparedness and mock evacuation drills are conducted to ensure employees are familiar with emergency response protocols and evacuation procedures.

d. Do the employees/ worker of the entity have access to non-occupational medical and healthcare services? (Yes/ No)

Yes

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

11. Details of safety related incidents, in the following format:

Safety Incident/Number	Category	FY 2025-26	FY 2024-25
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0.08	0.31
	Workers	NA	NA
Total recordable work-related injuries	Employees	4	13
	Workers	NA	NA
No. of fatalities	Employees	0	0
	Workers	NA	NA
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	NA	NA

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

The Company adopts a precautionary approach through its occupational health and safety training programs to proactively minimize risks. Employees receive fire safety training, participate in regular evacuation mock drills, and are familiarized with evacuation plans displayed across stores. Training also includes the proper use of emergency exits and fire extinguishers. Personnel, particularly those working in stores and distribution centres, are trained in safe material handling, fire safety protocols, and effective crowd management practices to ensure preparedness and minimize risk. These initiatives enhance readiness and enable quick, coordinated responses during emergencies. They also help employees identify potential hazards early and take preventive action. Overall, the approach strengthens a culture of safety and awareness across the organization.

13. Number of Complaints on the following made by employees and workers:

	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions			Nil			
Health & Safety			Nil			

14. Assessments for the year:

Topic	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Health and safety practices	100%
Working conditions	100%

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.

NA

LEADERSHIP INDICATORS

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

a. Employees (Yes/No):

Yes. The Company provides financial and social security benefits to all employees through insurance and statutory welfare schemes. These include coverage under the Employees' Deposit Linked Insurance (EDLI) Scheme, Group Term Life (GTL) Insurance based on employee bands, and statutory benefits such as Provident Fund, Gratuity, and ESI, as applicable under law. In the unfortunate event of an employee's death during service, the Company extends support to the employee's family members. Additionally, provisions are in place for vesting of unvested ESOPs of the deceased employee in favour of the employee's nominated family members, in accordance with applicable policies.

b. Workers (Yes/No): NA

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2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners

The Company promotes and facilitates compliance with applicable statutory and labour laws across its value chain, including vendors and contract manufacturers, by incorporating relevant compliance obligations within its business and legal agreements. Value chain partners are contractually required to adhere to all applicable labour and employment regulations.

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:

Category	Total no. of affected employees/ workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2025-26	FY 2024-25	FY 2025-26	FY 2024-25
Employees	NA	NA	NA	NA
Workers	NA	NA	NA	NA

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).

The Company undertakes regular skill upgradation and capacity-building initiatives for its Head Office and store employees across India to enhance their competencies and long-term employability. Training programmes cover areas such as soft skills, communication, and personality development, in addition to functional capabilities. These initiatives are designed to support continuous learning and career progression within the organisation.

5. Details on assessment of value chain partners:

Topic	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices Working Conditions	VMM promotes compliance with health, safety, and fair labour practices across its vendor ecosystem, at the time of vendor onboarding and renewal of their registrations. As part of vendor onboarding and renewal process, vendors are required to formally acknowledge and sign contractual commitments confirming adherence to applicable health, safety, and labour standards. Verification at vendor premises is also conducted by Company personnel prior to vendor onboarding and at the time of renewal of their registrations. Together, these measures enable VMM to maintain effective oversight and foster continued adherence to its expectations regarding safe, ethical, and responsible working conditions.

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.

NA

PRINCIPLE 4: Businesses should respect the interests of and be responsive to all its stakeholders

ESSENTIAL INDICATORS

1. Describe the processes for identifying key stakeholder groups of the entity:

At Vishal Mega Mart, we believe that proactive stakeholder engagement is essential to building business and creating wealth for all in the long term. Keeping in view our beliefs on stakeholder engagement, we identify our key internal and external stakeholders through a structured assessment process that involves discussions and deliberations with the top management and Heads of Departments to determine and evaluate groups capable of influencing the Company's operations, as well as those impacted by its activities. The Company remains committed to active and continuous

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

engagement with these stakeholders to understand their expectations and to integrate these insights into strategic planning and decision making processes, by way of the following engagement programmes:

- Employee townhalls and surveys on HR Touch points for feedbacks and suggestions for improvement
- Customers feedback mechanisms
- Frequent meetings with Value Chain Partners on their perspectives regarding the processes
- Online and Offline grievance redressal platforms
- Interactions with Regulatory Authorities and industry forums.

2. List stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group:

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	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	- Internal communications - Townhall and Conclave - Rewards and Recognition programs - Employee engagement/ satisfaction surveys - Annual appraisal meetings - Employee engagement initiatives	Others – Regularly	- Employee welfare programs - Skill development - Adherence to the Regulatory Norms - Corporate policies - Training & professional development
Shareholders/ Investors	No	- Email - Annual General Meeting - Press Releases - Investor Meetings	Others – Regularly	- Financial performance and business outlook
Customers	No	- Advertisements - Pamphlets, - Website - In-Store Communication - Helpdesk	Others – Regularly	- Details regarding current offers and promotions - Prompt and effective resolution of issues - Collection of feedback on the services provided by the Company
Business Partners/ Associates	No	- Email - Website - Conference Calls - One-on-one meetings	Others – Regularly	- Provision of materials and services - Evaluating supplier performance and addressing any inquiries - Keeping abreast of changing industry trends and applicable best practices - Engaging in discussions regarding sustainability criteria

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Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/ Half yearly/ Quarterly /others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Regulatory Bodies	No	- Meetings - Conferences - Facility visits by Government / Regulatory officials - Official Communications - Statutory Publications	Quarterly/ Annually	- Compliance with relevant laws and regulations - Prompt response to any requested information
Local Community	No	- Community welfare programs - Project assessment reviews	Others – Regularly	- Community safety and development - Engagement and communication

LEADERSHIP INDICATORS

- Provide the processes for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.

The Company has established robust processes for engaging consultations between the stakeholders and the Board of Directors. The Board is regularly apprised of key matters through industry overview, material developments, regulatory updates, Corporate Social Responsibility (CSR) Annual Action Plans, and the status of CSR initiatives. A comprehensive compliance report covering adherence to the applicable laws on the Company is placed before the Board on a quarterly basis for its review and deliberation. The Company also promotes awareness on ESG-related topics amongst its internal and external stakeholders through periodic advisories and communications on areas such as Prevention of Sexual Harassment of Women (POSH), waste management, fire safety, and reduction of plastic usage. Additionally, the Stakeholders' Relationship Committee of the Board reviews investor grievances and monitors the status of their resolution during its meetings.

- 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 policies and activities of the entity.

The Company firmly believes in maintaining open communication with its stakeholders by valuing their views and considering their suggestions for implementation, wherever appropriate, with the objective of achieving overall organisational improvement, including enhanced performance on the ESG front. The Company periodically reviews and updates its internal policies and practices based on feedback received from stakeholders, including employees. Feedback is gathered through multiple channels such as HR questionnaires and surveys, HR touchpoints, exit interviews, and anonymous inputs shared during periodic townhall interactions with management. The Company encourages open communication and constructive suggestions from stakeholders. Inputs received are evaluated holistically and implemented to the extent feasible, keeping in view the collective interests of all stakeholders.

- Provide details of instances of engagement with, and actions taken to address the concerns of vulnerable/ marginalized stakeholder groups.

The Company engages with its stakeholder groups through transparent communication of its CSR Policy and CSR initiatives, which are disclosed on the Company's website and updated periodically. The Company also directly interacts with beneficiaries of its CSR projects through ground-level engagement and impact assessment activities. Multiple grievance redressal mechanisms are available to stakeholders, including communication through email, telephone, and the Company's website, ensuring accessibility and timely resolution of concerns.

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PRINCIPLE 5: Businesses should respect and promote human rights

ESSENTIAL INDICATORS

- 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			FY 2024-25		
	Total (A)	No. of employees / workers covered (B)	% (B/A)	Total (C)	No. of employees / workers covered (D)	% (D/C)
Employees						
Permanent	21,913	21,913	100	18,029	18,029	100
Other than Permanent	0	0	0	0	0	0
Total Employees	21,913	21,913	100	18,029	18,029	100
Workers						
Permanent	0	0	0	0	0	0
Other than Permanent	0	0	0	0	0	0
Total Workers	0	0	0	0	0	0

- Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2025-26					FY 2024-25				
	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	21,913	14,562	66	7,351	34	18,029	12,638	70	5,391	30
Male	14,501	7,961	55	6,540	45	12,758	8,070	63	4,688	37
Female	7,412	6,601	89	811	11	5,271	4,568	87	703	13
Other than Permanent	NA					NA				
Male										
Female										
Workers										
Permanent	0	0	0	0	0	0	0	0	0	0
Male	0	0	0	0	0	0	0	0	0	0
Female	0	0	0	0	0	0	0	0	0	0
Other than Permanent	NA					NA				
Male										
Female										

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3. Details of remuneration/salary/wages

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)*	5	0	2	35,00,000
Key Managerial Personnel	3	3,60,86,018	0	0
Employees other than BoD and KMP	14,498	1,63,245	7,412	1,02,402
Workers	NA	NA	NA	NA

*The remuneration of Director who is also a KMP is not included in the total remuneration for BOD.

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2025-26	FY 2024-25
Gross wages paid to females as % of total wages	23%	20%

4. Do you have a focal point (Individual/ Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, VMM provides a confidential and structured mechanism for employees and external stakeholders to report concerns related to unethical practices or human rights violations. Any unethical practices or human rights violations are reported to the vigilance and ethics officer/chairperson of the audit committee maintaining confidentiality and ensuring timely resolution. VMM also encourages its value chain partners to adhere to these principles in a structured manner, fostering a transparent and responsible business environment.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

Vishal Mega Mart Limited has implemented a Grievance Redressal Policy to ensure a transparent, fair, and supportive environment for employees, workers, and external stakeholders. The policy provides a structured and confidential mechanism for reporting concerns without fear of retaliation and addresses matters related to workplace conduct and ethical practices. Grievances may be submitted through multiple channels, including an email, customer care number and whatsapp as mentioned on Company's website. The Company ensures timely acknowledgment, conducts impartial investigations, and provides regular updates to facilitate effective resolution.

6. Number of Complaints on the following made by employees and workers:

Category	FY 2025-26			FY 2024-25		
	Filed during the year	Pending resolution at the end of year	Remark	Filed during the year	Pending resolution at the end of year	Remark
Sexual Harassment	1	0	-	1	0	-
Discrimination at workplace	0	0	-	0	0	-
Child Labour	0	0	-	0	0	-
Forced Labour/Involuntary Labour	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other human rights related issues	0	0	-	0	0	-

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2025-26	FY 2024-25
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	1	1
Complaints on POSH as a % of female employees / workers	0.01	0.02
Complaints on POSH upheld	1	1

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

All cases are handled with due confidentiality with no consequences to the complainant.

9. Do human rights requirements form part of your business agreements and contracts? (Yes/No)

Yes, human rights requirements form part of our business agreements and contracts. Binding clauses connected with compliances relating to labour laws and other statutory laws are covered under the business agreements.

10. Assessments for the year:

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100% assessed by the entity
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	

11. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 9 above.

NA

LEADERSHIP INDICATORS

1. Details of a business process being modified / introduced as a result of addressing human rights grievances/complaints.

The Company is committed to upholding human rights and operates in compliance with applicable laws, regulations, policies, and procedures. It respects and promotes human rights in line with all applicable laws. The Company periodically reviews its business processes to identify and mitigate potential human rights risks. During the reporting period, no business processes were identified as requiring modification arising from human rights-related grievances.

2. Details of the scope and coverage of any Human rights due-diligence conducted.

The Company monitors and addresses this aspect through its internal review.

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?

The Company is committed to creating an inclusive and accessible environment for persons with disabilities (PWDs). The Company's premises are equipped with ramps or elevators, supported by clear signage, along with appropriate sanitation facilities. Additional services include priority billing and dedicated assistance from store staff. Support is also provided from store entry to parking areas. These measures aim to enhance accessibility, mobility, and the overall customer experience for PwDs.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

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	Vishal Mega Mart regularly monitors its value chain partners through structured onboarding and contractual requirements. As part of its arrangement the Company requires its partners to comply with applicable legal, ethical, and sustainability standards in accordance with the terms of their contractual arrangements.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – please specify	The Company also encourages and monitors its value chain partners through adherence to recognized standards such as SEDEX-approved vendor frameworks, along with certifications like HIGG and SMETA to ensure social compliance. Vendor organisations are required to comply with applicable labour laws and ethical business practices. This structured approach enables ongoing evaluation and strengthening of a responsible, transparent and sustainable value chain.

5. Provide details of any corrective actions taken or underway to address significant risks / concerns arising from the assessments at Question 4 above.

NA

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, in the following format:

Parameters	Unit	FY 2025-26	FY 2024-25
From renewable sources			
Total electricity consumption (A)	GJ	1,505	436
Total fuel consumption (B)	GJ	0	0
Energy consumption through other sources (C)	GJ	0	0
Total energy consumed from renewable sources (A+B+C)	GJ	1,505	436
From non-renewable sources			
Total electricity consumption (D) (KWh)	GJ	5,94,877	4,92,992
Total fuel consumption (E)	GJ	1,37,293	95,144
Energy consumption through other sources (F)	GJ	409	463
Total energy consumed from non-renewable sources (D+E+F) (KWh)	GJ	7,32,578	5,88,599
Total energy consumed (A+B+C+D+E+F)	GJ	7,34,083	5,89,035
Energy intensity per rupee of turnover (Total energy consumed / Revenue from operations)	GJ/INR	0.0000057	0.0000055
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed / Revenue from operations adjusted for PPP)	GJ/USD	0.00012	0.00011
Energy intensity in terms of physical output			
Energy intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Grant Thornton Bharat LLP

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

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.

NA

3. Provide details of the following disclosures related to water, in the following format:

Parameter	Unit	FY 2025-26	FY 2024-25
Water withdrawal by source (in kilolitres)			
(i) Surface water	kL	-	-
(ii) Groundwater	kL	-	-
(iii) Third party water	kL	23,104	16,844
(iv) Seawater / desalinated water	kL	-	-
(v) Others	kL	1,25,523	1,03,327
Total volume of water withdrawal (in kilolitres) (i + ii + iii + iv + v)	kL	1,48,627	1,20,171
Total volume of water consumption (in kilolitres)	kL	1,48,627	1,20,171
Water intensity per rupee of turnover (Total water consumption / Revenue from operations)	kL/INR	0.0000012	0.0000011
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption / Revenue from operations adjusted for PPP)	kL/USD	0.0000023	0.0000023
Water intensity in terms of physical output			
Water intensity (optional) – the relevant metric may be selected by the entity			

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Grant Thornton Bharat LLP

4. Provide the following details related to water discharged:

Parameter	FY 2025-26	FY 2024-25
Water discharge by destination and level of treatment (in kilolitres)		
(i) To Surface water	Vishal Mega Mart's operations are primarily retail-oriented and do not involve industrial or process-related water consumption. Water usage is largely confined to domestic needs, including drinking, sanitation, and cleaning across its stores, offices, and distribution centres. As a result, the wastewater generated is domestic in nature and is disposed of through municipal sewage systems or on-site soak pits, depending on the availability of local infrastructure.	
- No treatment		
- With treatment – please specify level of treatment		
(ii) To Groundwater		
- No treatment		
- With treatment – please specify level of treatment		
(iii) To Seawater	Given the limited and non-critical role of water in its core operations, centralized monitoring of water withdrawal and discharge is not currently in place. Nevertheless, the Company remains committed to meeting all regulatory requirements and continues to implement responsible water management practices across its facilities to promote efficient use of resources.	
- No treatment		
- With treatment – please specify level of treatment		
(iv) Sent to third-parties		
- No treatment		
- With treatment – please specify level of treatment		
(v) Others		
- No treatment		
- With treatment – please specify level of treatment		
Total water discharged (in kilolitres)		

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Grant Thornton Bharat LLP

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

NA

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Parameter	Unit	FY 2025-26	FY 2024-25
NOx	mg/m ₃	NA	NA
SOx	mg/m ₃	NA	NA
Particulate matter (PM)	mg/m ₃	NA	NA
Persistent organic pollutants (POP)	NA	NA	NA
Volatile organic compounds (VOC)	NA	NA	NA
Hazardous air pollutants (HAP)	mg/m ₃	NA	NA
Others – please specify	PPM	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2025-26	FY 2024-25
Total Scope 1 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO₂ equivalent	24,051	17,158
Total Scope 2 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ , if available)	Metric tonnes of CO₂ equivalent	1,17,353	99,592
Total Scope 1 and Scope 2 emission	Metric tonnes of CO₂ equivalent	1,41,404	1,16,750
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions / Revenue from operations)	Metric tonnes of CO₂ equivalent/INR	0.0000011	0.0000011
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)	Metric tonnes of CO₂ equivalent/ USD	0.0000022	0.0000023
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		NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Grant Thornton Bharat LLP

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide detail

Yes, the Company operates 3 facilities in Telangana and 8 facilities in Karnataka that are powered by renewable energy generated from an on-site rooftop solar power plant. This initiative reflects our commitment to sustainable operations and reducing our carbon footprint.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

9. Provide details related to waste management by the entity, in the following format:

Parameter	Unit	FY 2025-26	FY 2024-25
Total Waste generated (in metric tonnes)			
Plastic waste (A)	MT	3,281	2,697
E-waste (B)	MT	07	06
Bio-medical waste (C)		NA	0
Construction and demolition waste (D)		0	0
Battery waste (E)	MT	07	08
Radioactive waste (F)		NA	0
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 materials relevant to the sector)	MT	12,985	11,124
Total (A+B + C + D + E + F + G+ H)	MT	16,280	13,835
Waste intensity per rupee of turnover (Total waste generated / Revenue from operations)	MT/INR	0.00000013	0.00000013
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated / Revenue from operations adjusted for PPP)	MT/USD	0.00000026	0.00000027
Waste intensity in terms of physical output		-	-
Waste intensity (optional) – the relevant metric may be selected by the entity		-	-
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in metric tonnes)			
Category of waste			
(i) Recycled	MT	7	-
(ii) Re-used		-	-
(iii) Other recovery operations	MT	7	-
Total	MT	14	-
For each category of waste generated, total waste disposed of by nature of disposal method (in metric tonnes)			
Category of waste			
(i) Incineration	MT	0	0
(ii) Landfilling	MT	0	0
(iii) Other disposal operations	MT	16,266	13,835
Total	MT	16,266	13,835

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

Yes, Grant Thornton Bharat LLP

10. Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your Company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such waste.

Given the operations of the VMM, there is no usage of hazardous and toxic chemicals in products or processes. The waste generated such as e-waste, battery waste, plastic waste and other non-hazardous waste is disposed in the prescribed mechanisms through authorized vendors.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

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:

NA

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

NA

13. Is the entity compliant with the applicable environmental law/ 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:

NA

LEADERSHIP INDICATORS

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

Water consumption at the Company's premises is largely limited to essential uses such as drinking, personal hygiene, and routine housekeeping. Wastewater generated from these activities is appropriately disposed of through municipal sewage networks.

For each facility / plant located in areas of water stress, provide the following information:

- Name of the area : Not Applicable
- Nature of operations : Not Applicable
- Water withdrawal, consumption and discharge in the following format:

Parameter	FY 2025-26	FY 2024-25
Water withdrawal by source (in kilolitres)		
(i) Surface water	NA	NA
(ii) Groundwater	NA	NA
(iii) Third party water	NA	NA
(iv) Seawater / desalinated water	NA	NA
(v) Others	NA	NA
Total volume of water withdrawal (in kilolitres)	NA	NA
Total volume of water consumption (in kilolitres)	NA	NA
Water intensity per rupee of turnover (Water consumed / turnover)	NA	NA
Water intensity (optional) – the relevant metric may be selected by the entity	NA	NA
Water discharge by destination and level of treatment (in kilolitres)		
(i) Into Surface water	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
(ii) Into Groundwater	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
(iii) Into Seawater	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

Parameter	FY 2025-26	FY 2024-25
(iv) Sent to third-parties	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
(v) Others	NA	NA
- No treatment	NA	NA
- With treatment – please specify level of treatment	NA	NA
Total water discharged (in kilolitres)	NA	NA

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

2. Please provide details of total Scope 3 emissions & its intensity, in the following format

The Company currently monitors and reports its greenhouse gas emissions under Scope 1 and Scope 2 in line with applicable requirements.

Parameter	Unit	FY 2025-26	FY 2024-25
Total Scope 3 emissions (Break-up of the GHG into CO ₂ , CH ₄ , N ₂ O, HFCs, PFCs, SF ₆ , NF ₃ 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		-	-

Note: Indicate if any independent assessment/ evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency.

No

3. With respect to the ecologically sensitive areas reported at Question 10 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

NA

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 outcome of such initiatives, as per the following format:

The Company actively integrates environmental sustainability considerations across its operations by focusing on resource efficiency and waste management. The Company undertakes initiatives such as reducing plastic waste using 100% biodegradable, low-micron plastic alternatives for packaging loose items and ensures proper waste disposal practices. It has also implemented measures like installation of solar panels, air curtains, and soak pits for water harvesting to enhance energy efficiency and conserve natural resources. These efforts reflect the Company's commitment to minimizing its environmental footprint and promoting sustainable operations.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/ web link.

The Company has a comprehensive Business Continuity Management Policy covering people, facilities and critical IT infrastructure across its operations. Critical Disaster Recovery applications have been identified to support continuity of business processes and are tested periodically to assess effectiveness and identify areas for improvement. These measures strengthen the Company's preparedness and resilience in responding to unforeseen disruptions or hazards.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

6. Disclose any significant adverse impact to 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 actively engages with its vendors to encourage the adoption of environmentally responsible practices across their operations. The Company promotes sourcing of products that are economically viable while being environmentally sustainable. Periodic training programmes and engagement sessions are conducted with vendors to strengthen awareness on ESG aspects such as waste management, reduction of plastic usage, use of organic or sustainable raw materials, and adoption of the 5R principles. These initiatives support end-to-end sustainability across the Company's supply chain.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impact

NA

8. Green Credits generated or procured:

a. By the listed entity:

None

b. By the top ten value chain partners (based on purchase and sales value)

None

PRINCIPLE 7: Businesses when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent

ESSENTIAL INDICATORS

a) Number of affiliations with trade and industry chambers/ associations.

One

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.

Sl. No	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/ associations (State/National)
1	Retail Association of India	National

1. 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 authority	Brief of the case	Corrective action taken
NA		

LEADERSHIP INDICATORS

1. Details of public policy positions advocated by the entity

S.no	Public policy advocated	Method resort for such advocacy	Whether the information is available in public domain? (Yes/No)	Frequency of review by board (Annually/ Half yearly/ Quarterly/ Other-please specify)	Web Link, if available
NA					

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

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 details of project	SIA notification no.	Date of notification	Whether conducted by independent external agency (Yes / No)	Resulted communicated in public domain	Relevant Web Link
NA					

2. Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity.

Sl. No	Name of project for which R&R is ongoing	State	District	No of Project Affected Families	% of PAF covered by RAR	Amount Paid to PAFs in the FY (in ₹)
NA						

3. Describe the mechanisms to receive and redress grievances of the community

We have established an email communication channel on our website for stakeholders to share anonymous feedback, which is reviewed by a dedicated team. Key input is shared with the Management Team to drive improvements aligned with our values.

4. Percentage of input material (inputs to total inputs by value) sourced from local or small-scale suppliers:

	FY 2025-26	FY 2024-25
Directly sourced from MSMEs/ Small producers*	85%	76%
Directly from within India	100%	100%

*Percentage of input material sourced from local or small-scale suppliers =
(Total purchases from MSME vendors in tradeable goods/ total purchases of tradeable goods)*100

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	FY 2024-25
Rural	1.08%	0.94%
Semi-urban	19.21%	14.65%
Urban	59.38%	61.79%
Metropolitan	20.33%	22.63%

(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):

NA

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 ₹
NA			

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

3. (a) Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized /vulnerable groups? (Yes/No)

No

- (b) From which marginalized /vulnerable groups do you procure?

NA

- (c) What percentage of total procurement (by value) does it constitute?

The Company strives to promote local products and support local businesses, enabling them to compete effectively with minimal entry costs. Vendors are evaluated based on the Company's defined quality standards. VMM collaborates with a broad network of Micro, Small and Medium Enterprises (MSMEs) across India and sourced approximately 85% of its purchases directly from MSMEs and small producers during FY 2025-26.

To ensure equal opportunity, merchandise vendors are given access to engage with the merchandise team at designated intervals, allowing them to showcase and onboard their products where feasible. The Company's procurement principles for onboarding new vendors and products are applied consistently, including those from marginalized and vulnerable groups.

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

NA

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.

NA

6. Details of beneficiaries of CSR Projects.

S.no	CSR Project*	No of persons benefited from CSR Projects	% of beneficiaries from vulnerable and marginalized group
1.	Education & Enhancement of Livelihood Programme 4.0	14,025	100
2.	Apprenticeship Programme	2,040	100

*For details relating to Corporate Social Responsibility initiatives undertaken by the Company, please refer page no. 46-49 of this Annual Report.

PRINCIPLE 9: Businesses should engage with and provide value to their consumers in responsible manner

ESSENTIAL INDICATORS

1. Describe the mechanisms in place to receive and respond to consumer complaints and feedback.

VMM has implemented a comprehensive grievance redressal mechanism to receive and respond to consumer complaints and feedback. Customers can raise concerns by visiting their nearest VMM store, where staff members are equipped to assist with complaint resolution and product returns. Additionally, customers can reach out to the customer care team through multiple channels, including WhatsApp, email, and the customer care phone number provided on the Company's website (www.vishalmegamart.com). For unresolved concerns requiring further attention, VMM has appointed a dedicated Grievance Officer, whose contact details are available on the website to ensure timely and effective resolution.

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

2. Turnover of products and/ services as a percentage of turnover from all products/service that carry information.

Type	As a percentage to total turnover
Environment and Social parameters relevant to product	VMM sources products from reputed third-party vendors, manufacturers, and distributors for direct sale. We ensure appropriate labeling compliance across the vendor ecosystem, covering statutory content, sustainable sourced products, safety, and handling instructions.
Safe and responsible usage	100% of our apparel products carry wash care labels, providing instructions for safe and responsible usage.
Recycling and/or safe disposal	Vishal Mega Mart sources products from reputed third-party vendors, manufacturers, and distributors for direct sale. We ensure appropriate labeling compliance across the vendor ecosystem, covering statutory content, safety, and handling instructions.

3. Number of consumer complaints

	FY 2025-26		Remarks	FY 2024-25		Remarks
	Received during the year	Pending resolution at end of year		Received during the year	Pending resolution at end of 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	94,575	0		81,482	0	

4. Details of instances of product recalls on account of safety issues

	Number	Reasons for recall
Voluntary recalls	0	-
Forced recalls	0	-

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 of the policy.

Yes

Web link: <https://aboutvishal.com/?content=Policies&Codes&id=25>

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.

NA

7. Provide the following information relating to data breaches:

- a. Number of instances of data breaches

NIL

- b. Percentage of data breaches involving personally identifiable information of customers

0

- c. Impact, if any, of the data breaches

NA

BUSINESS RESPONSIBILITY & SUSTAINABILITY REPORT (CONTD.)

LEADERSHIP INDICATORS

- Channels / platforms where information on products and services of the entity can be accessed (provide web link, if available).**

Details of all our services is available on our website: <https://www.vishalmegamart.com/>

- Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

The Company engages in educating consumers on the responsible usage of products and services through clear product labelling and guidance provided by trained store staff. The Company operates a pan India retail network, offering products directly to customers through its stores, with a majority of products sourced from reputed third party vendors, manufacturers, and distributors. The Company regularly engages with its vendor ecosystem to promote compliance with applicable statutory requirements. It seeks to ensure that products sold carry appropriate and mandatory information relating to product content, safety, usage, handling, and other consumer disclosures, thereby enabling informed purchasing decisions.

- Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

Customers will be notified of any potential disruption or discontinuation of services through appropriate communication channels, including our website, official social media platforms, and notice boards at all store locations, as applicable.

- 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 with regard to 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)**

The Company operates across multiple locations throughout India, delivering products to customers via its store network. A majority of these products are procured from established third-party vendors, manufacturers and distributors. The Company maintains ongoing engagement with its vendor ecosystem to ensure adherence to applicable statutory requirements, including proper product labelling related to composition, safety, usage, handling, and other prescribed disclosures.

Customer satisfaction is a central priority for the Company. Store personnel actively engage with customers to understand their experiences and gather feedback on products and services, which is used to drive continuous improvement. Additionally, customers are encouraged to share their feedback through various available communication channels, enabling the Company to further enhance service quality and overall customer experience.

ANNEXURE-10

Independent Practitioner's reasonable assurance report on Identified Sustainability Information in Vishal Mega Mart Limited's Business Responsibility and Sustainability Report (BRSR) for FY 2025-26

To,

The Board of Directors

Vishal Mega Mart Limited ("the Holding Company")

Plot No. 184, Fifth Floor, Platinum Tower Udyog Vihar,

Phase-1 Gurugram, Haryana - 122016 India

- We have been engaged to perform a reasonable assurance engagement for Vishal Mega Mart Limited ("the Holding Company") and its wholly owned subsidiary, "Airplaza Retail Holdings Private Limited" (the Holding Company and its wholly owned subsidiary together referred to as 'the Group') vide our engagement letter dated 4th May 2026, in respect of the agreed sustainability information listed below (the "Identified Sustainability Information") in accordance with the criteria stated below. This Identified Sustainability Information is included in the Business Responsibility and Sustainability Report (BRSR) of the Group for the financial year ended 31 March 2026. This engagement was conducted by a multidisciplinary team including assurance practitioners and engineers.

Identified Sustainability Information

- The Identified Sustainability Information for the financial year ended 31 March 2026 is summarised below:

Attribute	Principle	Key Performance Indicator
Energy footprint	Principle 6 – 1	- Total energy consumption (in Joules or multiples) and energy intensity % of energy consumed from renewable sources - Energy intensity measured as joules or multiples / revenue from operations adjusted for purchasing power parity
Water footprint	Principle 6 – 3	- Total water consumption - Water consumption intensity
	Principle 6 – 4	Water Discharge by destination and levels of Treatment
Greenhouse (GHG) footprint	Principle 6 – 7	Greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity
Embracing circularity - details related to waste management by the entity	Principle 6 – 9	- Details related to waste generated by the entity (category wise) - Waste intensity - Each category of waste generated, total waste recovered through recycling, re-using or other recovery operations - For each category of waste generated, total waste disposed by nature of disposal method
Enhancing Employee Wellbeing and Safety	Principle 3 – 1(c)	Spending on measures towards well-being of employees and workers (including permanent and other than permanent) – cost incurred as a % of total revenue of the company
	Principle 3 – 11	Safety related incidents: - Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked) - Total recordable work-related injuries - No. of fatalities - High consequence work-related injury or ill health (excluding fatalities)

ANNEXURE-10 (CONTD.)

Attribute	Principle	Key Performance Indicator
Enabling Gender Diversity in Business	Principle 5 – 3(b)	• Gross wages paid to females as % of total wages paid by the entity
	Principle 5 – 7	• Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013
Enabling Inclusive Development	Principle 8 – 4	• Percentage of input material (inputs to total inputs by value) sourced from MSMEs suppliers and from within India
	Principle 8 – 5	• Job creation in smaller towns – Wages paid to persons employed (including employees or workers employed on a permanent or non-permanent / on contract basis) in the locations, as % of total wage cost
Fairness in Engaging with Customers and Suppliers	Principle 1 – 8	• Number of days of accounts payables
	Principle 9 – 7	• Instances involving loss / breach of data of customers as a percentage of total data breaches or cyber security events
Open-ness of business	Principle 1 - 9	• Details of concentration of purchases and sales with trading houses, dealers, and related parties along with loans and advances & investments, with related parties

- Boundary of the report covers Vishal Mega Mart Limited and its wholly owned subsidiary Airplaza Retail Holdings Private Limited (including all stores, warehouses & corporate office).
- Our reasonable assurance engagement is with respect to the Identified Sustainability Information for the reporting boundary as mentioned above for financial year ended 31 March 2026 only unless otherwise stated and we have not performed any procedures with respect to earlier periods or any other elements included in the BRSR and, therefore, do not express any opinion thereon.

Criteria

- The criteria used by the Holding Company to prepare the Identified Sustainability Information is summarised below (hereinafter referred to as 'Criteria'):

Regulation 34(2)(f) of the Securities and Exchange Board of India (the "SEBI") (Listing Obligations and Disclosure Requirements), Regulations, 2015 ('LODR Regulations') as amended, read with SEBI Master circular HO/49/14/14(7)2025-CFD-POD2/1/3762/2026 dated 30 January 2026 and BRSR Core Reporting Standard formulated by Industry Standards Forum.

Management's Responsibilities

- The Holding Company's management is responsible for selecting or establishing suitable criteria for preparing the Identified Sustainability Information, taking into account applicable laws and regulations, if any, related to reporting on the Identified Sustainability Information, identification of key aspects, engagement with stakeholders, content, preparation and presentation of the Identified Sustainability Information in accordance with the Criteria. This responsibility includes design, implementation and maintenance of internal control relevant to the preparation of the BRSR and the measurement of Identified Sustainability Information, which is free from material misstatement, whether due to fraud or error.

Inherent limitations

- The absence of a significant body of established practice on which to draw to evaluate and measure non-financial information allows for different, but acceptable, measures and measurement techniques and can affect comparability between entities.

Practitioner's Independence and Quality Control

- We have complied with the independence and other ethical requirements of the International Code of Ethics for Professional Accountants (including International Independence Standards) ('IESBA Code') issued by the International Ethics Standards Board for Accountants' ('IESBA'), which is founded on fundamental principles of integrity, objectivity,

ANNEXURE-10 (CONTD.)

professional competence and due care, confidentiality and professional behaviour and we have and have the required competencies and experience to conduct this assurance engagement.

- Our firm applies International Standard on Quality Management (ISQM) 1, "Quality Management for Firms that Perform Audits or Reviews of Financial Statements, or Other Assurance or Related Services Engagements", which requires the firm to design, implement and operate a system of quality management including policies and procedures regarding compliance with ethical requirements, professional standards, and applicable legal and regulatory requirements.

Practitioner's Responsibility

- Our responsibility is to express a reasonable assurance in the form of an opinion on the Identified Sustainability Information based on the procedures we have performed and evidence we have obtained.
- We conducted our reasonable assurance engagement in accordance with the International Standard on Assurance Engagements (ISAE) 3000 (Revised), "Assurance Engagements other than Audits or Reviews of Historical Financial Information" ("ISAE 3000 (Revised)"), issued by the International Auditing and Assurance Standards Board ("IAASB"). This standard requires that we plan and perform our engagement to obtain reasonable assurance about whether the Identified Sustainability Information is prepared, in all material respects, in accordance with the Criteria.
- A reasonable assurance engagement involves assessing the risks of material misstatement of the Identified Sustainability Information whether due to fraud or error, responding to the assessed risks as necessary in the circumstances and evaluating the overall presentation of the Identified Sustainability Information.
- The procedures we performed were based on our professional judgment and included inquiries, observation of processes performed, inspection of documents, evaluating the appropriateness of quantification methods and reporting policies, analytical procedures and agreeing or reconciling with underlying records.
- Given the circumstances of the engagement, in performing the procedures listed above, we:
 - Performed walkthrough and discussion with individual data owners for understanding business processes and data management processes at corporate office and stores of the Holding Company.
 - Visited the corporate office at Gurugram for data and document verification.
 - Reviewed the records and relevant documentation including information from audited financial statements or statutory reports submitted by the Holding Company to support relevant performance disclosures within our scope.
 - Evaluated the suitability and application of Criteria and that the Criteria have been applied appropriately to the subject matter.
 - Selected key parameters and representative sampling, based on statistical sampling tables and agreeing claims to source information to check accuracy of claims such as source data, meter data, etc.
 - Re-performed calculations to check accuracy of claims,
 - Reviewed data from independent sources, wherever available,
 - Reviewed data, information about sustainability performance indicators and statements in the report.
 - Reviewed and verified information/ data as per the BRSR Framework.
 - Assessed the appropriateness of calculations used for estimation of water consumption data for branches to arrive at total annual data.
- We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our reasonable assurance opinion.

Exclusions

- Our reasonable assurance engagement scope excludes the following and therefore we do not express an opinion on the same:
 - Operations of the Group other than those mentioned in the paragraph 2 and 3 above on Scope of Assurance

ANNEXURE-10 (CONTD.)

- Aspects of the BRSR and the data/information (qualitative or quantitative) other than the Identified Sustainability Information.
- Data and information outside the defined reporting period i.e., 01 April 2025 to 31 March 2026.
- Data related to the Group Company's financial performance, strategy and other related linkages expressed in Identified Sustainability Information.
- The statements that describe expression of opinion, belief, aspiration, expectation, forward looking statements provided by the Group.
- Assertions related to Intellectual Property Rights and other competitive issues
- Mapping of the Identified Sustainability Information with reporting frameworks other than those mentioned in Criteria above.
- While we considered the effectiveness of management's internal controls when determining the nature and extent of our procedures, our assurance engagement was not designed to provide assurance on internal controls.
- The procedures did not include testing controls or performing procedures relating to checking aggregation or calculation of data within IT systems.

Opinion

17. Based on the procedures we have performed and the evidence we have obtained, the Identified Sustainability Information included in the BRSR for the financial year ended 31 March 2026 is prepared in all material respects, in accordance with the Criteria.

Other matter(s)

18. The information pertaining to the financial year ended 31 March 2026, included as comparative information in the Identified Sustainability Information, has been certified by the management and was not subjected to limited / reasonable assurance engagement.

Our opinion is not modified with respect to this matter.

Restriction on use or distribution

19. Our reasonable assurance report has been prepared and addressed to the Board of Directors of the Holding Company at the request of the Holding Company solely, to assist the Company in reporting on the Company's sustainability performance and activities. Accordingly, this report may not be suitable for any other purpose and should not be used by any other party other than Board of Directors of the Holding Company. Further, we do not accept or assume any duty of care or liability for any other purpose or to any other party to whom this report is shown or into whose hands it may come without our prior consent in writing.

Grant Thornton Bharat LLP

Abhishek Tripathi

Partner

Date : 27/07/2026

Place : Grant Thornton Bharat LLP

Unit No.2, Second Floor,

BPTP Capital City, Plot No. 2B, Sector 94,

Noida, Uttar Pradesh – 201301, India

ANNEXURE-11

DETAILS PERTAINING TO EMPLOYEES' STOCK OPTION PLAN

FOR THE YEAR ENDED MARCH 31, 2026

Sl. No.	Particulars	For the Financial Year 2025-26
1.	Options granted during the year	45,25,000
2.	Options vested during the year	2,28,95,713
3.	Options exercised during the year	7,56,89,583
4.	Total number of shares arising as a result of exercise of options	7,56,89,583
5.	Options lapsed/Forfeited during the year	20,19,000
6.	Exercise price	The exercise price of stock options exercised during the year ended March 31, 2026 ranged between ₹10 and ₹65 per stock option.
7.	Variation of terms of options	During the year ended March 31, 2026, there has been no variation in the terms of options.
8.	Money realized by exercise of options	₹ 1,24,07,55,678
9.	Total number of options in force (as on March 31, 2026)	5,62,37,667
10.	Employee wise details of options granted to:	During the Financial Year 2025-26, the options granted to Key Managerial Personnel of the Company are as follows:
	a) Key Managerial Personnel	1. Rahul Luthra - 75,000 Stock Options
	b) Any other employee who received a grant of options in any one year of options amounting to five percent or more of options granted during that year	Details are as follows: 1. Sambit Swain – 5,00,000 Stock Options 2. Vineet Saxena – 5,00,000 Stock Options 3. Sukhdev Singh – 3,00,000 Stock Options 4. Vinish Pal Singh – 3,00,000 Stock Options
	c) Identified employees who were granted options, during any one year, equal to or exceeding one percent of the issued capital (excluding outstanding warrants and conversions) of the company at the time of grant	Nil

Note: For additional disclosures relating to ESOP, please refer the Note No. 26 to Standalone Financial Statements of the Company.

ANNEXURE-12

Details regarding conservation of energy, technology absorption, foreign exchange earnings and outgo [Section 134 (3)(m) of the Companies Act, 2013]

1. Conservation of energy

(a) The steps taken or impact on conservation of energy:

The Company's operations involve low energy consumption. Wherever possible, energy conservation measures have already been implemented. However, it is as an ongoing effort to conserve energy and optimize the use of energy.

(b) The steps taken by the Company for utilizing alternate sources of energy:

The Company's operations do not require utilization of any alternate sources of energy.

(c) The capital investment on energy conservation equipment:

Since the operations of the Company warrants low energy consumption, the Company has not made any capital investment on energy conservation measures.

2. Technology absorption

(a) The efforts made towards technology absorption:

Considering the nature of business activities of the Company, no technology was absorbed, adapted or innovated during the financial year. However, the Company is thriving to upgrade its IT infrastructure which is more cost efficient in terms of operating cost and also to increase productivity by many folds.

(b) The benefits derived like product improvement, cost reduction, product development or import substitution:

Since, the Company is in the process of upgrading its IT infrastructure, the provision for any benefit does not arise.

(c) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year)- covered as in (a) above. The Company has not imported any technology during the year.

(i) Details of technology imported: Not applicable

(ii) Year of import: Not applicable

(iii) whether the technology been fully absorbed: Not applicable

(iv) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: Not applicable

(v) The expenditure incurred on Research and Development: There was no research or development activity carried during the year and thus the expenditure incurred is Nil.

3. Foreign exchange earnings and Outgo

The Company has no Foreign Exchange earnings during the year. The Foreign Exchange outgo during the year in terms of actual outflows-

Particulars	FY 2024-25 (Amount in ₹ million)	FY 2025-26 (Amount in ₹ million)
Foreign exchange inflow	-	-
Foreign exchange outflow	67.31	2.74

INDEPENDENT AUDITOR'S REPORT

To the Members of Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited)

Report on the Audit of the Consolidated Financial Statements

OPINION

1. We have audited the accompanying consolidated financial statements of Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited) ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as listed in Annexure 1, which comprise the Consolidated Balance Sheet as at 31 March 2026, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Consolidated Cash Flow Statement and the Consolidated Statement of Changes in Equity for the year then ended, and notes to the consolidated financial statements, including material accounting policy information and other explanatory information.

2. In our opinion and to the best of our information and according to the explanations given to us and based on the consideration of the reports of the other auditors on separate financial statements and on the other financial information of the subsidiaries, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act, read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India of the consolidated state of affairs of the Group, as at 31 March 2026, and their consolidated profit (including other comprehensive income),

5. We have determined the matters described below to be the key audit matters to be communicated in our report.

Key audit matters	How our audit addressed the key audit matters
Existence and valuation of inventories Refer note 2(o) for the material accounting policy information and note 9 to the accompanying consolidated financial statements for related disclosures of inventories. The Group's inventories primarily comprise of Apparels, FMCG and General Merchandize. Such inventories are stored at various locations which include retail outlets/warehouses situated nationwide and valued at cost and net realisable value, whichever is lower, in accordance with the principles of Ind AS 2, "Inventories" ('Ind AS 2').	Our audit procedures in relation to existence and valuation of inventories included, but were not limited to, the following: Understood the management's process of physical verification of inventories, valuation of inventories, identifying slow-moving, non-moving, obsolete inventories, and NRV assessment, and assessed the appropriateness of the Group's accounting policy for valuation and provision for inventories in accordance with Ind AS 2;

consolidated cash flows and the consolidated changes in equity for the year ended on that date.

BASIS FOR OPINION

3. We conducted our audit in accordance with the Standards on Auditing 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 Consolidated Financial Statements section of our report. We are independent of the Group, in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India ('ICAI') together with the ethical requirements that are relevant to our audit of the consolidated 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 together with the audit evidence obtained by the other auditors in terms of their reports referred to in paragraph 15 of the Other Matter section below, is sufficient and appropriate to provide a basis for our opinion.

KEY AUDIT MATTERS

4. Key audit matters are those matters that, in our professional judgment and based on the consideration of the reports of the other auditors on separate financial statements of the subsidiaries, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

INDEPENDENT AUDITOR'S REPORT (CONTD.)

Key audit matters	How our audit addressed the key audit matters
As at 31 March 2026, the net carrying value of inventories amounted to 20,170.44 millions after considering allowance for slow-moving, non-moving, obsolete inventories (including shrinkage) of 805.31 millions. The management undertakes physical verification of inventories on perpetual basis throughout the year and the actual shrinkages (shortages) noted as part of such verification are recorded in the books. Further, for the period from last physical verification to the reporting date, the management estimates provision for shrinkage on the basis of actual shrinkage loss trend of historical period. Owing to multiple locations and significant amount of inventories held at such locations, significant attention and audit efforts are spent by us to obtain comfort on the existence of such inventories. Further, the management has a policy to recognize provision towards slow moving, non-moving and obsolete inventories or lower net realizable value ("NRV") basis the age of the products, forecasted future demand, expiration date of the products and their disposal, past experience of realisation from liquidation of aged inventories and estimated cost to sell the product. Considering the complexities involved, significance of carrying amount of inventories and significant management assumptions, estimates and judgement involved, existence and valuation of inventories is considered as a key audit matter during the current year audit.	- Evaluated the design and tested the operating effectiveness of key controls over physical verification, valuation and provision for inventories and NRV assessment; - On a sample basis, inspected management's inventory count records for selected locations and ensured that necessary adjustments for damages and shrinkages were accounted for and approved by management and further observed the physical verification conducted by management for locations selected based on materiality and risk considerations; - Assessed the appropriateness of year end shrinkage provision by assessing the location wise inventory write downs during the period and applying the shrinkage rate determined location wise using actual shrinkage loss trend of historical period, to the year-end inventories; - Obtained ageing of inventories and tested the ageing, on sample basis; - Evaluated the management's assessment for estimating net realizable value by comparing carrying value of such inventories with subsequent and recent selling prices on sample basis; - Evaluated the adequacy of inventory provision and reasonableness of key assumptions used by the management in assessing inventory provision towards slow moving, non-moving and obsolete inventories or lower NRV, through an analysis of inventory items by category and age and the level of inventory write downs in these categories during the prior periods to ensure consistency with prior periods; - Reperformed calculation of inventory provision as per the policy of the Group basis the age of the products, past experience and forecasted future demand and other assumptions used by the management while determining such provision; - Obtained management representation in respect of control over inventory count procedures and appropriateness of management assessment for provision for inventories due to slow moving, non-moving and obsolete inventories (including shrinkage); and Assessed the appropriateness and adequacy of the disclosures made in the consolidated financial statements in accordance with the requirements of applicable accounting standards.

Key audit matters	How our audit addressed the key audit matters
Impairment assessment of Goodwill Refer note 2(m) for the material accounting policy information and note 4 of the accompanying consolidated financial statements for the related disclosures of Goodwill and its impairment assessment. As at 31 March 2026, the Group is carrying Goodwill amounting to 42,836.34 millions in the consolidated financial statements, which represents 37.41% of the total assets of the Group. The management has identified "contract manufacturing and wholesale and retail trading" as a cash generating unit (CGU) and entire Goodwill has been allocated to this CGU. In accordance with Ind AS 36, "Impairment of Assets" ("Ind AS 36"), the Group performs annual impairment assessment of Goodwill by comparing the carrying amount of the CGU, including the goodwill, with the recoverable amount of the CGU, which is higher of its value in use and fair value less costs of disposal. The management's assessment of the recoverable amount of CGU involves significant management judgement and estimation such as identification of appropriate comparable companies for the Comparable Company Multiple (CCM) method of valuation. Considering the significance of the amounts involved and high estimation uncertainty and significant management judgment involved in determining recoverable amount, the impairment assessment of goodwill is considered as a key audit matter for the current year audit.	Our audit procedures in relation to impairment assessment of goodwill included, but were not limited to, the following: - Obtained an understanding of management's process for identification of CGU and impairment assessment of goodwill and assessed the appropriateness of the Group's accounting policies relating to impairment of non-financial assets in accordance with Ind AS 36; - Evaluated the design and tested the operating effectiveness of key controls over the impairment assessment process; - Obtained management's external valuation expert's report for determining recoverable amount of CGU and assessed the objectivity, professional competency and independence of the management expert; - Involved auditor's expert to assist in evaluating appropriateness of valuation methodology and reasonableness of the assumptions used by the management's expert to calculate the recoverable value of the CGU; - Evaluated and challenged management's assumptions used in the impairment assessment, particularly those related to comparable company multiples based on our understanding of the business, past results and external factors; - Tested the arithmetical accuracy of valuation model and performed sensitivity analysis on the key assumptions such as comparable company multiples to evaluate the possible variation on the current recoverable amount to ascertain the sufficiency of headroom available; and - Assessed the appropriateness and adequacy of the disclosures made in the consolidated financial statements in accordance with the requirements of applicable accounting standards.

INFORMATION OTHER THAN THE CONSOLIDATED FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

6. The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the consolidated financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the consolidated financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE CONSOLIDATED FINANCIAL STATEMENTS

7. The accompanying consolidated financial statements have been approved by the Holding Company's Board of Directors. The Holding Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these consolidated financial statements that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated changes in equity and consolidated cash flows of the Group in accordance with the Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, and other accounting principles generally accepted in India. The Holding Company's Board of Directors are also responsible for ensuring accuracy of records including financial information considered necessary for the preparation of consolidated Ind AS financial statements. Further, in terms of the provisions of the Act the respective Board of Directors of the companies included in the Group, and covered under the Act are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group 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 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. These financial statements have been used for the purpose of preparation of the consolidated financial statements by the Board of Directors of the Holding Company, as aforesaid.
8. In preparing the consolidated financial statements, the respective Board of Directors of the companies included in the Group are responsible for assessing the ability of the Group to continue as a going

concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Board of Directors either intends to liquidate the Group or to cease operations, or has no realistic alternative but to do so.

9. Those respective Board of Directors are also responsible for overseeing the financial reporting process of the companies included in the Group.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE CONSOLIDATED FINANCIAL STATEMENTS

10. Our objectives are to obtain reasonable assurance about whether the consolidated 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 Standards on Auditing 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 consolidated financial statements.
11. As part of an audit in accordance with Standards on Auditing specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
 - Identify and assess the risks of material misstatement of the consolidated 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 Holding 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 Board of Directors' 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 ability of the Group and its associates and joint ventures 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 consolidated 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 Group and its associates and joint ventures to cease to continue as a going concern;
 - Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation; and
 - Obtain sufficient appropriate audit evidence regarding the financial information of the entities or business activities within the Group, to express an opinion on the consolidated financial statements. We are responsible for the direction, supervision and performance of the audit of financial statements of such entities included in the consolidated financial statements, of which we are the independent auditors. For the other entities included in the consolidated financial statements, which have been audited by the other auditors, such other auditors remain responsible for the direction, supervision and performance of the audits carried out by them. We remain solely responsible for our audit opinion.
12. 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.
 13. 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.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period 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.

OTHER MATTER

15. We did not audit the financial statements of two subsidiaries, whose financial statements reflect total assets of ₹ 0.20 millions as at 31 March 2026, total revenues of ₹ Nil and net cash outflows amounting to ₹ 0.02 millions for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Holding Company's management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-section (3) of section 143 of the Act in so far as it relates to the aforesaid subsidiaries, are based solely on the reports of the other auditors.

Our opinion above on the consolidated financial statements, and our report on other legal and regulatory requirements below, are not modified in respect of the above matters with respect to our reliance on the work done by and the reports of the other auditors.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

16. As required by section 197(16) of the Act, based on our audit and on the consideration of the reports of the other auditors, referred to in paragraph 15, on separate financial statements of the subsidiaries, we report that the Holding Company, has paid remuneration to their directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act. Further, we report that the provisions of section 197 read with Schedule V to the Act are not applicable to the subsidiaries incorporated in India whose financial statements have been audited under the Act, since none of such companies is a public company as defined under section 2(71) of the Act.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

17. As required by clause (xxi) of paragraph 3 of Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act based on the consideration of the Order reports issued by us and by the respective other auditors as mentioned in paragraph 15 above, of companies included in the consolidated financial statements for the year ended 31 March 2026 and covered under the Act we report that the following are the qualifications/adverse remarks reported by us and the other auditors in the Order reports of the companies included in the consolidated financial statements for the year ended 31 March 2026 for which such Order reports have been issued till date and made available to us.

S No	Name	CIN	Holding Company/ Subsidiary	Clause number of the CARO report which is qualified or adverse
1	Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited)	L51909HR2018PLC073282	Holding Company	(ii) (b)

18. As required by section 143(3) of the Act, based on our audit and on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries, incorporated in India whose financial statements have been audited under the Act, we report, to the extent applicable, that:

- We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit of the aforesaid consolidated financial statements;
- Except for the matters stated in paragraph 18(h) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors,
- The consolidated financial statements dealt with by this report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements;
- In our opinion, the aforesaid consolidated financial statements comply with Ind AS specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015;
- On the basis of the written representations received from the directors of the Holding Company and its subsidiaries and taken on record by the Board of Directors of the Holding Company and its subsidiaries respectively, and the reports

of the statutory auditors of its subsidiaries, covered under the Act, none of the directors of the Holding Company and its subsidiaries are disqualified as on 31 March 2026 from being appointed as a director in terms of section 164(2) of the Act.

- The reservation relating to the maintenance of accounts and other matters connected therewith with respect to the consolidated financial statements are as stated in paragraph 18(b) above on reporting under section 143(3)(b) of the Act and paragraph 18(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
- With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company, and its subsidiaries covered under the Act, and the operating effectiveness of such controls, refer to our separate report in 'Annexure II' wherein we have expressed an unmodified opinion; and
- 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 and based on the consideration of the reports of the other auditors on separate financial statements and other financial information of the subsidiaries incorporated in India whose financial statements have been audited under the Act:
 - The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group as detailed in Note 34 to the consolidated financial statements;

INDEPENDENT AUDITOR'S REPORT (CONTD.)

- The Holding Company and its subsidiaries did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2026;
- There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Holding Company, and its subsidiaries covered under the Act, during the year ended 31 March 2026;
- The respective managements of the Holding Company and its subsidiaries incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in note 39 (vii) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Holding Company or its subsidiaries to or in any person(s) or entity(ies), including foreign entities ('the 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 Holding Company, or any such subsidiaries ('the Ultimate Beneficiaries') or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries;
 - The respective managements of the Holding Company and its subsidiaries incorporated in India whose financial statements have been audited under the Act have represented to us and the other auditors of such subsidiaries respectively that, to the best of their knowledge and belief, as disclosed in the note 39 (viii) to the accompanying consolidated financial statements, no funds have been

received by the Holding Company or its subsidiaries from any person(s) or entity(ies), including foreign entities ('the Funding Parties'), with the understanding, whether recorded in writing or otherwise, that the Holding Company, or any such subsidiaries 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

- Based on such audit procedures performed by us and that performed by the auditors of the subsidiaries, as considered reasonable and appropriate in the circumstances, nothing has come to our or other auditors' notice that has caused us or the other auditors to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- The Holding Company and its subsidiaries have not declared or paid any dividend during the year ended 31 March 2026.
- As stated in Note 41 to the consolidated financial statements and based on our examination, which included test checks and that performed by the respective auditors of the subsidiaries of the Holding Company which are companies incorporated in India and audited under the Act, except for instances mentioned below, the Holding Company and its subsidiaries, in respect of financial year commencing on 1 April 2025, have used accounting software for maintaining their books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we and respective auditors of the above referred subsidiaries, did not come across any instance of audit trail feature being tampered with in respect of the accounting software where such feature was enabled.

INDEPENDENT AUDITOR'S REPORT (CONTD.)

Furthermore, the audit trail have been preserved by the Holding Company and its subsidiaries as per the statutory requirements for record retention from the date the audit trail was enabled for the accounting software.

The audit trail feature was enabled at the database level for accounting software to log any direct data changes from 3 February 2026, used for maintenance of all accounting records by the Holding Company and its three subsidiaries.

The audit trail feature was enabled at the database level from 21 January 2026, for software used for maintenance of front-end billing at retail outlets by one subsidiary.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Neeraj Goel

Partner

Membership No.: 099514

UDIN: 26099514EMVMGO3403

Place: Gurugram

Date: 14 May 2026

ANNEXURE I

List of entities included in the Consolidated Financial Statements

Holding Company

Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited)

Subsidiary Companies

1. Airplaza Retail Holdings Private Limited
2. Vishal E-Commerce Private Limited; and
3. Vishal Mega Mart CSR Trust

ANNEXURE II

INDEPENDENT AUDITOR'S REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ('THE ACT')

1. In conjunction with our audit of the consolidated financial statements of Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited) ('the Holding Company') and its subsidiaries (the Holding Company and its subsidiaries together referred to as 'the Group'), as at and for the year ended 31 March 2026, we have audited the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company, which are companies covered under the Act, as at that date.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR INTERNAL FINANCIAL CONTROLS

2. The respective Board of Directors of the Holding Company and its subsidiary companies, which are companies covered under the Act, are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements 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 ('the Guidance Note') 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 the Company's 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 Act.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

3. The audit of internal financial controls with reference to financial statements of one subsidiary, which is a company covered under the Act, and reporting under Section 143(3)(i) is exempted vide MCA notification no. G.S.R. 583(E) dated 13 June 2017 read with corrigendum dated 14 July 2017. Consequently, our responsibility is to express an opinion on the

internal financial controls with reference to financial statements of the Holding Company and a subsidiary company based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the ICAI and prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements, and the Guidance Note issued by the 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 financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements includes obtaining an understanding of such internal financial controls, 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.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements of the Holding Company and a subsidiary company, as aforesaid.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

6. 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 include 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

ANNEXURE II (CONTD.)

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

7. 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 internal financial controls 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

8. In our opinion, the Holding Company and a subsidiary company, which are companies covered under the Act, have in all material respects, adequate internal financial controls with reference to financial statements and such controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note issued by the ICAI.

For Walker Chandio & Co LLP
Chartered Accountants

Firm's Registration No.: 001076N/N500013

Neeraj Goel
Partner

Place: Gurugram
Date: 14 May 2026

Membership No.: 099514
UDIN: 26099514EMVMGO3403

CONSOLIDATED BALANCE SHEET

AS AT 31 MARCH 2026

(All amounts are in millions of ₹ unless otherwise stated)

	Note	As at 31 March 2026	As at 31 March 2025
ASSETS			
Non-current assets			
Property, plant and equipment	3A	7,958.84	6,950.73
Capital work-in-progress	3B	336.23	136.32
Right-of-use assets	3A	17,844.35	15,456.55
Goodwill	4	42,836.34	42,836.34
Other intangible assets	4	177.94	104.31
Financial assets			
Loans			
(i) Other financial assets	6A	1,082.35	918.58
Deferred tax assets	25	2,558.42	2,312.99
Non-current tax assets (net)	7	307.73	151.00
Other non-current assets	8	58.30	46.02
Total non-current assets		73,160.50	68,912.84
Current assets			
Inventories	9	20,170.44	18,503.07
Financial assets			
(i) Investments	5	11,190.30	3,872.78
(ii) Trade receivables	10	278.20	664.44
(iii) Cash and cash equivalents	11A	5,300.30	3,969.60
(iv) Bank balances other than cash and cash equivalents	11B	648.58	667.05
(v) Other financial assets	6B	236.46	241.86
Other current assets	12	3,509.50	3,098.81
Total current assets		41,333.78	31,017.61
Total assets		114,494.28	99,930.45
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13A	46,731.18	45,974.28
Other equity	13B	27,401.40	18,038.74
Equity attributable to shareholders of the Holding Company		74,132.58	64,013.02
Total equity		74,132.58	64,013.02
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Lease liabilities	33	14,072.26	12,218.44
Provisions	14A	474.82	369.16
Total non-current liabilities		14,547.08	12,587.60
Current liabilities			
Financial liabilities			
(i) Lease liabilities	33	5,807.52	5,075.38
(ii) Trade payables	15		
Total outstanding dues of micro enterprises and small enterprises; and		9,448.40	6,027.64
Total outstanding dues of creditors other than micro enterprises and small enterprises		6,739.57	8,758.05
(iii) Other financial liabilities	16	780.93	829.03
Other current liabilities	17	864.12	2,419.89
Provisions	14B	282.53	219.84
Current tax liabilities		1,891.55	-
Total current liabilities		25,814.62	23,329.83
Total liabilities		40,361.70	35,917.43
Total equity and liabilities		114,494.28	99,930.45

The accompanying notes form an integral part of these consolidated financial statements.

This is the consolidated balance sheet referred to in our report of even date.

For Walker Chandiook & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors

Neeraj Goel
Partner
Membership No.: 099514

Gunender Kapur
Managing Director & CEO
DIN: 01927304

Nishant Sharma
Non-executive Director
DIN: 03117012

Place: Gurugram
Date: 14 May 2026

Amit Gupta
Chief Financial Officer

Rahul Luthra
Company Secretary
Membership No.: F9588

CONSOLIDATED STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31 MARCH 2026

(All amounts are in millions of ₹ unless otherwise stated)

	Note	For the year ended 31 March 2026	For the year ended 31 March 2025
INCOME			
Revenue from operations	18	129,063.21	107,163.45
Other income	19	862.86	585.56
Total income		129,926.07	107,749.01
EXPENSES			
Purchases of stock-in-trade		94,044.49	80,486.73
Changes in inventories of stock-in-trade	20	(1,662.17)	(3,850.52)
Employee benefits expense	21	7,283.29	6,405.84
Depreciation and amortisation expenses	22	6,734.23	5,902.37
Finance costs	23	1,714.80	1,492.06
Other expenses	24	10,561.39	8,819.60
Total expenses		118,676.03	99,256.08
Profit before tax		11,250.04	8,492.93
Tax expense:			
Current tax	25	3,098.17	2,299.49
Deferred tax	25	(240.40)	(126.23)
Total tax expense		2,857.77	2,173.26
Profit for the year		8,392.27	6,319.67
Other comprehensive loss			
Items that will not be reclassified to profit or loss			
- Remeasurements of defined benefit obligations		(19.97)	(20.03)
Income-tax relating to items that will not be reclassified to profit or loss		5.03	5.04
Other comprehensive loss for the year, net of tax		(14.94)	(14.99)
Total comprehensive income for the year, net of tax		8,377.33	6,304.68
Profit for the year attributable to:			
Owners of the Holding Company		8,392.27	6,319.67
Other comprehensive loss attributable to:			
Owners of the Holding Company		(14.94)	(14.99)
Total comprehensive income attributable to:			
Owners of the Holding Company		8,377.33	6,304.68
Earnings per equity share of ₹ 10 each	31		
- Basic (₹)		1.80	1.40
- Diluted (₹)		1.79	1.36

The accompanying notes form an integral part of these consolidated financial statements.

This is the consolidated statement of profit and loss referred to in our report of even date.

For Walker Chandiook & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors

Neeraj Goel
Partner
Membership No.: 099514

Gunender Kapur
Managing Director & CEO
DIN: 01927304

Nishant Sharma
Non-executive Director
DIN No.: 03117012

Place: Gurugram
Date: 14 May 2026

Amit Gupta
Chief Financial Officer

Rahul Luthra
Company Secretary
Membership No.: F9588

CONSOLIDATED STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2026

(All amounts are in millions of ₹ unless otherwise stated)

	For the year ended 31 March 2026	For the year ended 31 March 2025
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Net profit before tax	11,250.04	8,492.93
Adjustments for:		
Depreciation and amortisation expenses	6,734.23	5,902.37
Loss on disposal of property, plant and equipment (net)	18.86	24.60
Gain on fair valuation of investments	(103.76)	(36.01)
Gain on sale of investments	(544.32)	(340.58)
Interest income	(146.80)	(159.21)
Liabilities no longer required, written back	(268.67)	(38.38)
Gain on modification of leases	(64.86)	(46.64)
Finance costs	1,714.80	1,492.06
Share based payment expense	501.47	592.46
Operating profit before working capital changes	19,090.99	15,883.60
Adjustments for:		
Decrease/(increase) in trade receivables	386.23	(347.02)
(Increase) in inventories	(1,667.37)	(3,853.42)
(Increase)/decrease in other financial assets	(3.74)	9.57
(Increase) in other assets	(420.55)	(52.03)
Increase in trade payables	1,669.86	2,622.23
Increase in other liabilities	329.96	1,961.40
Increase in provisions	153.40	76.77
(Decrease)/increase in financial liabilities	(71.22)	89.31
Cash generated from operations	19,467.56	16,390.41
Income-tax paid (net)	(3,254.90)	(2,399.73)
Net cash generated from operating activities	16,212.66	13,990.68
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment (including capital work-in-progress, capital advances and capital creditors)	(3,248.86)	(2,638.40)
Proceeds from disposal of property, plant and equipment	28.27	28.73
Placement of fixed deposits	(57.48)	(8,642.08)
Proceeds from redemption of fixed deposits	-	8,575.00
Investment in mutual funds	(32,299.44)	(19,229.14)
Proceeds from sale of mutual funds	25,630.00	15,732.94
Interest received	68.14	67.96
Net cash used in investing activities	(9,879.37)	(6,104.99)

CONSOLIDATED STATEMENT OF CASH FLOWS FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

	For the year ended 31 March 2026	For the year ended 31 March 2025
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of equity shares	1,240.76	897.43
Payment of principal portion of lease liabilities	(4,528.55)	(4,191.05)
Interest paid	(1,714.80)	(1,492.06)
Net cash used in financing activities	(5,002.59)	(4,785.68)
Net increase in cash and cash equivalents (A+B+C)	1,330.70	3,100.01
	3,969.60	869.59
Cash and cash equivalents at the end of the year	5,300.30	3,969.60
Components of cash and cash equivalents (Refer note 11A):		
Balances with scheduled banks	4,242.52	2,640.88
Cash on hand	336.77	646.12
Balance with cash management services	13.31	12.06
Credit card collection in transit	173.54	155.57
Deposits with original maturity of less than three months	534.16	514.97
	5,300.30	3,969.60

The consolidated statement of cash flows has been prepared under the 'indirect method' as set out in Ind AS 7, 'Statement of cash flows'.

Refer note 37 for reconciliation of liabilities arising from financing activities pursuant to Ind AS 7- Statement of Cash Flows

The accompanying notes form an integral part of these consolidated financial statements.

This is the consolidated statement of cash flows referred to in our report of even date.

For Walker Chandio & Co LLP

Chartered Accountants

Firm Registration No.: 001076N/N500013

Neeraj Goel

Partner

Membership No.: 099514

Place: Gurugram

Date: 14 May 2026

For and on behalf of the Board of Directors

Gunender Kapur

Managing Director & CEO

DIN: 01927304

Amit Gupta

Chief Financial Officer

Nishant Sharma

Non-executive Director

DIN No.: 03117012

Rahul Luthra

Company Secretary

Membership No.: F9588

CONSOLIDATED STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2026

(All amounts are in millions of ₹ unless otherwise stated)

A. EQUITY SHARE CAPITAL: (REFER NOTE 13A)

	No. of shares	Amount
As at 01 April 2024	4,508,719,493	45,087.19
Exercise of employee share option during the year (refer note 26)	88,708,730	887.09
As at 31 March 2025	4,597,428,223	45,974.28
Exercise of employee share option during the year (refer note 26)	75,689,583	756.90
As at 31 March 2026	4,673,117,806	46,731.18

B. OTHER EQUITY: (REFER NOTE 13B)

	Reserve and surplus				Total
	Retained earnings	Share options outstanding account	Securities premium account	Capital reserve	
Balance as at 01 April 2024	10,126.68	506.72	745.36	(247.50)	11,131.26
Profit for the year	6,319.67				6,319.67
Other comprehensive loss (net of tax)	(14.99)				(14.99)
Total comprehensive income	6,304.68	-	-	-	6,304.68
Transactions with owners in their capacity as owners					
Employee share option expense	-	592.46	-	-	592.46
Transfer to securities premium on exercise of employee stock options (refer note 26)	-	(380.87)	380.87	-	-
Securities premium received during the year	-	-	10.34	-	10.34
Balance as at 31 March 2025	16,431.36	718.31	1,136.57	(247.50)	18,038.74
Profit for the year	8,392.27				8,392.27
Other comprehensive loss (net of tax)	(14.94)				(14.94)
Total comprehensive income	8,377.33	-	-	-	8,377.33
Transactions with owners in their capacity as owners					
Employee share option expense	-	501.47	-	-	501.47
Transfer to securities premium on exercise of employee stock options (refer note 26)	-	(396.86)	396.86	-	-
Securities premium received during the year	-	-	483.86	-	483.86
Balance as at 31 March 2026	24,808.70	822.92	2,017.29	(247.50)	27,401.40

The accompanying notes form an integral part of these consolidated financial statements.

This is the consolidated statement of changes in equity referred to in our report of even date.

For Walker Chandio & Co LLP

Chartered Accountants

Firm Registration No.: 001076N/N500013

Neeraj Goel

Partner

Membership No.: 099514

Place: Gurugram

Date: 14 May 2026

For and on behalf of the Board of Directors

Gunender Kapur

Managing Director & CEO

DIN: 01927304

Amit Gupta

Chief Financial Officer

Nishant Sharma

Non-executive Director

DIN No.: 03117012

Rahul Luthra

Company Secretary

Membership No.: F9588

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

FOR THE YEAR ENDED 31 MARCH 2026

(All amounts are in millions of ₹ unless otherwise stated)

1. COMPANY OVERVIEW

Vishal Mega Mart Limited (the "Holding Company") (formerly known as Vishal Mega Mart Private Limited), together with its subsidiaries/entity, Airplaza Retail Holdings Private Limited, Vishal E-Commerce Private Limited and Vishal Mega Mart CSR Trust (the "Subsidiary Company/entity") are collectively referred to as the "Group" in these consolidated financial statements. The Holding Company was incorporated on 26 March 2018 under the provisions of the Companies Act, 2013 with its registered office in Plot No. 184, Fifth floor, Platinum Tower, Platinum Tower, Gurugram, Udyog Vihar, Haryana, 122016. The group is in the wholesale and retail business of trading of apparels, fast moving consumer goods and general merchandise.

2. BASIS FOR PREPARATION AND MATERIAL ACCOUNTING POLICIES

a. Application of new Indian Accounting Standards (Ind AS) and amendments

The Ministry of Corporate Affairs notified new standards or amendment to existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

The Group applied following amendments for the first-time during the current year which are effective from 01 April 2025:

Lack of exchangeability – Amendments to Ind AS 21

MCA via notification dated 07 May 2025, announced amendments to 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 do not have any impact on the Group's Consolidated Financial Statements.

Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants - Amendments to Ind AS 1

MCA via notification dated 13 August 2025 announced amendments to Ind AS 1, Presentation

of Financial Statements, which elaborate on guidance set out in Ind AS 1 by:

- clarifying that the right to defer settlement of a liability for at least 12 months after the reporting period; a) must have substance, and b) must exist at the end of the reporting period;
- stating that management's expectations around whether the settlement of a liability would be deferred or not, does not impact the classification of the liability;
- including requirements for liabilities that can be settled using an entity's own instruments; and
- stating that at the reporting date, the entity does not consider covenants that will need to be complied with in the future when considering the classification of the debt as current or non-current

In addition, an entity is required to disclose 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.

The amendments do not have any impact on the Group's Consolidated Financial Statements.

Supplier Finance Arrangements - Amendments to Ind AS 7 and Ind AS 107

MCA via notification dated 13 August 2025 announced amendments to Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures which introduced disclosure requirements with the objective to enable users of financial statements to assess how supplier finance arrangements affect an entity's liabilities, cashflows and exposure to liquidity risk.

International Tax Reform - Pillar Two Model Rules - Amendments to Ind AS 12 MCA via notification dated 13 August 2025 announced amendments to Ind AS 12, Income Taxes, which includes:

- a temporary exception to the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules; and
- additional disclosure requirements targeted at a reporting entity's exposure to income taxes in periods in which the Pillar Two Model legislation is enacted or substantively enacted but not yet in effect.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

The amendments do not have any impact on the Group's Consolidated Financial Statements.

b. New Standards and amendments to existing Standards which are issued but are not yet effective and have not been early adopted by the Group

Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants - Amendments to Ind AS 1

Paragraph 74 of Ind AS 1 currently effective for the year ended 31 March 2026 requires the entity not to classify the liability as current, if there is a breach of a material covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, however, the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

MCA vide notification dated 13 August 2025, has introduced amendment under Paragraph 74 of Ind AS 1 which requires the entity to classify the liability as current under the aforementioned situation because, at the end of the reporting period, it does not have the right to defer its settlement for at least twelve months after that date. Such amendment has been made effective for annual reporting periods beginning on or after 01 April 2026 retrospectively in accordance with Ind AS 8.

This amendment is not expected to have a material impact on the Group's Consolidated Financial Statements.

c. Basis of preparation of consolidated financial statements

These consolidated financial statements have been prepared on accrual and going concern basis in accordance with Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013, ("the Act"), the applicable provisions of the Act, presentation requirements as per Division II of Schedule III of the Act and other accounting principles generally accepted in India.

These consolidated financial statements of the Group as at and for the year ended 31 March 2026 were approved and authorised for issue by Board of Directors on 14 May 2026.

d. Overall considerations

These consolidated financial statements have been prepared on going concern basis using the material accounting policies and measurement bases summarised below.

These accounting policies have been used throughout all periods presented in the consolidated financial statements, unless otherwise stated.

e. Functional and presentation currency

These consolidated financial statements are presented in Indian Rupees (₹), which is also the Group's functional currency. All amounts have been presented in millions, up to two decimals, unless otherwise indicated.

f. Basis of measurement

The financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement Basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/liability	Fair value of plain assets less present value of defined obligation
Share based payment	Fair value

g. Use of estimates and judgements

In preparing these financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. An overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed is mentioned below. Areas involving critical estimates or judgements are:

- Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used - Note 25;
- Estimation of current tax expense and payable - Note 25;
- Estimation of defined benefit obligation - Note 32;

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- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources - Note 34;
- Assessment of potential markdown of inventory including shrinkage - Note 9;
- Leases: whether an arrangement contains a lease, determination of lease term, measurement of Right of Use ("ROU") assets - Note 33;
- Determine grant date fair value technique for employee share option scheme - Note 26
- Impairment test of non-financial assets: key assumptions underlying recoverable amounts - Note 4
- Estimation of the useful life of the assets - Note 3A

Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the financial statements. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

h. Measurement of fair values

A number of the Group's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety

in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further, information about the assumptions made in measuring fair values is included Note 27 - Financial instruments.

i. Current and non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the Group's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or
- the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

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Deferred tax asset/liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

j. Basis of consolidation

Subsidiary/entity is an entity over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary is fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Statement of profit and loss (including other comprehensive income ('OCI')) of the subsidiary acquired or disposed of during the period are recognized from the effective date of acquisition, or up to the date of disposal, as applicable.

The Group combines the financial statement of Holding Company and its subsidiary/entity line by line adding together items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealized gains on transactions between the group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides the evidence of impairment of the transferred asset. Accounting policies of the subsidiary have been changes where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests, presented as part of equity represent the portion of a subsidiary's/entity's statement of profit and loss and net assets that is not held by the Group. Statement of profit and loss (including each component of OCI) is attributed to the equity holders of the Holding Company and to the non-controlling interest basis the respective ownership interests and such balance is attributed even if this results in the non-controlling interests have a deficit balance.

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. Such a change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary/entity. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized with equity.

k. Financial instruments

Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. However, trade receivables that do not contain a significant financing component are measured at transaction price in accordance with Ind AS 115. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through the Statement of profit and loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through the profit or loss are recognized immediately in the Statement of profit and loss.

Financial assets

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortized cost (except for debt instruments that are designated as at fair value through the Statement of profit and loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

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Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI") (except for debt instruments that are designated as at fair value through the profit or loss on initial recognition):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognized in the Statement of profit and loss for FVTOCI debt instruments.

All other financial assets are subsequently measured at fair value.

Financial assets

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortized cost (except for debt instruments that are designated as at fair value through the Statement of profit and loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI") (except for debt instruments that are designated as at fair value through the Statement of profit and loss on initial recognition):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are

solely payments of principal and interest on the principal amount outstanding.

Interest income is recognized in the Statement of profit and loss for FVTOCI debt instruments.

All other financial assets are subsequently measured at fair value.

Debt instruments that do not meet the amortized cost criteria or FVTOCI criteria are measured at FVTPL. In addition, debt instruments that meet the amortized cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortized cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases. The Group has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in the Statement of profit and loss. The net gain or loss recognized in the Statement of profit and loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognized when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Impairment of financial assets

The Group applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, debt instruments at FVTOCI, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights.

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Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on net basis or to realize the assets and settle the liabilities simultaneously.

Derecognition of financial assets

The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by Group are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Financial liabilities

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortized cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortized cost are determined based on the effective interest method. Interest expense that is not capitalized as part of costs of an asset is included under 'Finance costs'.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability.

All financial liabilities are subsequently measured at amortized cost using the effective interest method or at FVTPL.

Derecognition of financial liabilities

The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired.

Compound financial instruments

The liability component of a compound financial instrument is initially recognized at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognized at the difference fair value of compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity component in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest method. The equity component of a compound financial instrument is not remeasured subsequently.

Interest related to the financial liability is recognized in profit or loss (unless it qualifies for inclusion in the cost of an asset). In case of conversion at maturity, the financial liability is reclassified to equity and no gain or loss is recognized.

I. Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs (if meeting the capitalization criteria), less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. The cost of improvements to leasehold premises, if recognition criteria are met, have been capitalized and disclosed separately under leasehold improvement. Any gain or loss on disposal of an item of property, plant and equipment is recognized in the statement of profit and loss.

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Cost of property, plant and equipment not ready for use as at the reporting date are disclosed as capital work-in-progress.

Subsequent expenditure

Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Depreciation

Depreciation is provided on the straight-line method, over the estimated useful life of each asset as determined by the management. The useful lives prescribed in Schedule II to the Act are considered as indicative useful lives.

S. No.	Asset category	Useful life of assets (in years)
1.	Computer-end user device	3
2.	Servers and network	6
	Furniture and fixtures	7
	Office equipment	5
	Vehicles	
	- Lorry	8
	- Car	8
3.	Plant and machinery	
4.	- Air conditioner	7
5.	- Diesel generator	7
6.	- Lift	10
7.	- Electrical equipment	7

Leasehold improvements are amortised over the lease period.

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted, if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above, best represent the period over which management expects to use these assets. Depreciation on additions/(disposals) is provided on a pro-rata basis, i.e., from/(upto) the date on which asset is ready for use/(disposed off).

The carrying amounts of assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated. For assets that are not yet available for use, the recoverable is estimated

at each Balance Sheet date. An impairment loss is recognized whenever the carrying amount of an asset or cash-generating unit exceeds its recoverable amount. Impairment losses are recognized in the Statement of profit and loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortization, if no impairment loss had been recognized.

Derecognition

Property, plant and equipment is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized in the statement of profit and loss.

m. Goodwill and other intangible assets

Goodwill

The Group accounts for the business combinations using the acquisition method when control is transferred to the Group. The consideration transferred in the acquisition is generally measured at fair value as at the date the control is acquired ("the acquisition date"), as are the net identifiable assets (tangible and intangible assets) acquired and any non-controlling interest in the acquired business. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed, in accordance with Ind AS 103 - Business Combinations.

Goodwill is considered to have indefinite useful life and hence is not subject to amortization but tested for impairment at least annually, based on a number of factors, including operating results, business plans and future cash flows. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

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Intangible assets and amortization

Recognition and measurement

Intangible assets that are acquired are recognized only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Group and the cost of assets can be measured reliably. The intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and are carried at cost less accumulated amortization and impairment losses, if any. Gain or losses arising from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and are recognized in the Statement of profit and loss when the asset is derecognized. Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses.

Amortization

Amortization of intangible assets is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in the Statement of profit and loss.

Amortization method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate. Amortisation has been computed based on the following useful lives:

Asset category	Useful Life
- Software	5 years

Derecognition

An intangible asset is derecognised when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of intangible assets are determined by comparing the proceeds from disposal with the carrying amount of intangible assets and are recognised in the statement of profit and loss.

n. Revenue recognition

Revenue from sale of traded goods is recognised upon transfer of control of promised products or services to customers. Revenue from sale of goods is recognized at a point in time, when the

goods are delivered and on acceptance of such goods.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers. The Company disaggregates revenue from contracts with customers on the basis of time, nature and geography.

Revenue from services is recognized over time by measuring progress towards satisfaction of performance obligation for the services rendered.

Interest income on financial assets (including deposits with banks) is recognised using the effective interest rate method on a time proportionate basis.

Dividend income is recorded when the right to receive payment is established.

Payment terms

The Group carries on a cash and carry model and accordingly, payment against sale of goods is receipt at the time of sale itself.

Further, there are no financing component in the contract with customer and no variable consideration are involved in the transaction price.

Contract assets and contract liabilities

The Group recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other current liabilities in the balance sheet. Similarly, if the Group satisfies a performance obligation before it receives the consideration, the Group recognises either a contract asset or a receivable in its balance sheet, depending on whether something other than the passage of time is required before the consideration is due.

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration when that right is conditional on Group's future performance. A contract liability

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is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract. The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

Trade receivables

Trade receivables are amounts due from customers for goods sold in the ordinary course of business and reflects Group's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

o. Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their present location and condition. Costs of inventories are determined on a weighted average cost method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

An inventory provision is recognised for cases where the net realisable value is estimated to be lower than the inventory carrying value. The Group estimates the net realisable value of inventories, taking into account the most reliable evidence available at each reporting date.

The future realisation of these inventories may be affected by fast-changing market where there is a risk of inventory falling out of trend that may reduce future selling prices.

Further, the Group carries physical verification of inventories lying at its stores across the country once every year on a perpetual basis to record for any shrinkages. For the period from last physical verification to the reporting date, the Group estimates a provision for unidentified shrinkage loss on the basis of actual shrinkage loss trend of historical period.

p. Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand, balance held with cash management service agencies and credit card receivable, which are subject to an insignificant risk of changes in value, that are readily convertible to a known amount of cash and subject to an insignificant risk of changes in value.

q. Leases

The Group as a lessee

The Group executes leasing arrangements for lease of buildings and office equipment. Such arrangements are generally for a fixed period but may have extension or termination options. In accordance with Ind AS 116 – Leases, at inception of the contract, the Group assesses whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to control the use an asset (the underlying asset) for a period of time in exchange for consideration'.

To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- it has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- it has the right to direct the use of the asset.

Measurement and recognition of leases as a lessee

The Group recognizes a right-of-use asset and a lease liability at the lease commencement date.

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The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets is subsequently measured at cost less any accumulated amortisation/impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is amortised using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the Statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an

index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero, as the case may be.

The Group has elected not to apply the requirements of Ind AS 116 - Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense in profit or loss on a straight-line basis over the lease term.

r. Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Defined benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current

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and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, are recognised in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Other long term benefits

The Group's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in profit or loss in the period in which they arise.

Share based payments

The grant-date fair value of equity-settled share-based payment arrangements granted to the

eligible employees under the Employee Share Option Plan ('ESOP') is recognised as an employee share option scheme expense in the profit or loss, in relation to options granted to the employees, over the vesting period of the awards. For share-based payment awards with market conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes. At the end of each period, the Group revises its estimates of the number of options that are expected to be vested based on the non-market performance conditions at the vesting date.

s. Income taxes

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

1. Current Tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

2. Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that affects neither accounting nor taxable profit or loss at the time of the transaction;

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

t. Provisions, contingent liabilities and contingent assets

The Group creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources.

When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each Balance Sheet date 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 obligation, the provision is reversed.

Contingent assets are not recognised in the financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

u. Impairment of non- financial assets

Assessment is done at each balance sheet date as to whether there is any indication that an asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets and group of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount.

Recoverable amount is higher of an asset's or cash generating unit's selling price and its value in use. Value in use is the present value of estimated future cash flows expected to raise from continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognised for an assets in prior accounting periods may no longer exist or may have decreased.

v. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

(All amounts are in millions of ₹ unless otherwise stated)

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

3A PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

	Leasehold improvements	Plant and machinery	Office equipment	Furniture and fixtures	Computers	Vehicles	Total	Right-of-use assets
Gross block								
As at 01 April 2024	1,723.15	2,024.42	3,200.78	4,640.65	1,327.80	1.30	12,918.10	27,346.93
Additions during the year	375.43	619.41	749.70	751.90	226.25	-	2,722.69	6,941.44
Disposals	(32.62)	(200.37)	(24.48)	(441.76)	(21.03)	-	(720.27)	(487.29)
As at 31 March 2025	2,065.96	2,443.46	3,926.00	4,950.79	1,533.02	1.30	14,920.53	33,801.08
Additions during the year	275.15	451.19	1,117.47	783.33	318.85	-	2,945.99	7,565.04
Disposals	(3.91)	(90.25)	(39.27)	(132.62)	(22.26)	-	(288.31)	(914.59)
As at 31 March 2026	2,337.20	2,804.40	5,004.20	5,601.50	1,829.61	1.30	17,578.21	40,451.53
Accumulated depreciation								
As at 01 April 2024	1,097.00	1,070.41	1,703.78	2,364.10	763.31	1.30	6,999.90	14,350.65
Depreciation charge for the year [refer note (ii)]	175.52	259.55	399.09	594.51	210.18	-	1,636.85	4,256.46
Disposals	(27.87)	(195.65)	(13.17)	(409.92)	(20.34)	-	(666.95)	(262.58)
As at 31 March 2025	1,242.65	1,134.31	2,089.70	2,548.69	953.15	1.30	7,969.80	18,344.53
Depreciation charge for the year [refer note (ii)]	213.75	310.01	490.94	631.75	247.57	-	1,894.02	4,813.05
Disposals	(1.83)	(78.79)	(32.90)	(109.34)	(21.59)	-	(244.45)	(550.40)
As at 31 March 2026	1,454.57	1,365.53	2,547.74	3,071.10	1,179.13	1.30	9,619.37	22,607.18
Net carrying value								
As at 31 March 2025	823.31	1,309.15	1,836.30	2,402.10	579.87	-	6,950.73	15,456.55
As at 31 March 2026	882.63	1,438.87	2,456.46	2,530.40	650.48	-	7,958.84	17,844.35

Notes:

- Refer note 34(a) for disclosure of contractual commitments for the acquisition of property, plant and equipment.
- Includes depreciation of ₹ 21.46 millions (31 March 2025: ₹ 19.22 millions) on right-of-use assets which has been capitalised in leasehold improvements.
- Refer note 38 for details of property, plant and equipments pledged as security.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

3B CAPITAL WORK-IN-PROGRESS

	Amount
As at 01 April 2024	383.32
Additions during the year	275.11
Capitalised during the year	(522.11)
As at 31 March 2025	136.32
Additions during the year	387.42
Capitalised during the year	(187.51)
As at 31 March 2026	336.23

	Amount in capital work-in-progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2026					
- Projects in progress	324.96	4.72	6.55	-	336.23
	324.96	4.72	6.55	-	336.23
As at 31 March 2025					
- Projects in progress	126.42	9.90	-	-	136.32
	126.42	9.90	-	-	136.32

There are no projects whose completion is overdue or has exceeded its cost compared to its original plan.

4 GOODWILL AND OTHER INTANGIBLE ASSETS

	Goodwill	Other intangible assets - Softwares	Total other intangible assets
Gross carrying amount			
As at 01 April 2024	42,836.34	327.58	327.58
Additions during the year	-	50.83	50.83
As at 31 March 2025	42,836.34	378.41	378.41
Additions during the year	-	122.26	122.26
Disposal	-	(1.97)	(1.97)
As at 31 March 2026	42,836.34	498.70	498.70
Accumulated amortisation			
As at 01 April 2024	-	245.84	245.84
Amortisation charge for the year	-	28.26	28.26
As at 31 March 2025	-	274.10	274.10
Amortisation charge for the year	-	48.61	48.61
Disposal	-	(1.96)	(1.96)
As at 31 March 2026	-	320.76	320.76
Net carrying value			
As at 31 March 2025	42,836.34	104.31	104.31
As at 31 March 2026	42,836.34	177.94	177.94

Note:

The Group has identified its reportable segments, i.e. 'Contract Manufacturing and Wholesale and Retail Trading' as the only Cash Generating Unit (CGUs). The total carrying amount of goodwill as at 31 March 2026 is ₹ 42,836.34 millions (31 March 2025: ₹ 42,836.34 millions). The same was acquired upon the merger with the erstwhile Vishal Mega Mart Private Limited amounting to ₹ 42,751.23 millions and upon acquisition of the retail segment from Vishal Retail Limited (now V2 Retail Limited) amounting to ₹ 85.11 millions.

In accordance with Ind AS 36 "Impairment of Assets", management tests goodwill for impairment annually and as the recoverable amount exceeds the carrying amount, no impairment loss has been recognised during the year.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

During the current year, the recoverable amount of goodwill for impairment testing is determined based on Fair Value Less Costs of Disposal ('FVLCD') calculations which uses the Comparable Company Multiple ('CCM') method and the trading price method as prescribed Regulation 164 of Securities And Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI Circular on valuation guidelines. The management believes these to be the most appropriate market-based methods which provide directly observable, externally validated evidence of value that is considered more appropriate for Fair Value Less Costs of Disposal ('FVLCD') estimation. Considering the aforementioned approaches, the management has taken the recoverable value based on the higher value higher of the two. Further the fair value measurement is categorised basis level 1 and level 2 fair value hierarchy.

Management has performed sensitivity analysis around the comparative market multiples and have concluded that no reasonable change in any key assumptions would cause the recoverable amount of the goodwill to be less than its carrying value.

5 CURRENT INVESTMENTS

	As at 31 March 2026	As at 31 March 2025
Quoted investments		
Investment in mutual funds (carried at fair value through profit or loss)		
968,631.70 units (31 March 2025: 498,209.48 units) in SBI Liquid Fund Direct Growth	4,171.04	2,020.71
583,996.73 units (31 March 2025: 363,615.23 units) in HDFC Liquid Fund Direct Plan Growth Option	3,159.36	1,852.07
693,544.48 units (31 March 2025: Nil units) in Kotak Liquid Fund Direct Plan Growth	3,859.90	-
	11,190.30	3,872.78
Note:-		
Aggregate amount of quoted investments and market value thereof	11,190.30	3,872.78
Aggregate book value of quoted investments	11,049.89	3,836.77

6A OTHER FINANCIAL ASSETS - NON CURRENT

	As at 31 March 2026	As at 31 March 2025
<i>(Unsecured, considered good, unless otherwise stated)</i>		
Security deposits		
- Considered good	1,078.02	918.14
Fixed deposits with banks with remaining maturity of more than twelve months [refer note (ii)]	4.19	0.41
Interest accrued on fixed deposits	0.14	0.03
	1,082.35	918.58

Notes:

- The Group exposure to financial risk and fair value measurement related to these financial instruments is disclosed in note 27.
- Fixed deposits amounting to ₹ 3.47 millions (31 March 2025: ₹ 0.09 millions) are pledged with the banks against overdraft limit and as security to government department.

6B OTHER FINANCIAL ASSETS - CURRENT

	As at 31 March 2026	As at 31 March 2025
<i>(Unsecured, considered good)</i>		
Fixed deposits with banks with remaining maturity of less than twelve months [refer note (ii)]	93.74	23.33

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

	As at 31 March 2026	As at 31 March 2025
Interest accrued on fixed deposits	3.65	1.99
Security deposits	110.70	177.90
Receivables from vendors	26.04	35.13
Others	2.33	3.51
	236.46	241.86

Notes:

- The Group exposure to financial risk and fair value measurement related to these financial instruments is disclosed in note 27.
- Fixed deposits amounting to ₹ 83.36 millions (31 March 2025: ₹ 17.67 millions) are pledged with the banks against overdraft limit and letter of credit.

7 NON-CURRENT TAX ASSETS (NET)

	As at 31 March 2026	As at 31 March 2025
Prepaid taxes [net of provision of current tax ₹ 3,098.17 millions (31 March 2025: ₹ 2,612.33 millions)]	307.73	151.00
	307.73	151.00

8 OTHER NON- CURRENT ASSETS

	As at 31 March 2026	As at 31 March 2025
<i>(Unsecured, considered good)</i>		
Capital advances	2.42	-
Advances other than capital advances:		
Prepaid expenses	3.05	0.96
Deposits with government authorities	52.83	45.06
	58.30	46.02

9 INVENTORIES

	As at 31 March 2026	As at 31 March 2025
<i>(Valued at lower of cost and net realisable value)</i>		
Traded goods [includes goods in transit of ₹ 1,609.10 millions (31 March 2025: ₹ 1,401.65 millions)]	20,096.79	18,434.61
Consumables	73.65	68.46
	20,170.44	18,503.07

Notes:

- Refer note 38 for details of inventories pledged as security.
- The Group on a periodic basis assesses the markdown of its aged and obsolete inventories including shrinkage. The amount of markdown including shrinkage charged to cost of goods sold is ₹ 1,494.07 millions (31 March 2025: ₹ 660.75 millions). The provision at year end stands at ₹ 805.31 millions (31 March 2025: ₹ 691.07 millions). The management believes that the above estimation is adequate.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

10 TRADE RECEIVABLES

	As at 31 March 2026	As at 31 March 2025
<i>(Unsecured, considered good)</i>		
Trade receivables	278.20	664.44
	278.20	664.44

Notes:

- Refer note 38 for details of trade receivables pledged as security.
- The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.
- No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.
- Balance of Trades receivable as on 01 April 2024 is ₹ 317.42 millions.
- Ageing schedule of trade receivable is as follows:

As at 31 March 2026	Outstanding for following periods from due date of payment						
	Not due	Less than 6 month	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	-	278.20	-	-	-	-	278.20
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
	-	278.20	-	-	-	-	278.20

As at 31 March 2025	Outstanding for following periods from due date of payment						
	Not due	Less than 6 month	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	-	664.44	-	-	-	-	664.44
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
	-	664.44	-	-	-	-	664.44

Note: There are no unbilled receivables, hence the same is not disclosed in the ageing above

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

11A CASH AND CASH EQUIVALENTS

	As at 31 March 2026	As at 31 March 2025
Balance with banks		
- in current accounts [refer note (i)]	4,242.52	2,640.88
- in fixed deposits with original maturity of upto three months	534.16	514.97
Cash on hand	336.77	646.12
Balance with cash management services [refer note (ii)]	13.31	12.06
Credit card collection in transit [refer note (iii)]	173.54	155.57
	5,300.30	3,969.60

Notes:

- (i) There are no restrictions with regard to cash and cash equivalents as at the year end of the reporting year and previous year except for the balance with banks in current accounts amounting to ₹ 35.48 millions (31 March 2025: ₹ 13.22 millions) held in Unspent Corporate Social Responsibility account to be spent towards corporate social responsibility expenditure.
- (ii) Represents the amount of cash handed over to cash management services
- (iii) Represents the amount of outstanding collection from credit card swipes by customers.

11B BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

	As at 31 March 2026	As at 31 March 2025
Fixed deposits with banks with original maturity period of more than three months but less than twelve months*	629.09	645.81
Interest accrued on fixed deposits	19.49	21.24
	648.58	667.05

* Fixed deposits amounting to ₹ 381.22 millions (31 March 2025: ₹ 407.73 million) are pledged with the banks against overdraft limit and letter of credit.

12 OTHER CURRENT ASSETS

	As at 31 March 2026	As at 31 March 2025
<i>(Unsecured, considered good)</i>		
Advances to suppliers	94.08	131.28
Balances with government authorities	3,313.59	2,876.88
Advances to employees	1.80	2.47
Prepaid expenses	100.03	88.18
	3,509.50	3,098.81

13A SHARE CAPITAL

	As at 31 March 2026	As at 31 March 2025
(a) Authorised		
5,860,000,000 equity shares (31 March 2025: 5,860,000,000 equity shares) of ₹ 10 each	58,600.00	58,600.00
Issued, subscribed and fully paid up		
4,673,117,806 equity shares (31 March 2025: 4,597,428,223 equity shares) of ₹ 10 each, fully paid-up	46,731.18	45,974.28

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

(b) Reconciliation of number of shares outstanding at the beginning and at the end of the year

	For the year ended 31 March 2026		For the year ended 31 March 2025	
	Number	Amount	Number	Amount
Equity shares as at the beginning of the year	4,597,428,223	45,974.28	4,508,719,493	45,087.19
Add: Exercise of share option during the year	75,689,583	756.90	88,708,730	887.09
Equity shares as at the end of the year	4,673,117,806	46,731.18	4,597,428,223	45,974.28

(c) Terms/rights attached to equity shares

The Holding Company has one class of equity shares having at par value of ₹ 10 per share. Each shareholder is entitled to one vote per share with a right to receive per share dividend declared by the Holding Company. In the event of liquidation, the equity shareholders are entitled to receive remaining assets of the Holding Company (after distribution of all preferential amounts) in the proportion of equity shares held by the shareholders.

(d) Details of shareholding more than 5% shares in the Holding Company:

Name of the shareholder*	As at 31 March 2026		As at 31 March 2025	
	Number	% of holding	Number	% of holding
Equity shares of ₹ 10 each fully paid up				
Samayat Services LLP	1,874,977,956	40.12%	3,427,477,956	74.55%
HDFC large and mid cap fund	432,257,092	9.25%	89,140,123	1.94%

* As per records of the Company, including its register of members

(e) Details of equity shares held by promoter in the Holding Company as at the end of the year:

Promoter name*	As at 31 March 2026			As at 31 March 2025		
	Number	% of total shares	% change during the year**	Number	% of total shares	% change during the year**
Samayat Services LLP	1,874,977,956	40.12%	45.30%	3,427,477,956	74.55%	23.03%

* Promoter here means promoter as defined in the Companies Act, 2013.

** Percentage change is computed with respect to the number at the beginning of the year or if issued during the year for the first time then with respect to the date of issue.

- (f) No shares have been issued pursuant to contract without payment being received in cash, allotted as fully paid-up shares by way of bonus issues nor has any bought back of shares happened during the period of five years immediately preceding the reporting date.

(g) Shares reserved for issue under options

Information relating to the Holding Company's Employee Stock Option Plan, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of reporting period, is given in note 26.

13B OTHER EQUITY

	As at 31 March 2026	As at 31 March 2025
<i>(Refer Statement of Changes in Equity)</i>		
Share options outstanding account	822.92	718.31
Securities premium account	2,017.29	1,136.57
Retained earnings	24,808.70	16,431.36
Capital reserve	(247.50)	(247.50)
	27,401.41	18,038.74

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

Nature of reserves:

Share options outstanding account

The Holding Company has implemented a share option schemes under which options to subscribe for the Holding Company's shares have been granted to certain executives and senior employees. The reserve is used to recognise the value of equity settled share options provided to such employees. See note 26 for further details.

Securities premium reserve

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Act.

Retained earnings

Retained earning are the accumulated profits earned by the Group till date and it includes remeasurements of defined benefit obligations.

Capital reserve

Capital reserve is the difference of book value of assets of subsidiary and amount paid for acquisition of subsidiary.

14A PROVISIONS- NON CURRENT

	As at 31 March 2026	As at 31 March 2025
Provision for employee benefits (refer note 32)		
Provision for gratuity	317.05	237.66
Provision for compensated absences	157.77	131.50
	474.82	369.16

14B PROVISIONS- CURRENT

	As at 31 March 2026	As at 31 March 2025
Provision for employee benefits (refer note 32)		
Provision for gratuity	161.75	119.13
Provision for compensated absences	120.78	100.71
	282.53	219.84

15 TRADE PAYABLES

	As at 31 March 2026	As at 31 March 2025
Total outstanding dues of micro enterprises and small enterprises [refer note (iii) below]	9,448.40	6,027.64
Total outstanding dues of creditors other than micro enterprises and small enterprises	6,739.57	8,758.05
	16,187.97	14,785.69

Notes:

- The Group exposure to financial risk and fair value measurement related to these financial instruments is disclosed in note 27.
- For trade payables due to related parties, refer note 35.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

(iii) Ageing schedule of trade payables is as follows:

As at 31 March 2026	Outstanding for following periods from due date of payment						
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	-	8,539.52	879.96	14.37	4.39	10.16	9,448.40
Total outstanding dues of creditors other than micro enterprises and small enterprises	301.54	5,153.70	929.66	241.49	58.85	54.33	6,739.57
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Total	301.54	13,693.22	1,809.62	255.86	63.24	64.49	16,187.97

As at 31 March 2025	Outstanding for following periods from due date of payment						
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro enterprises and small enterprises	-	5,636.10	372.85	0.03	14.21	4.45	6,027.64
Total outstanding dues of creditors other than micro enterprises and small enterprises	295.48	4,611.59	3,579.63	160.72	57.28	53.35	8,758.05
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Total	295.48	10,247.69	3,952.48	160.75	71.49	57.80	14,785.69

(iv) Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 is given below.

Particulars	As at 31 March 2026	As at 31 March 2025
i) The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each period;		
- Principal amount	9,448.40	6,027.64
- Interest	82.88	84.27
ii) The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006)	-	-
iii) The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year	11,120.46	7348.19
iv) 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 MSMED Act, 2006	120.04	118.64
v) The amount of interest accrued for unpaid principal at the end of each accounting year	202.91	202.91
vi) 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 the MSMED Act, 2006	202.91	202.91

The above information has been compiled in respect of parties to the extent they could be identified as micro, small and medium enterprises on the basis of information available with the management as at the year end.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

16 OTHER FINANCIAL LIABILITIES - CURRENT

	As at 31 March 2026	As at 31 March 2025
Employee benefits payable	466.83	538.05
Security deposits	10.55	10.55
Capital creditors [refer note (c) below]	303.55	280.43
	780.93	829.03

Notes:

- The Group exposure to financial risk and fair value measurement related to these financial instruments is disclosed in note 27.
- For other current financial liabilities payable to related parties, refer note 35.
- Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 is given below.

Particulars	As at 31 March 2026	As at 31 March 2025
i) Principal amount and interest due thereon remaining unpaid to any supplier at the end of each accounting year		
- Principal amount	-	-
- Interest	-	-
ii) The amount of interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
iii) The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year	-	-
iv) 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 MSMED Act, 2006	-	-
v) The amount of interest accrued for unpaid principal at the end of each accounting year	-	-
vi) 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 the MSMED Act, 2006	-	-

The above information has been compiled in respect of parties to the extent they could be identified as micro, small and medium enterprises on the basis of information available with the management as at the year end.

17 OTHER CURRENT LIABILITIES

	As at 31 March 2026	As at 31 March 2025
Contract liabilities -		
Advance from customers	44.93	41.53
Deferred revenue	141.82	120.50
Statutory dues payable	567.02	2,131.01
Others	110.35	126.85
	864.12	2,419.89

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

Significant changes in contract liabilities:	Advance from customers		Deferred revenue	
	For the year ended 31 March 2026	For the year ended 31 March 2025	For the year ended 31 March 2026	For the year ended 31 March 2025
Opening balance	41.53	30.43	120.50	107.33
Add: Addition during the year*	36.01	35.77	564.63	445.61
Less: Revenue recognised against the contract liabilities	(32.61)	(24.67)	(543.31)	(432.44)
Closing balance	44.93	41.53	141.82	120.50

* The addition in deferred revenue is net of expired loyalty points.

18 REVENUE FROM OPERATIONS

	For the year ended 31 March 2026	For the year ended 31 March 2025
Sale of traded goods	128,705.76	107,005.98
	128,705.76	107,005.98
Other operating revenues		
- Scrap sales	22.01	32.66
- Display income/space rentals	-	14.82
- Rental income	19.59	20.46
- Miscellaneous income	315.85	89.53
	357.45	157.47
	129,063.21	107,163.45

	For the year ended 31 March 2026	For the year ended 31 March 2025
A. Revenue disaggregation on the basis of time is as follow:		
Point in time	129,043.62	107,128.17
Over time	19.59	35.28
B. Revenue disaggregation by geography is as follows:		
India	129,063.21	107,163.45
C. Revenue disaggregation by nature of products is as follows:		
Breakup of traded goods		
- Apparels	57,099.85	47,046.56
- Fast moving consumer goods	34,803.96	29,737.71
- General merchandise	36,801.95	30,221.71
	128,705.76	107,005.98
D. Reconciliation of revenue as recognised in the statement of profit and loss with the contracted price:		
Revenue as per contract price	128,705.76	107,005.98
Less: Discount and rebates	-	-
Revenue as per the statement of profit and loss	128,705.76	107,005.98

- Refer note 17 for significant changes in contract liabilities.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

19 OTHER INCOME

	For the year ended 31 March 2026	For the year ended 31 March 2025
Interest income on -		
- bank deposits carried at amortised cost	68.14	70.86
- income-tax refund	-	11.17
- security deposits at amortised cost	78.66	77.18
Gain on modification/termination of leases	64.86	46.64
Gain on sale of investments carried at fair value through profit or loss	544.32	340.58
Gain on fair valuation of investments carried at fair value through profit or loss	103.76	36.01
Miscellaneous income	3.12	3.12
	862.86	585.56

20 CHANGES IN INVENTORIES OF STOCK-IN-TRADE

	For the year ended 31 March 2026	For the year ended 31 March 2025
Inventories at the beginning of the year		
Traded goods	18,434.61	14,584.09
Inventories at the end of the year		
Traded goods	20,096.78	18,434.61
(Increase)/decrease of stock-in-trade	(1,662.17)	(3,850.52)

21 EMPLOYEE BENEFITS EXPENSE

	For the year ended 31 March 2026	For the year ended 31 March 2025
Salaries, wages and bonus	5,991.02	5,189.78
Contribution to provident and other funds (refer note 32)	530.94	426.73
Employee share option expense (refer note 26)	501.47	592.46
Staff welfare expenses	259.86	196.87
	7,283.29	6,405.84

Note:

Refer note 35 for transactions with related parties

22 DEPRECIATION AND AMORTISATION EXPENSES

	For the year ended 31 March 2026	For the year ended 31 March 2025
Depreciation on property, plant and equipment	1,894.02	1,636.85
Amortisation of right-of-use assets	4,791.60	4,237.24
Amortisation of other intangible assets	48.61	28.28
	6,734.23	5,902.37

23 FINANCE COSTS

	For the year ended 31 March 2026	For the year ended 31 March 2025
Interest expense on financial liabilities at amortised cost	17.20	32.47
Interest on lease liabilities	1,697.29	1,459.43
Other borrowing costs	0.31	0.16
	1,714.80	1,492.06

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

24 OTHER EXPENSES

	For the year ended 31 March 2026	For the year ended 31 March 2025
Rent and warehousing [refer note 33]*	668.53	432.14
Power and fuel	2,354.55	2,027.94
Rates and taxes	36.23	33.34
Insurance	91.82	73.60
Travelling and conveyance	236.72	195.01
Legal and professional fees**	317.34	254.66
Packaging and consumables	434.74	366.92
Transportation*	2,563.03	2,195.07
Repairs and maintenance on -		
- building	5.32	6.10
- plant and machinery	261.03	203.74
- others	336.05	291.03
Advertising and sales promotion	684.05	538.31
Loss on disposal of property, plant and equipment (net)	18.86	24.60
Bank charges	324.44	310.78
Manpower charges	574.89	498.23
Security charges	876.53	718.71
Housekeeping and office maintenance	503.92	411.75
Corporate social responsibility expenses	77.83	46.65
Miscellaneous expenses	195.51	191.02
	10,561.39	8,819.60

Note:

* Includes payments to auditors

Refer note 35 for transactions with related parties

	For the year ended 31 March 2026	For the year ended 31 March 2025
As auditor (excluding applicable taxes)		
- Statutory audit (including fees for limited review)	10.80	6.30
- Tax audit	0.75	0.70
- Other services	0.30	0.30
- Reimbursement of expenses	1.03	0.16
	12.88	7.46

*excluding applicable taxes

Note:

The above fee breakup excludes ₹ Nil for the year ended 31 March 2026 (31 March 2025: 27.80 millions) charged towards special purpose audit, certification and other services which is part of Initial Public Offering recovered from promoter selling shareholders.

25. TAX EXPENSE

(a) Tax expense recognised in profit or loss

	For the year ended 31 March 2026	For the year ended 31 March 2025
Current tax expense	3,098.17	2,299.49
Deferred tax credit	(240.40)	(126.23)
	2,857.77	2,173.26

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

(b) Tax expense recognised in other comprehensive income

	For the year ended 31 March 2026	For the year ended 31 March 2025
Deferred tax credit on re-measurement of defined benefit obligations	5.03	5.04
	5.03	5.04

The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Group at 25.17% (31 March 2025: 25.17%) and the reported tax expense in profit or loss are as follows:

(c) Reconciliation of effective tax rate

	For the year ended 31 March 2026	For the year ended 31 March 2025
Accounting profit before income tax	11,250.04	8,492.93
Income tax rate as per Income-tax Act, 1961	25.17%	25.17%
Tax using the Company or Group's domestic tax rate	2,831.41	2,137.50
Tax effect of adjustments to reconcile expected income-tax expense to reported income-tax expense:		
- Impact of non-deductible expenses	19.75	22.50
- Others	6.61	13.25
Total tax expenses	2,857.77	2,173.25

(d) Deferred tax assets

	As at 31 March 2026	As at 31 March 2025
Deferred tax asset arising on account of:		
Fair value adjustment in the carrying value of other intangible assets	124.41	137.91
Differences between accounting and tax bases of property, plant and equipment and other intangible assets	748.22	642.53
Employee benefit expenses	147.50	117.58
Right-of-use assets and lease liabilities	588.85	533.92
Others	949.44	881.05
Deferred tax assets	2,558.42	2,312.99

(i) Changes in deferred tax assets from 01 April 2025 to 31 March 2026:

	Balance as at 01 April 2025	Recognised in profit or loss	Recognised in other comprehensive income	Balance as at 31 March 2026
Deferred tax asset arising on account of				
Fair value adjustment in the carrying value of other intangible assets	137.91	(13.50)	-	124.41
Differences between accounting and tax bases of property, plant and equipment and other intangible assets	642.53	105.69	-	748.22
Employee benefit expenses	117.58	24.89	5.03	147.50
Right-of-use assets and lease liabilities	533.92	54.93	-	588.85
Others	881.05	68.39	-	949.44
	2,312.99	240.40	5.03	2,558.42

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

(ii) Changes in deferred tax assets from 01 April 2024 to 31 March 2025:

	Balance as at 01 April 2024	Recognised in profit or loss	Recognised in other comprehensive income	Balance as at 31 March 2025
Deferred tax asset arising on account of				
Fair value adjustment in the carrying value of other intangible assets	146.83	(8.92)	-	137.91
Differences between accounting and tax bases of property, plant and equipment and other intangible assets	570.77	71.76	-	642.53
Employee benefit expenses	98.75	13.79	5.04	117.58
Right-of-use assets and lease liabilities	530.98	2.94	-	533.92
Others	834.38	46.66	-	881.05
	2,181.71	126.23	5.04	2,312.99

26 SHARE BASED PAYMENTS

The Holding Company established the Vishal Mega Mart Employees Stock Options Plan 2019 (formerly known as Rishanth Employee Stock Option Plan 2019) (last amended on 19 February 2025) ("the Plan") in January 2019. Under the Plan, the Holding Company has issued share options to eligible employees via ten schemes ("the Schemes") of the Plan. All options granted under the Schemes are equity settled and vest according to various service conditions ranging upto 6 years and a performance condition linked to desired threshold earnings before interest, depreciation and tax in the future. An exit event as defined in the Schemes can result in immediate vesting of all options. Each option entitles the holder thereof to apply for and be allotted equity shares of ₹ 10 each of the Holding Company, upon payment of the exercise price on date of exercise.

Options under performance vesting typically vest equally over five years starting from the first anniversary of date of grant. If the performance condition is not met, unvested options are carried forward to the next vesting date till the end of fourth year starting from the first anniversary of date of grant. Such carry forward options will vest at liquidity event described hereinafter. Options under exit vesting will vest after six years from date of grant, subject to liquidity event conditions. Options under time vesting typically vest over five years starting from the first anniversary of date of grant. Options granted can vest immediately on happening of a certain liquidity event, as determined by the shareholders, when they realise a pre-determined rate of return on their investment.

Below is a summary of options granted under the plan:

Particulars	Performance vested	Time vested	Exit linked	Total	Weighted average exercise price (in ₹)
Total no. of options granted till date	95,853,045	128,125,545	38,898,266		
Options outstanding at 01 April 2024	47,839,957	61,979,757	38,898,266	148,717,980	10.34
Options granted during the year	31,500,000	39,867,500	-	71,367,500	38.02
Options forfeited/lapsed/expired during the year	(304,000)	(1,651,500)	-	(1,955,500)	29.28
Options exercised during the year	(37,383,365)	(51,325,365)	-	(88,708,730)	10.12
Options outstanding at 31 March 2025	41,652,592	48,870,392	38,898,266	129,421,250	25.42
Options exercisable at the end of the year	10,447,330	16,112,230	38,898,266	65,457,826	
Weighted average share price at the date of exercise	97.10	97.05	-		
Weighted average remaining period (in years)	7.95 Years	8.16 Years	4.07 Years		
Exercise price (₹)	₹ 10/- to 35/-	₹ 10/- to 65/-	₹ 10/- to 15.70/-		
Options outstanding at 01 April 2025	41,652,592	48,870,392	38,898,266	129,421,250	25.42
Options granted during the year	950,000	3,575,000	-	4,525,000	132.32

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

Particulars	Performance vested	Time vested	Exit linked	Total	Weighted average exercise price (in ₹)
Options forfeited/lapsed/expired during the year	(839,750)	(1,179,250)	-	(2,019,000)	47.34
Options exercised during the year	(17,328,758)	(19,462,558)	(38,898,266)	(75,689,583)	16.39
Options outstanding at 31 March 2026	24,434,084	31,803,584	-	56,237,667	45.27
Options exercisable at the end of the year	1,875,000	1,994,500	-	3,869,500	
Weighted average share price at the date of exercise	128.27	128.32	123.97		
Weighted average remaining period (in years)	8.11 Years	8.34 Years	-		
Exercise price (₹)	₹ 10/- to 138/-	₹ 10/- to 138/-	-		

In accordance with the Scheme, the Nomination & Remuneration Committee of the Company granted stock options to the Eligible Employees of the Company and its subsidiary company (identified employees) under Vishal Mega Mart Employees Stock Options Plan 2019 during the year, as per the details below:

Particulars	Meeting Date	Performance vested	Time vested	Exercise Price	Share price at the grant date
Grant - I	13 November 2025	700,000	3,325,000	₹ 100/- and ₹ 138 per option	₹ 138.16/-
Grant - II	02 March 2026	250,000	250,000	₹ 117/- per option	₹ 117.23/-

The fair value of the options granted during the year, calculated by an external valuer, was estimated on the date of grant by an independent valuer using the Black Scholes option pricing model with the following significant assumptions. For measuring the impact of the exit and the liquidity event, monte carlo simulations were used in the below calculations.

Particulars	Performance vested	Time vested
Fair value of option on grant date (₹)	53.15 - 86.55	51.56 - 86.55
Expected volatility (in %)	35% to 37%	35% to 37%
Average vesting period (in years)	1.00 to 5.00 Years	1.00 to 5.00 Years
Option life	10 years	10 years
Dividend yield (in %)	0%	0%
Risk-free interest rate (in %)	6.3% to 6.7%	6.3% to 6.7%
Vesting Period	Equally over the 5 years starting from first anniversary of the Grant Date	Equally over the 5 years starting from first anniversary of the Grant Date

Volatility was determined using historical data for comparable companies for corresponding term, excluding companies that did not have sufficient historical data. The risk free interest rates are determined based on current yield to maturity of Government of India Bonds with similar residual maturity equal to expected life of the options.

The related compensation cost has been calculated using fair value method as described above and the Group has recorded an expense of ₹ 501.47 millions during the year (31 March 2025: ₹ 592.46 millions) under 'employee benefits expense. Further, certain employees have exercised options amounting to ₹ 396.86 millions during the year ended 2026 (31 March 2025: ₹ 380.87 millions) which has been accounted for in line with the provisions of Ind AS 102-Shared Based Payments.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

27 FINANCIAL INSTRUMENTS – FAIR VALUES AND RISK MANAGEMENT

I. Fair value measurements

A. Financial instruments by category

	31 March 2026			31 March 2025		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments	11,190.30	-	-	3,872.78	-	-
Trade receivables	-	-	278.20	-	-	664.44
Cash and cash equivalents	-	-	5,300.30	-	-	3,969.60
Bank balances other than cash and cash equivalents	-	-	648.58	-	-	667.05
Other financial assets	-	-	1,318.81	-	-	1,160.45
	11,190.30	-	7,545.89	3,872.78	-	6,461.54
Financial liabilities						
Trade payables	-	-	16,187.97	-	-	14,785.68
Lease liabilities	-	-	19,879.78	-	-	17,293.81
Other financial liabilities	-	-	780.93	-	-	829.03
	-	-	36,848.68	-	-	32,908.52

B. Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are:

- recognised and measured at fair value and
- measured at amortised cost and for which fair values are disclosed in the consolidated financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its consolidated financial instruments into the three levels prescribed under Ind AS 113. An explanation of each level follows underneath the table.

Financial assets recognised and measured at fair value

	As at 31 March 2026				
	Carrying amount	Level 1	Level 2	Level 3	Total
Financial assets					
Investments	11,190.30	11,190.30	-	-	11,190.30

Financial assets recognised and measured at fair value

Particulars	As at 31 March 2025				
	Carrying amount	Level 1	Level 2	Level 3	Total
Financial assets					
Investments	3,872.78	3,872.78	-	-	3,872.78

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities. There have been no transfers between any of the above levels for the years ended 31 March 2026 and 31 March 2025.

Valuation techniques and significant unobservable inputs

Financial instruments measured at fair value

Type	Valuation technique	Significant unobservable inputs	Inter relationship between significant unobservable inputs and fair value
Investment in quoted mutual funds measured at fair value through profit or loss	The fair value of investment in mutual funds is determined using quoted NAV as at the balance sheet date	Not applicable	Not applicable

The carrying amounts of trade receivables, trade payables, current borrowings, cash and cash equivalents, bank balances other than cash and cash equivalents and other financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature. Other financial assets represents security deposits and other non-current financial assets represents bank deposits (due for maturity after twelve from the reporting date) and interest accrued but not due on bank deposits, the carrying value of which approximates the fair values as on the reporting date. For other financial liabilities/assets that are not measured at fair value, the carrying amounts are considered equal to their respective fair values.

II. Financial risk management

The Group has exposure to the following risks arising from financial instruments:

- (i) Credit risk;
- (ii) Liquidity risk; and
- (iii) Market risk

Risk management framework

The Board of directors of the respective companies included in the Group has overall responsibility for the establishment and oversight of the Group's risk management framework. The respective Board of directors has authorized respective business managers to establish the processes, who ensures that executive management controls risks through the mechanism of properly defined framework.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the business managers periodically to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

(i) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments in mutual funds.

The carrying amount of financial assets represents the maximum credit exposure. The Group monitor credit risk very closely in the market. The management's impact analysis shows credit risk and impact assessment as low.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date is:

Particulars	31 March 2026			31 March 2025		
	Gross amount	Expected credit loss	Net amount	Gross amount	Expected credit loss	Net amount
Trade receivables	278.20	-	278.20	664.44	-	664.44
Cash and cash equivalents	5,300.30	-	5,300.30	3,969.60	-	3,969.60
Bank balances other than cash and cash equivalents	648.58	-	648.58	667.05	-	667.05
Other financial assets	1,318.81	-	1,318.81	1,160.45	-	1,160.45

Credit risk on cash and cash equivalents and bank balances other than cash and cash equivalents is limited as the Group generally invests in deposits with banks with high credit ratings assigned by credit rating agencies. Investments include investment in liquid mutual fund units. The other financial assets primarily represents security deposits given to landlords of premises taken on leases. Such deposit will be returned to the Group on returning the possession of premises as per the contract. The credit risk associated with such security deposits is relatively low.

The gross carrying amounts of trade receivables is disclosed in note 10 of the financial statements as follows:

Particulars	As at 31 March 2026	As at 31 March 2025
Trade receivables	278.20	664.44

Detail of trade receivables that are past due is given below:-

Particulars	As at 31 March 2026	As at 31 March 2025
Not due and overdue less than 6 months	278.20	664.44
Overdue more than 6 months	-	-

The expected credit loss on trade receivables has been determined as follows under the simplified approach:

31 March 2026

Particulars	Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross carrying amount as 31 March 2026	-	278.20	-	-	-	-	278.20
Expected loss rate	-	-	-	-	-	-	-
Expected credit losses	-	-	-	-	-	-	-
Carrying amount of trade receivables (net)	-	278.20	-	-	-	-	278.20

31 March 2025

Particulars	Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross carrying amount as 31 March 2025	-	664.44	-	-	-	-	664.44
Expected loss rate	-	-	-	-	-	-	-
Expected credit losses	-	-	-	-	-	-	-
Carrying amount of trade receivables (net)	-	664.44	-	-	-	-	664.44

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

(ii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Group's financial liabilities mainly comprises of borrowings, trade payables, lease liabilities and accrued bonus/expenses. The Group's credit period with buyers is higher than the credit period provided to customers, and the payments are generally settled within credit period, hence the Group's liquidity risk is low.

(a) Maturities of financial liabilities

The following are the remaining undiscounted contractual maturities of financial liabilities including interest at the reporting date:

Particulars	Carrying amounts as at 31 March 2026	Contractual cash flows				
		Total	Payable on demand	Less than 1 year	1–5 years	More than 5 years
Financial liabilities						
Trade payables	16,187.97	16,187.97	-	16,187.97	-	-
Lease liabilities (including interest)	19,879.78	24,507.09	-	6,210.85	16,183.04	2,113.20
Other financial liabilities	780.93	780.93	-	780.93	-	-
Total liabilities	36,848.68	41,475.99	-	23,179.75	16,183.04	2,113.20

Particulars	Carrying amounts as at 31 March 2025	Contractual cash flows				
		Total	Payable on demand	Less than 1 year	1–5 years	More than 5 years
Financial liabilities						
Trade payables	14,785.68	14,785.68	-	14,785.68	-	-
Lease liabilities (including interest)	17,293.81	21,639.61	-	5,417.47	13,858.44	2,363.70
Other financial liabilities	829.03	829.03	-	829.03	-	-
Total liabilities	32,908.52	37,254.32	-	21,032.18	13,858.44	2,363.70

(b) Undrawn borrowing facilities

The Group has access to the following undrawn borrowing facilities at the end of the reporting period:

	As at 31 March 2026	As at 31 March 2025
Expiring within one year (bank loans)	2,500.00	2,500.00

(iii) 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 comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings, deposits and foreign currency receivables and payables. The sensitivity analysis in the following sections relate to the position as at 31 March 2026. The sensitivity of the relevant profit and loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of 31 March 2026.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

(a) Foreign currency risk

The Group has certain import purchases for which payments are made in foreign exchange and hence exposes the Group to foreign exchange risk arising from foreign currency transactions. However, there is no outstanding foreign currency payable at the end of current and the previous reporting period. Further, the gain/ (loss) on such foreign currency transactions during the current and the previous year is not material.

(b) Interest rate risk

The Group's interest rate risk arises from bank deposits which are made at market rate of interest at the time of deposit. This exposes the Group to cash flow interest rate risk. However the variation in market rate of interest is not significantly high and the Group's interest bearing assets is also not significantly high, hence the impact of the same has been assessed as insignificant. Further, the interest rate on Group's borrowings is variable. The impact of change in interest rate on Group's borrowings is not significant.

At the reporting date the interest rate profile of the Group's interest-bearing financial instruments is as follows:

Particulars	As at 31 March 2026	As at 31 March 2025
Financial assets:		
Fixed rate instruments		
- Fixed deposits	1,261.18	1,184.53
Total	1,261.18	1,184.53
Variable-rate instruments		
- Rupee term loans	-	-
Total	-	-

Fair value sensitivity analysis for fixed-rate instruments

The Group's fixed rate instruments are carried at amortised cost. They are, therefore, not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Cash flow sensitivity analysis for variable-rate instruments

A change of 100 basis points in interest rates at the reporting date would have increased (decreased) profit or loss (after tax) and equity by the amounts shown below. This analysis assumes that all other variables remain constant. The analysis is performed on the same basis for the previous year.

Particulars	31 March 2026		31 March 2025	
	Profit or loss (after tax) and equity		Profit or loss (after tax) and equity	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
Rupee term loans	-	-	-	-

(c) Price risk

Exposure from investments in mutual funds:

The Group's exposure to price risk arises from investments in mutual funds held by the Group and classified in the balance sheet as fair value through profit or loss. To manage its price risk arising from investments in mutual funds, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group.

Sensitivity

The sensitivity to profit or loss (after tax) and equity in case of an increase in price of the instrument by 5% keeping all other variables constant would have resulted in corresponding impact on profits by ₹ 418.70 millions (31 March 2025: ₹ 144.90 millions).

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

28 CAPITAL MANAGEMENT

For the purposes of the Group's capital management, capital includes equity attributable to the equity holders of the Group and all other equity reserves. The primary objective of the Group's capital management is to ensure that it maintains an efficient capital structure and maximize shareholder value. The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2026 and 31 March 2025.

	As at 31 March 2026	As at 31 March 2025
Total debt	-	-
Less: Cash and cash equivalents	(5,300.30)	(3,969.60)
Net debt (A)	(5,300.30)	(3,969.60)
Total equity (B)	74,132.58	64,013.02
Gearing ratio (A/B)	-	-

29 GROUP INFORMATION

- (a) Information about subsidiary/entity, the proportion of ownership interest held, country of incorporation and principal activities are as below:

Name of the entity	Principal activities	Country of incorporation	Ownership interest held by the Group		Ownership interest held by non-controlling interest	
			As at 31 March 2026	As at 31 March 2025	As at 31 March 2026	As at 31 March 2025
			%	%	%	%
Airplaza Retail Holdings Private Limited	Business of retail trading of apparels, fast moving consumer goods and general merchandise	India	100%	100%	-	-
Vishal E-Commerce Private Limited	E-commerce business	India	100%	100%	-	-
Vishal Mega Mart CSR Trust	CSR activities	India	-	-	-	-

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

30 ADDITIONAL INFORMATION AS REQUIRED BY PARAGRAPH 2 OF THE GENERAL INSTRUCTIONS FOR PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS TO SCHEDULE III TO THE COMPANIES ACT, 2013

31 March 2026

Name of entity	Net assets		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent								
Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited)	94.79%	70,271.27	78.18%	6,560.84	-34.57%	5.17	78.38%	6,566.01
Indian subsidiaries/entity								
Airplaza Retail Holdings Private Limited	4.51%	3,346.74	20.03%	1,680.65	134.57%	(20.11)	19.82%	1,660.54
Vishal E-Commerce Private Limited	-	0.14	0.00%	-	-	-	0.00%	-
Vishal Mega Mart CSR Trust	-	0.01	-0.64%	(53.29)	-	-	-0.64%	(53.29)
Intercompany eliminations and consolidation adjustments	0.70%	514.42	2.43%	204.07	-	-	2.44%	204.07
Total	100.00%	74,132.58	100.00%	8,392.27	100.00%	(14.94)	100.00%	8,377.33

31 March 2025

Name of entity	Net assets		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent								
Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited)	96.80%	61,963.04	74.78%	4,725.74	0.55%	(0.08)	74.95%	4,725.66
Indian subsidiaries/entity								
Airplaza Retail Holdings Private Limited	2.63%	1,686.19	22.57%	1,426.41	99.45%	(14.91)	22.39%	1,411.50
Vishal E-Commerce Private Limited	-	0.14	-	-	-	-	-	-
Vishal Mega Mart CSR Trust	-	0.06	-0.53%	(33.41)	-	-	-0.53%	(33.41)
Intercompany eliminations and consolidation adjustments	0.57%	363.59	3.18%	200.93	-	-	3.19%	200.93
Total	100.00%	64,013.02	100.00%	6,319.67	100.00%	(14.99)	100.00%	6,304.68

Note:

The above amounts/percentage of net assets and net profit or loss in respect of Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited) and its subsidiaries/entity are determined based on the amounts of the respective entities included in the consolidated financial statement before inter-company eliminations/consolidation adjustments.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

31 EARNINGS PER EQUITY SHARE (EPS)

The calculation of profit attributable to equity shareholders and weighted average numbers of equity shares outstanding for purpose of basic/diluted earning per share calculation are as follows-

	For the year ended 31 March 2026	For the year ended 31 March 2025
i. Profit attributable to equity shareholders for basic/diluted earnings per share	8,392.27	6,319.67
ii. Weighted average number of equity shares for basic earnings per share (in nos.)	4,657,850,496	4,518,074,629
iii. Effect of share options during the year (in nos.)	34,396,586	130,297,125
iv. Weighted average number of equity shares for diluted earnings per share (in nos.)	4,692,247,082	4,648,371,754
Basic earning per equity share of ₹ 10 each (₹)	1.80	1.40
Diluted earning per equity share of ₹ 10 each (₹)	1.79	1.36

32 EMPLOYEE BENEFIT PLANS

(i) Defined contribution plans

The Group, in respect of qualifying employees, contributes towards provident fund, labour welfare fund, employees' state insurance and national pension scheme. During the year, the Group has recognized the following amounts in the statement of profit and loss for:

	For the year ended 31 March 2026	For the year ended 31 March 2025
Employer's contribution to provident fund and labour welfare fund	446.74	360.89
Employer's contribution to employees' state insurance	74.90	60.27
Employer's contribution to national pension scheme	9.30	5.58
	530.94	426.74

(ii) Defined benefit plan:

The gratuity plan provides a lump sum payment to employees at retirement or termination of employment at an amount based on the respective employee's salary and the years of employment with the Group.

A. Reconciliation of present value of defined benefit obligation

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Present value of defined benefit obligation at the beginning of the year	356.79	301.00
Interest cost	25.19	21.82
Current service cost	61.61	47.37
Past service cost	59.86	-
Benefits paid	(44.62)	(33.43)
Re-measurement loss recognised in other comprehensive income	19.97	20.03
Present value of defined benefit obligation at the end of the year	478.80	356.79

B. Reconciliation of present value of the obligations

Particulars	As at 31 March 2026	As at 31 March 2025
Present value of defined benefit obligation	478.80	356.79
Net liability recognised in the balance sheet	478.80	356.79
Current	161.75	119.13
Non-current	317.05	237.66
	478.80	356.79

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

C. Expenses recognised in profit or loss

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Current service cost	61.61	47.37
Interest cost	25.19	21.82
Total expenses recognised in profit or loss	86.80	69.19

D. Re-measurement loss recognised in other comprehensive income

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Re-measurement loss		
- Loss due to financial assumptions	(16.00)	2.80
- Loss due to experience adjustment	35.97	17.23
Total expenses recognised in other comprehensive income	19.97	20.03

E. Maturity profile of defined benefit obligation

Particulars	As at 31 March 2026	As at 31 March 2025
1 Within the next 12 months	161.75	119.13
2 Between 1 and 2 years	142.82	107.07
3 Between 2 and 5 years	105.95	78.23
4 Between 5 and 10 years	68.28	52.36

F. Actuarial assumptions

a Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is generally based upon the market yields available on Government bonds at the accounting date relevant to currency of benefit payments for a term that matches the liabilities. Salary growth rate is Group's long term best estimate as to salary increases and takes account of inflation, seniority, promotion, business plan, HR policy and other relevant factors on long term basis as provided in relevant accounting standard. These valuation assumptions are as follows:

	As at 31 March 2026	As at 31 March 2025
Discount rate (in %)	7.98%	7.06%
Future salary increase (in %)	10.00%	10.00%

b Demographic assumptions

	As at 31 March 2026	As at 31 March 2025
(i) Retirement age (years)	60	60
(ii) Mortality rate inclusive of provision for disability	100% of IALM (2012-14)	100% of IALM (2012-14)
(iii) Attrition at ages		
Up to 30 years	15% - 65%	15% - 65%
From 31 to 44 years	15% - 65%	15% - 65%
Above 44 years	15% - 65%	15% - 65%

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

G. Sensitivity analysis

Reasonably possible changes at the reporting date to the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	As at 31 March 2026	As at 31 March 2025
a Discount rate		
0.5% increase	(5.69)	(4.62)
0.5% decrease	5.80	4.80
b Future salary increases rate		
0.5% increase	5.67	4.65
0.5% decrease	(5.61)	(4.52)
c Attrition rate		
0.5% increase	0.12	0.12
0.5% decrease	(0.12)	(0.12)

Sensitivities due to mortality and withdrawals are not material. Hence, impact of change is not calculated above.

The sensitivity analysis 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 year. This analysis may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous year.

H. Description of risk exposures

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such, the Group is exposed to various risks as follow:

Salary increases	Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
Discount rate	Reduction in discount rate in subsequent valuations can increase the plan's liability.
Mortality and disability	Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the liability.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact plan's liability.

I. Other disclosures

Particulars	As at 31 March 2026	As at 31 March 2025
Average duration of the defined benefit obligation (in years)	1.10 - 5.59 years	1.10 - 5.64 years

The Group expects to make contributions of ₹ 89.60 millions (31 March 2025: ₹ 63.92 millions) to the defined benefit plans during the next financial year.

J. Amount for the current and previous four years are as follows - gratuity:

	31 March 2026	31 March 2025	31 March 2024	31 March 2023	31 March 2022
Defined benefit obligation	478.80	356.79	301.00	250.48	216.46
Experience (loss)/gain adjustments on liabilities	(35.97)	(17.23)	(18.19)	(12.24)	(13.19)

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

(iii) Other long-term benefits:

An actuarial valuation of compensated absences has been carried out by an independent actuary using the Projected Unit Credit method. The amount recognised as an expense towards compensated absences for the year amounts to ₹ 121.82 millions (31 March 2025: ₹ 95.88 millions). As at 31 March 2026, provision for compensated absences amounts to ₹ 278.55 millions (31 March 2025: ₹ 232.21 millions) presented as provision for employee benefits in note 14A and 14B - Provisions.

The compensated absences cover the Group's liability for earned leaves. The Group does not have an unconditional right to defer the settlement for obligation classified as current provision balance. However, based on past experience, the Group does not expect all the employees to avail the entire outstanding leaves within next twelve months, therefore, based on the independent actuarial report, only a certain amount of provision has been presented as current and remaining as non-current.

33 i) Lease liabilities are presented in the balance sheet as follows:

Particulars	As at 31 March 2026	As at 31 March 2025
Current	5,807.52	5,075.38
Non-current	14,072.26	12,218.44
Total	19,879.78	17,293.82

The maturity analysis of lease liabilities are disclosed hereunder. Also refer note 27(II)(ii).

Particulars	For the year ended 31 March 2026			For the year ended 31 March 2025		
	Principal	Interest	Total payments	Principal	Interest	Total payments
Less than 1 year	4,620.40	1,590.45	6,210.85	4,032.83	1,384.64	5,417.47
1-5 years	13,692.01	2,491.03	16,183.04	11,401.49	2,456.95	13,858.44
More than 5 years	1,667.37	445.83	2,113.20	1,859.50	504.20	2,363.70
Total	19,979.78	4,527.31	24,507.09	17,293.82	4,345.79	21,639.61

Refer note 37 for reconciliation of liabilities arising from financing activities pursuant to Ind AS 7- Statement of Cash Flows

The Group has executed lease arrangements for office and business premises. With the exception of short-term leases and leases with variable lease payments, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability.

Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublet the asset to another party, the right-of-use asset can only be used by the Group. Leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee. Some leases contain an option to extend the lease for a further term. The Group is prohibited from selling or pledging the underlying leased assets as security against the Group's other debts and liabilities. For leases over office buildings and business premises the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Group is required to insure items of property, plant and equipment and incur maintenance fees on such items in accordance with the lease contracts.

The Group has considered automatic extension option available for the property leases in lease period assessment since the Group can enforce its right to extend the lease beyond the initial lease period as the Group is likely to be benefited by exercising the extension option.

ii) The following are amounts recognised in the statement of profit and loss:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Amortisation of right-of-use assets*	4,791.60	4,237.24
Interest on lease liabilities	1,697.29	1,459.43
Rent and warehousing	668.53	432.14
Total	7,157.42	6,128.81

*Net of depreciation amounting to ₹ 21.46 millions (31 March 2025: ₹ 19.22 millions) capitalised in leasehold improvements.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

iii) Lease payments not recognised as a liability

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Expenses relating to short term leases (included in other expenses)	668.53	432.14

The Group has elected not to recognise a lease liability for short term leases (leases with an expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. The expense relating to payments not included in the measurement of the lease liability for short term leases is ₹ 668.53 millions (31 March 2025: ₹ 432.14 millions).

iv) At 31 March 2026 and 31 March 2025, the Group was not committed to any liability towards short-term leases.

v) Total cash outflow for leases for the year ended 31 March 2026 was ₹ 6,894.37 millions (31 March 2025: ₹ 6,082.61 millions) [including ₹ 668.53 millions (31 March 2025 - ₹ 432.14 millions) paid towards the aforementioned short-term leases].

vi) The table below describes the nature of the Group's leasing activities by type of right-of-use asset recognised on balance sheet:

Right-of-use asset	Right-of-use assets leased (in nos.)	Range of remaining term (in years)	Average remaining lease term (in years)
Warehouses, retail outlets and other offices	911	0 - 12.09	3.38 - 6.24 years

The Group has a right to extend/terminate its leasing arrangements beyond the initial agreement/lock in period. For the assessment of lease term as per Ind AS 116, the management of the Group has considered the extension options and not considered the early termination options wherever available for its property leases in its lease period assessment since the Group is likely to be benefit from a longer lease tenure.

34 CONTINGENT LIABILITIES AND COMMITMENTS

	As at 31 March 2026	As at 31 March 2025
a) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	333.25	261.98
	333.25	261.98
b) Contingent liabilities		
Claims against the Group not acknowledged as debts to the extent not provided for-		
Income tax matters [amount paid under protest ₹ 28.31 millions (31 March 2025: ₹ 28.31 millions)]*	130.76	97.88
Indirect tax matters [amount paid under protest ₹ 23.11 millions (31 March 2025: ₹ 14.85 millions)]**	181.16	50.51
Other matters***	958.16	718.69
	1,270.08	867.07

c) Other contingencies

There are some other income tax litigations for few assessment years wherein income tax authorities have made certain disallowances, however, there is no demand raised by them due to losses. In view of the management, these matters would be decided in favour of the Group and accordingly, chances of liability materializing are remote.

* Represents demand raised by Income tax authorities on account of disallowance of certain expense.

** Represents demand raised by central sales tax, value added tax and goods and service tax authorities.

*** Includes various other claims made by vendors, customers complaints, ex-employees and various government authorities.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

It is not practicable for the Group to estimate the timings of the cash flows, if any, in respect of the above pending resolution of the respective proceedings. The Group has assessed that it is only possible, but not probable, that outflow of economic resources will be required in respect of the above proceedings.

35 INFORMATION ON RELATED PARTY TRANSACTIONS PURSUANT TO IND AS 24 - RELATED PARTY DISCLOSURES

A Related parties and their relationships*

Relationship	Name of the related party
(a) Entity which exercise significant influence over the Company	Samayat Services LLP
(b) Entities which exercise control over the Group	Kedaara Capital Fund II LLP Rishay Services LLP Rishanth Services LLP
(c) Key management personnel*	Mr. Gunender Kapur (Managing Director and CEO) (with effect from 27 June 2024) Mr. Rohit Jindal (Managing Director and CEO) (till 24 June 2024) Mr. Amit Gupta (Chief Financial Officer)
(d) Other related parties	Mr. John Thomson Wyatt (Director) (till 03 July 2024) Mr. Manas Tandon (Director) Mr. Nishant Sharma (Director) Mr. Sanjeev Aga (Director) Mr. Walter Heinz Keller (Director) (till 03 July 2024) Ms. Neha Bansal (Independent Director) Ms. Soumya Rajan (Independent Director) (with effect from 31 May 2024) Mr. Vageesh Gupta (Director) (with effect from 13 November 2025) Mr. Yogesh Yadav (Independent Director) (with effect from 13 November 2025)

* Above related parties do not include key management personnel of subsidiary companies and their close family members.

B Related party transactions

Particulars	Year ended	Entity which exercise significant influence over the Company	Entities which exercise control over the Group	Key Management Personnel	Other related parties	Total
Transportation charges						
Samayat Services LLP	31 March 2026	720.99	-	-	-	720.99
	31 March 2025	609.22	-	-	-	609.22
Warehousing charges						
Samayat Services LLP	31 March 2026	311.66	-	-	-	311.66
	31 March 2025	260.14	-	-	-	260.14
Legal and professional expense						
Rishay Services LLP	31 March 2026	-	29.85	-	-	29.85
	31 March 2025	-	8.99	-	-	8.99
Rishanth Services LLP	31 March 2026	-	43.38	-	-	43.38
	31 March 2025	-	40.14	-	-	40.14
Managerial remuneration						
Mr. Gunender Kapur	31 March 2026	-	-	302.58	-	302.58
	31 March 2025	-	-	350.83	-	350.83
Mr. Amit Gupta	31 March 2026	-	-	56.84	-	56.84
	31 March 2025	-	-	70.56	-	70.56
Mr. Rohit Jindal	31 March 2026	-	-	-	-	-
	31 March 2025	-	-	102.67	-	102.67

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

Particulars	Year ended	Entity which exercise significant influence over the Company	Entities which exercise control over the Group	Key Management Personnel	Other related parties	Total
Annual remuneration						
Ms. Neha Bansal	31 March 2026	-	-	-	3.50	3.50
	31 March 2025	-	-	-	3.50	3.50
Ms. Soumya Rajan	31 March 2026	-	-	-	3.50	3.50
	31 March 2025	-	-	-	3.50	3.50
Mr. Yogesh Yadav	31 March 2026	-	-	-	1.33	1.33
	31 March 2025	-	-	-	-	-

Category-wise break up of compensation to key management personnel

Particulars	31 March 2026	31 March 2025
Short-term employee benefits	138.42	226.88
Share-based payment transactions	216.03	291.94
Defined contribution plan	4.97	5.24

Notes:

- The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel.
- The above remuneration excludes provision for gratuity and leave benefits as separate actuarial valuation is not available.

C Balances outstanding at the year end

Particulars	As at	Entity which exercise significant influence over the Company	Entities which exercise control over the Group	Key Management Personnel	Other related parties	Total
Trade payables						
Samayat Services LLP	31 March 2026	172.29	-	-	-	172.29
	31 March 2025	280.05	-	-	-	280.05
Rishay Services LLP	31 March 2026	-	0.75	-	-	0.75
	31 March 2025	-	1.31	-	-	1.31
Rishanth Services LLP	31 March 2026	-	2.21	-	-	2.21
	31 March 2025	-	5.31	-	-	5.31
Ms. Neha Bansal	31 March 2026	-	-	-	3.50	3.50
	31 March 2025	-	-	-	3.50	3.50
Ms. Soumya Rajan	31 March 2026	-	-	-	3.50	3.50
	31 March 2025	-	-	-	3.50	3.50
Mr. Yogesh Yadav	31 March 2026	-	-	-	1.33	1.33
	31 March 2025	-	-	-	-	-
Employee benefits payable						
Mr. Gunender Kapur	31 March 2026	-	-	58.85	-	58.85
	31 March 2025	-	-	55.00	-	55.00
Mr. Amit Gupta	31 March 2026	-	-	11.43	-	11.43
	31 March 2025	-	-	8.63	-	8.63

- The above disclosed related party transactions were made on terms equivalent to those that prevail in arm's length transactions.
- All outstanding balances are unsecured and payable in cash except outstanding share based payments which are in kind.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

36 SEGMENT INFORMATION

The Group primarily operates in the contract manufacturing and wholesale and retail trading. Based on the "management approach" as defined in Ind AS 108 – Operating Segments, the Chief Operating Decision Maker ("CODM") does the evaluation of the Group's performance at an overall Group level as one segment, i.e. 'Trading of wholesale and retail sales'.

The Holding Company's Board of Directors have been identified as the CODM, since they are responsible for all major decisions with respect to the preparation and execution of business plan, preparation of budget, planning, directing and business expansions.

The Group is domiciled in India and derives its entire revenue from trading of goods and rendering of services in India. Moreover, all the assets/liabilities are located in the Group's country of domicile, i.e., India.

The sale of goods is made to external customers using a cash and carry model and accordingly there is no such single customer who contributes more than 10% of total revenue

Refer note 18 for details of product and services.

37 RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES PURSUANT TO IND AS 7- STATEMENT OF CASH FLOWS

The changes of the Group's liabilities arising from financing activities can be classified as follows:

S. No.	Particulars	Lease liabilities
	Balance as at 01 April 2024	14,833.88
i.	Cash flows:	
	Interest paid	(1,459.43)
	Payment of principal portion of lease liabilities	(4,191.05)
ii.	Non-cash flows:	
	Interest on lease liabilities	1,459.43
	Recognition of lease liabilities under Ind AS 116 - leases	6,650.99
	Balance as at 31 March 2025	17,293.82
i.	Cash flows:	
	Interest paid	(1,697.29)
	Payment of principal portion of lease liabilities	(4,528.55)
ii.	Non-cash flows:	
	Interest on lease liabilities	1,697.29
	Recognition of lease liabilities under Ind AS 116 - leases	7,114.51
	Balance as at 31 March 2026	19,879.78

- The Holding Company has cash credit facilities and working capital limits which are secured by hypothecation of all inventories including those in transit, receivables, book debts on pari passu basis, equitable mortgage. The rate of interest ranges between 7.25% to 8.50% (31 March 2025: 8.10% to 9.50%) per annum in respect of the same.
- The cash credit facilities and working capital limits have been used for the specific purpose for which they are taken. However, there is no outstanding balance as on reporting date.
- Details of quarterly statements of current assets filed by the Company with the banks and reasons of material discrepancies:

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

For the year ended 31 March 2026

Quarter ended	Name of bank	Securities provided	Amount as per books of account	Amount as per quarterly statement	Variance	Reason for material discrepancies
30 June 2025	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	1,313.54	1,313.54	-	No variance noted
30 September 2025	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	2,583.52	1,901.09	682.43	Variance is owing to goods in-transit pertaining to the Company not considered while submission of the quarterly statement.
31 December 2025	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	1,453.79	1,453.79	-	No variance noted
31 March 2026	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	3,500.40	2,694.12	806.28	Variance is owing to goods in-transit pertaining to the Company not considered while submission of the quarterly statement.

For the year ended 31 March 2025

Quarter ended	Name of bank	Securities provided	Amount as per books of account	Amount as per quarterly statement	Variance	Reason for material discrepancies
30 June 2024	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	1,198.66	1,198.66	-	No variance noted
September 30, 2024	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	1,526.15	1,526.15	-	No variance noted
31 December 2024	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	1,068.68	1,068.68	-	No variance noted
31 March 2025	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	2,326.54	1,615.54	711.00	Variance is owing to goods in-transit pertaining to the Company not considered while submission of the quarterly statement.

39 OTHER STATUTORY INFORMATION

- The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the year ended 31 March 2026 and for the year ended 31 March 2025.
- The Group 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 the rules made thereunder.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

- The Group has not been declared wilful defaulter by any bank or other lenders.
- The Group had below transactions with companies whose name has been struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- The Group does not have any charges or satisfaction which is yet to be registered with Registrars of Companies ('ROC') beyond the statutory period.
- The Group has complied with number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the intermediary shall:
 - directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries); or
 - provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.
- The Group 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 Group shall:
 - 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.
- The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the current and preceding year 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).
- The Group has not traded or invested in crypto currency or virtual currency during the current and the preceding financial year.
- The Group does not hold any immovable properties during the current and preceding financial year.
- The Holding Company has made preferential allotment of shares during the current year and the same has been utilised by the Holding Company for the purposes for which these funds were raised.
- The Group has not entered into the scheme of arrangement in the current year and preceding financial year.

40 There are no significant events or transactions occurring after the balance sheet which would require any adjustment in the consolidated financial statements.

41 The Ministry of Corporate Affairs (MCA) under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021, has prescribed a requirement that companies using accounting software for maintaining its books of account, shall use only such accounting software that has a feature of recording audit trail of each and every transaction. This includes creating an edit log of each change made in the books of account along with the date on which such changes are made and ensuring that the audit trail feature cannot be disabled.

The Group has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software.

During the current year, the audit trail (edit logs) feature for any direct changes made at the database level was enabled from 03 February 2026 for the accounting software used for maintenance of accounting records by the Holding Company and its 3 subsidiaries and enabled from 21 January 2026 for another software used for front end billing at retail outlets by one subsidiary.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

Further, accounting software used for payroll processing by the Holding Company and one subsidiary is operated by a third party software service provider which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software.

The audit trail records have been preserved by the Group as per the statutory requirements for record retention from the date the audit trail was enabled for the accounting software.

This is the summary of material accounting policies and other explanatory information referred to in our report of even date.

For Walker Chandio & Co LLP

Chartered Accountants

Firm Registration No.: 001076N/N500013

Neeraj Goel

Partner

Membership No.: 099514

Place: Gurugram

Date: 14 May 2026

For and on behalf of the Board of Directors

Gunender Kapur

Managing Director & CEO

DIN: 01927304

Amit Gupta

Chief Financial Officer

Nishant Sharma

Non-executive Director

DIN No.: 03117012

Rahul Luthra

Company Secretary

Membership No.: F9588

INDEPENDENT AUDITOR'S REPORT

To the Members of Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited)

Report on the Audit of the Standalone Financial Statements

OPINION

- We have audited the accompanying standalone financial statements of Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited) ('the Company'), which comprise the Standalone Balance Sheet as at 31 March 2026, the Standalone Statement of Profit and Loss (including Other Comprehensive Income), the Standalone Statement of Cash Flow and the Standalone Statement of Changes in Equity for the year then ended, and notes to the standalone financial statements, including material accounting policy information and other explanatory information.
- In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ('the Act') in the manner so required and give a true and fair view in conformity with the Indian Accounting Standards ('Ind AS') specified under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015 and other accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2026, and 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 in accordance with the Standards on Auditing 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 Standalone 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 ('ICAI') together with the ethical requirements that are relevant to our audit of the standalone 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 opinion.

KEY AUDIT MATTER

- Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

- We have determined the matter described below to be the key audit matter to be communicated in our report.

Key audit matter	How our audit addressed the key audit matter
Impairment assessment of Goodwill	
Refer note 2(l) for the material accounting policy information and note 4 of the accompanying standalone financial statements for the related disclosures of Goodwill and its impairment assessment.	Our audit procedures in relation to impairment assessment of goodwill included, but were not limited to, the following:
As at 31 March 2026, the Company is carrying Goodwill amounting to ₹36,142.28 millions in the standalone financial statements, which represents 41.79% of the total assets of the Company.	Obtained an understanding of management's process for identification of CGU and impairment assessment of goodwill and assessed the appropriateness of the Company's accounting policies relating to impairment of non-financial assets in accordance with Ind AS 36;
The management has identified "contract manufacturing and wholesale and retail trading" as a cash generating unit (CGU) and entire Goodwill has been allocated to this CGU. In accordance with Ind AS 36, "Impairment of Assets" ('Ind AS 36'), the Company performs annual impairment assessment of Goodwill by comparing the carrying amount of the CGU, including the goodwill, with the recoverable amount of the CGU, which is higher of its value in use and fair value less costs of disposal.	- Evaluated the design and tested the operating effectiveness of key controls over the impairment assessment process; - Obtained management's external valuation expert's report for determining recoverable amount of CGU and assessed the objectivity, professional competency and independence of the management expert;

INDEPENDENT AUDITOR'S REPORT (CONTD.)

Key audit matter	How our audit addressed the key audit matter
The management's assessment of the recoverable amount of CGU involves significant management judgement and estimation such as identification of appropriate comparable companies for the Comparable Company Multiple (CCM) method of valuation. Considering the significance of the amounts involved and high estimation uncertainty and significant management judgment involved in determining recoverable amount, the impairment assessment of goodwill is considered as a key audit matter for the current year audit.	- Involved auditor's expert to assist in evaluating appropriateness of valuation methodology and reasonableness of the assumptions used by the management's expert to calculate the recoverable value of the CGU; - Evaluated and challenged management's assumptions used in the impairment assessment, particularly those related to comparable company multiples based on our understanding of the business, past results and external factors; - Tested the arithmetical accuracy of valuation model and performed sensitivity analysis on the key assumptions such as comparable company multiples to evaluate the possible variation on the current recoverable amount to ascertain the sufficiency of headroom available; and - Assessed the appropriateness and adequacy of the disclosures made in the standalone financial statements in accordance with the requirements of applicable accounting standards.

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

6. The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Annual Report, but does not include the standalone financial statements and our auditor's report thereon. The Annual Report is expected to be made available to us after the date of this auditor's report.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information identified above when it becomes available and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

When we read the Annual Report, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR THE STANDALONE FINANCIAL STATEMENTS

7. The accompanying standalone financial statements have been approved by the Company's Board of Directors. The Company's Board of Directors are responsible for the matters stated in section 134(5) of the Act with respect to the preparation and presentation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS specified under section 133 of the Act and other accounting principles generally accepted in India. 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 design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting

INDEPENDENT AUDITOR'S REPORT (CONTD.)

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.

8. In preparing the standalone financial statements, the Board of Directors 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 the Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.
9. The Board of Directors is also responsible for overseeing the Company's financial reporting process.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE STANDALONE FINANCIAL STATEMENTS

10. Our objectives are to obtain reasonable assurance about whether the standalone 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 Standards on Auditing 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 standalone financial statements.
11. As part of an audit in accordance with Standards on Auditing, specified under section 143(10) of the Act we exercise professional judgment and maintain professional skepticism throughout the audit. We also:
- Identify and assess the risks of material misstatement of the standalone 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 Board of Directors' 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 standalone 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; and
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

12. 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.

13. 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.

14. From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements of the current period and are therefore the key audit matters. We describe these

INDEPENDENT AUDITOR'S REPORT (CONTD.)

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

15. As required by section 197(16) of the Act, based on our audit, we report that the Company has paid remuneration to its directors during the year in accordance with the provisions of and limits laid down under section 197 read with Schedule V to the Act.
16. As required by the Companies (Auditor's Report) Order, 2020 ('the Order') issued by the Central Government of India in terms of section 143(11) of the Act we give in the Annexure I a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
17. Further to our comments in Annexure I, as required by section 143(3) of the Act based on our audit, 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 purpose of our audit of the accompanying standalone financial statements;
 - b) Except for the matters stated in paragraph 17(h) (vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended), 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.
 - c) The standalone financial statements dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the aforesaid standalone financial statements comply with Ind AS specified under section 133 of the Act;
 - e) On the basis of the written representations received from the directors and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2026 from being appointed as a director in terms of section 164(2) of the Act;

- f) The reservation relating to the maintenance of accounts and other matters connected therewith are as stated in paragraph 17(b) above on reporting under section 143(3)(b) of the Act and paragraph 17(h)(vi) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended);
- g) With respect to the adequacy of the internal financial controls with reference to financial statements of the Company as on 31 March 2026 and the operating effectiveness of such controls, refer to our separate report in Annexure II wherein we have expressed an unmodified opinion; and
- h) 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, as detailed in note 33 to the standalone financial statements, has disclosed the impact of pending litigations on its financial position as at 31 March 2026;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses as at 31 March 2026;
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31 March 2026;
 - iv. a. The management has represented that, to the best of its knowledge and belief, as disclosed in note 40(vii) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or securities premium or any other sources or kind of funds) by the Company to or in any person(s) or entity(ies), including foreign entities ('the 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 ('the 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 note 40(viii) to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ('the 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 as considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the management representations under sub-clauses (a) and (b) above contain any material misstatement.
- v. The Company has not declared or paid any dividend during the year ended 31 March 2026.
- vi. As stated in Note 42 to the standalone financial statements and based on our

examination, which included test checks, except for instance mentioned below, the Company, in respect of financial year commencing on 1 April 2025, has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit, we did not come across any instance of audit trail feature being tampered with in respect of the accounting software where such feature was enabled. Furthermore, the audit trail has been preserved by the Company as per the statutory requirements for record retention from the date the audit trail was enabled for the accounting software.

The audit trail feature was enabled at the database level for accounting software to log any direct data changes, from 3 February 2026, used for maintenance of all accounting records.

For Walker Chandio & Co LLP
Chartered Accountants

Firm's Registration No.: 001076N/N500013

Neeraj Goel
Partner

Place: Gurugram
Date: 14 May 2026

Membership No.: 099514
UDIN: 26099514YYOKDC2480

ANNEXURE I referred to in paragraph 16 of the Independent Auditor's Report of even date to the members of Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited) on the standalone financial statements for the year ended 31 March 2026

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 report that:

- (i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets.
- (B) The Company has maintained proper records showing full particulars of intangible assets.
- (b) The Company has a regular programme of physical verification of its property, plant and equipment, capital work-in-progress and relevant details of right-of-use assets under which the assets are physically verified in a phased manner 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. In accordance with this programme, certain property, plant and equipment, capital work-in-progress, and relevant details of right-of-use assets were verified during the year and no material discrepancies were noticed on such verification.
- (c) The Company does not own any immovable property (other than properties where the Company is the lessee and the lease agreements are duly executed in favour of the lessee). Accordingly, reporting under clause 3(i)(c) of the Order is not applicable to the Company.
- (d) The Company has adopted cost model for its Property, Plant and Equipment (including right-of-use assets) and intangible assets. Accordingly, reporting under clause 3(i)(d) of the Order is not applicable to the Company.
- (e) No proceedings have been initiated or are pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 (as amended) and rules made thereunder.
- (ii) (a) The management has conducted physical verification of inventory at reasonable intervals during the year, except for goods-in-transit. In our opinion, the coverage and procedure of such verification by the management is appropriate and no discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to book records. In respect of goods-in-transit, these have been confirmed from corresponding receipt and/or dispatch inventory records.
- (b) As disclosed in Note 39 to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of ₹ 5 crores by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods which were subject to audit/review, except for the following:

Name of the Bank	Working capital limit sanctioned (₹ in million)	Nature of current assets offered as security	Quarter ended	Information disclosed as per statement (₹ in million)	Information as per books of accounts (₹ in million)	Difference (₹ in million)	Remarks/reason, if any
HDFC Bank, Axis Bank and Kotak Mahindra Bank	2,500.00	Pari-passu charge on current assets	30 September 2025	2,583.52	1,901.09	682.43	Variance is owing to goods in-transit pertaining to the Company, not considered while submission of the quarterly statement.
HDFC Bank, Axis Bank and Kotak Mahindra Bank	2,500.00	Pari-passu charge on current assets	31 March 2026	3,500.40	2,694.12	806.28	Variance is owing to goods in-transit pertaining to the Company, not considered while submission of the quarterly statement

ANNEXURE I (CONTD.)

- (iii) The Company has not made any investment in, provided any guarantee or security or granted any loans or advances in the nature of loans, secured or unsecured to companies, firms, Limited Liability Partnerships (LLPs) or any other parties during the year. Accordingly, reporting under clause 3(iii) of the Order is not applicable to the Company.
- (iv) In our opinion, and according to the information and explanations given to us, the Company has complied with the provisions of section 186 of the Act in respect of investments made, as applicable. Further, the Company has not entered into any transaction covered under section 185 and section 186 of the Act in respect of loans granted, guarantees and security provided by it.
- (v) In our opinion, and according to the information and explanations given to us, the Company has not accepted any deposits or there are no amounts which have been deemed to be deposits within the meaning of sections 73 to 76 of the Act and the Companies (Acceptance of Deposits) Rules, 2014 (as amended). Accordingly, reporting under clause 3(v) of the Order is not applicable to the Company.
- (vi) The Central Government has not specified maintenance of cost records under sub-section (1) of section 148 of the Act, in respect of Company's products/services/business activities. Accordingly, reporting under clause 3(vi) of the Order is not applicable.
- (vii) (a) In our opinion and according to the information and explanations given to us, the Company is regular in depositing undisputed statutory dues including goods and services tax, provident fund, employee's state insurance, income-tax, cess and other material statutory dues, as applicable, with the appropriate authorities. Further, no undisputed amounts payable in respect thereof were outstanding at the year-end for a period of more than six months from the date they became payable.
- (b) According to the information and explanations given to us, we report that there are no statutory dues referred in sub-clause (a) which have not been deposited with the appropriate authorities on account of any dispute except for the following:

Name of the statute	Nature of dues	Gross amount (₹ in million)	Amount paid under protest (₹ in million)	Period to which the amount relates	Forum where dispute is pending
Income-tax Act, 1961	Income-tax	1.96	1.92	Financial Year 2010-11	Commissioner of income tax (appeals)
Delhi Value Added Tax Act, 2004	Sales tax/value added tax	0.00*	-	Financial year 2012-13	Appellate authority
Madhya Pradesh VAT Act, 2002	Sales tax/value added tax	1.45	1.45	Financial year 2015-16	Appellate authority
Uttar Pradesh Value Added Tax Act, 2008	Sales tax/value added tax	0.80	0.32	Financial year 2012-13	Appellate authority
Central Sales Tax Act	Sales tax/value added tax	0.02	-	Financial year 2012-13	Appellate authority
Central Sales Tax Act	Sales tax/value added tax	0.07	-	Financial year 2012-13	Appellate authority
Goods & Service Tax Act	Goods & service tax	1.40	0.34	Financial year 2012-13, 2014-15, 2015-16 and 2024-25	Deputy commissioner, Varanasi
Goods & Service Tax Act	Goods & service tax	0.19	0.01	Financial year 2020-21	Deputy commissioner – Division I, Bhopal
Goods & Service Tax Act	Goods & service tax	0.26	-	Financial year 2022-23	Joint Commissioner of State Tax Patna City West, Patna East, Bihar

ANNEXURE I (CONTD.)

Name of the statute	Nature of dues	Gross amount (₹ in million)	Amount paid under protest (₹ in million)	Period to which the amount relates	Forum where dispute is pending
Goods & Service Tax Act	Goods & service tax	134.83	6.74	Financial year 2018-19 to 2022-23	Additional Commissioner, CGST Commissionerate, Gurugram
Goods & Service Tax Act	Goods & service tax	7.19	-	Financial year 2019-20	Office of the Assistant Commissioner LGSTO 38- Bengaluru Karnataka

* rounded off to zero

- (viii) According to the information and explanations given to us, we report that no transactions were surrendered or disclosed as income during the year in the tax assessments under the Income Tax Act, 1961 (43 of 1961) which have not been previously recorded in the books of accounts.
- (ix) According to the information and explanations given to us, we report that the Company does not have any loans or other borrowings from any lender. Accordingly, reporting under clause 3(ix) of the Order is not applicable to the Company.
- (x) (a) The Company has not raised any money by way of initial public offer or further public offer (including debt instruments), during the year. Accordingly, reporting under clause 3(x)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or (fully, partially or optionally) convertible debentures during the year. Accordingly, reporting under clause 3(x)(b) of the Order is not applicable to the Company.
- (xi) (a) To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no fraud on the Company has been noticed or reported during the period covered by our audit.
- (b) According to the information and explanations given to us including the representation made to us by the management of the Company, no report under sub-section 12 of section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under rule 13 of Companies (Audit and Auditors) Rules, 2014, with the Central Government for the period covered by our audit.
- (c) According to the information and explanations given to us, the Company has received whistle blower complaints during the year, which have been considered by us while determining the nature, timing and extent of audit procedures.
- (xii) The Company is not a Nidhi Company and the Nidhi Rules, 2014 are not applicable to it. Accordingly, reporting under clause 3(xii) of the Order is not applicable to the Company.
- (xiii) In our opinion and according to the information and explanations given to us, all transactions entered into by the Company with the related parties are in compliance with sections 177 and 188 of the Act, where applicable. Further, the details of such related party transactions have been disclosed in the standalone financial statements, as required under Indian Accounting Standard (Ind AS) 24, Related Party Disclosures specified in Companies (Indian Accounting Standards) Rules 2015 as prescribed under section 133 of the Act.
- (xiv) (a) In our opinion and according to the information and explanations given to us, the Company has an internal audit system which is commensurate with the size and nature of its business as required under the provisions of section 138 of the Act.
- (b) We have considered the reports issued by the Internal Auditors of the Company till date for the period under audit.
- (xv) According to the information and explanation given to us, the Company has not entered into any non-cash transactions with its directors or persons connected with its directors and accordingly, reporting under clause 3(xv) of the Order with respect to compliance with the provisions of section 192 of the Act are not applicable to the Company.
- (xvi) The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

ANNEXURE I (CONTD.)

- Accordingly, reporting under clauses 3(xvi)(a), (b) and (c) of the Order are not applicable to the Company.
- (d) Based on the information and explanations given to us and as represented by the management of the Company, the Group (as defined in Core Investment Companies (Reserve Bank) Directions, 2016) does not have any CIC.
- (xvii) The Company has not incurred any cash losses in the current financial year as well as the immediately preceding financial year.
- (xviii) There has been no resignation of the statutory auditors during the year. Accordingly, reporting under clause 3(xviii) of the Order is not applicable to the Company.
- (xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information in the standalone financial statements, our knowledge of the plans of the Board of Directors and management 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 indicating that Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance
- sheet date, will get discharged by the company as and when they fall due.
- (xx) (a) According to the information and explanations given to us, there are no unspent amounts towards Corporate Social Responsibility pertaining to other than ongoing projects as at end of the current financial year. Accordingly, reporting under clause 3(xx)(a) of the Order is not applicable to the Company.
- (b) According to the information and explanations given to us, the Company has transferred the remaining unspent amounts towards Corporate Social Responsibility (CSR) under sub-section (5) of section 135 of the Act, in respect of ongoing project, within a period of 30 days from the end of financial year to a special account in compliance with the provision of sub-section (6) of section 135 of the Act.
- (xxi) The reporting under clause 3(xxi) of the Order is not applicable in respect of audit of standalone financial statements of the Company. Accordingly, no comment has been included in respect of said clause under this report.

For Walker Chandiook & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Neeraj Goel

Partner

Place: Gurugram
Date: 14 May 2026

Membership No.: 099514
UDIN: 26099514YYOKDC2480

ANNEXURE II

INDEPENDENT AUDITOR'S REPORT ON THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE STANDALONE FINANCIAL STATEMENTS UNDER CLAUSE (I) OF SUB-SECTION 3 OF SECTION 143 OF THE COMPANIES ACT, 2013 ('THE ACT')

1. In conjunction with our audit of the standalone financial statements of Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited) ('the Company') as at and for the year ended 31 March 2026, we have audited the internal financial controls with reference to standalone financial statements of the Company as at that date.

RESPONSIBILITIES OF MANAGEMENT AND THOSE CHARGED WITH GOVERNANCE FOR INTERNAL FINANCIAL CONTROLS

2. The Company's Board of Directors is responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements 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 ('Guidance Note') 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 the Company's 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 Act.

AUDITOR'S RESPONSIBILITY FOR THE AUDIT OF THE INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

3. Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India ('ICAI') prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to standalone financial statements, and the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting ('the Guidance Note') issued by the 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 standalone financial statements were established and maintained and if such controls operated effectively in all material respects.

4. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements includes obtaining an understanding of such internal financial controls, 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 standalone financial statements, whether due to fraud or error.
5. 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 standalone financial statements.

MEANING OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

6. A company's internal financial controls with reference to standalone financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of standalone financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to standalone financial statements include 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 standalone 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

ANNEXURE II (CONTD.)

company's assets that could have a material effect on the standalone financial statements.

INHERENT LIMITATIONS OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO STANDALONE FINANCIAL STATEMENTS

7. Because of the inherent limitations of internal financial controls with reference to standalone 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 standalone financial statements to future periods are subject to the risk that the internal financial controls with reference to standalone financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

OPINION

8. In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to standalone financial statements and such controls were operating effectively as at 31 March 2026, based on the internal financial controls with reference to standalone financial statements 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 ('Guidance Note') issued by ICAI.

For Walker Chandio & Co LLP

Chartered Accountants

Firm's Registration No.: 001076N/N500013

Neeraj Goel

Partner

Place: Gurugram

Date: 14 May 2026

Membership No.: 099514

UDIN: 26099514YYOKDC2480

STANDALONE BALANCE SHEET

AS AT 31 MARCH 2026

(All amounts are in millions of ₹ unless otherwise stated)

	Note	As at 31 March 2026	As at 31 March 2025
Non-current assets			
Property, plant and equipment	3A	4,161.43	3,951.74
Capital work-in-progress	3B	232.28	92.97
Right-of-use assets	3A	1,100.66	1,164.39
Goodwill	4	36,142.28	36,142.28
Other intangible assets	4	5,399.73	5,808.04
Financial assets			
(i) Investments in subsidiary	5A	747.56	747.56
(ii) Other financial assets	6A	45.14	38.87
Non-current tax assets (net)	7	179.46	64.85
Other non-current assets	8	13.82	5.00
Total non-current assets		48,022.36	48,015.70
Current assets			
Inventories	9	3,558.45	2,380.04
Financial assets			
(i) Investments	5B	11,190.30	3,872.78
(ii) Trade receivables	10	21,474.97	21,799.74
(iii) Cash and cash equivalents	11A	1,426.33	1,035.32
(iv) Bank balances other than cash and cash equivalents	11B	536.13	484.55
(v) Other financial assets	6B	5.73	11.14
Other current assets	12	264.54	349.32
Total current assets		38,456.45	29,932.89
Total assets		86,478.81	77,948.59
EQUITY AND LIABILITIES			
Equity			
Equity share capital	13A	46,731.18	45,974.28
Other equity	13B	23,540.09	15,988.76
Total equity		70,271.27	61,963.04
Liabilities			
Non-current liabilities			
Financial liabilities			
(i) Lease liabilities	32	1,313.33	1,299.23
Provisions	14A	133.98	101.80
Deferred tax liabilities (net)	25	738.72	896.47
Total non-current liabilities		2,186.03	2,297.50
Current liabilities			
Financial liabilities			
(i) Lease liabilities	32	19.45	31.91
(ii) Trade payables	15		
Total outstanding dues of micro enterprises and small enterprises; and		7,375.68	4,534.82
Total outstanding dues of creditors other than micro enterprises and small enterprises		3,132.82	5,184.12
(iii) Other financial liabilities	16	518.34	516.77
Other current liabilities	17	333.11	1,951.91
Provisions	14B	750.56	1,468.52
Current tax liabilities		1,891.55	-
Total current liabilities		14,021.51	13,688.05
Total liabilities		16,207.54	15,985.55
Total equity and liabilities		86,478.81	77,948.59

The accompanying notes form an integral part of these standalone financial statements.

This is the standalone balance sheet referred to in our report of even date.

For Walker Chandio & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors

Neeraj Goel
Partner
Membership No.: 099514

Gunender Kapur
Managing Director & CEO
DIN: 01927304

Nishant Sharma
Non-executive Director
DIN: 03117012

Place: Gurugram
Date: 14 May 2026

Amit Gupta
Chief Financial Officer

Rahul Luthra
Company Secretary
Membership No.: F9588

STANDALONE STATEMENT OF PROFIT AND LOSS

FOR THE YEAR ENDED 31 MARCH 2026

(All amounts are in millions of ₹ unless otherwise stated)

	Note	For the year ended 31 March 2026	For the year ended 31 March 2025
INCOME			
Revenue from operations	18	66,313.84	59,466.04
Other income	19	708.09	451.06
Total income		67,021.93	59,917.10
EXPENSES			
Purchases of stock-in-trade		54,188.56	47,458.06
Changes in inventories of stock-in-trade	20	(1,173.86)	1,150.41
Employee benefits expense	21	1,775.61	1,886.57
Depreciation and amortisation expenses	22	1,727.84	1,600.75
Finance costs	23	117.60	119.85
Other expenses	24	1,608.76	1,380.78
Total expenses		58,244.51	53,596.42
Profit before tax		8,777.42	6,320.68
Tax expense:	25		
Current tax		2,376.07	1,730.17
Deferred tax		(159.49)	(135.23)
Total tax expense		2,216.58	1,594.94
Profit for the year		6,560.84	4,725.74
Other comprehensive income/(loss)			
Items that will not be reclassified to profit or loss			
- Remeasurement income/(losses) on defined benefit obligations		6.90	(0.10)
Income-tax relating to items that will not be reclassified to profit or loss		(1.74)	0.02
Other comprehensive income/(loss) for the year, net of tax		5.16	(0.08)
Total comprehensive income for the year, net of tax		6,566.00	4,725.66
Earnings per equity share of ₹ 10 each	30		
- Basic (₹)		1.41	1.05
- Diluted (₹)		1.40	1.02

The accompanying notes form an integral part of these standalone financial statements.

This is the standalone statement of profit and loss referred to in our report of even date.

For Walker Chandio & Co LLP

Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors

Neeraj Goel
Partner
Membership No.: 099514

Gunender Kapur
Managing Director & CEO
DIN: 01927304

Nishant Sharma
Non-executive Director
DIN No.: 03117012

Place: Gurugram
Date: 14 May 2026

Amit Gupta
Chief Financial Officer

Rahul Luthra
Company Secretary
Membership No.: F9588

STANDALONE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2026

(All amounts are in millions of ₹ unless otherwise stated)

	For the year ended 31 March 2026	For the year ended 31 March 2025
A. CASH FLOWS FROM OPERATING ACTIVITIES		
Net profit before tax	8,777.42	6,320.68
Adjustments for:		
Depreciation and amortisation expenses	1,727.84	1,600.75
Loss on disposal of property, plant and equipment (net)	8.54	6.48
Gain on fair valuation of investments	(103.76)	(36.01)
Gain on sale of investments	(544.32)	(340.58)
Interest income	(56.89)	(71.35)
Liabilities no longer required, written back	(65.59)	(38.38)
Finance costs	117.60	119.85
Share based payment expense	446.67	558.49
Operating profit before working capital changes	10,307.51	8,119.93
Adjustments for:		
Decrease/(increase) in trade receivables	379.57	(3,835.05)
(Increase)/decrease in inventories	(1,178.41)	1,150.20
(Increase)/decrease in other financial assets	(2.37)	5.24
Decrease in other assets	75.96	491.15
Increase/(decrease) in trade payables	855.21	(828.44)
Increase in other liabilities	272.75	1,749.38
(Decrease) in provisions	(678.88)	(208.86)
(Decrease)/increase in financial liabilities	(4.38)	66.66
Cash generated from operations	10,026.96	6,710.21
Income-tax paid (net)	(2,490.68)	(1,771.54)
Net cash generated from operating activities	7,536.28	4,938.67
B. CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment (including capital work-in-progress, capital advances and capital creditors)	(1,587.90)	(1,274.96)
Proceeds from disposal of property, plant and equipment	17.49	29.23
Placement of fixed deposits	(48.02)	(8,623.75)
Proceeds from redemption of fixed deposits	-	8,575.00
Investment in mutual funds	(32,299.43)	(19,229.14)
Proceeds from sale of mutual funds	25,630.00	15,732.94
Interest received	54.82	56.07
Net cash used in investing activities	(8,233.04)	(4,734.61)

STANDALONE STATEMENT OF CASH FLOWS

FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

	For the year ended 31 March 2026	For the year ended 31 March 2025
C. CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of equity shares	1,240.76	897.43
Payment of principal portion of lease liabilities	(35.39)	(31.72)
Interest paid	(117.60)	(119.85)
Net cash generated from financing activities	1,087.77	745.86
Net increase in cash and cash equivalents (A+B+C)	391.01	949.92
Cash and cash equivalents at the beginning of the year	1,035.32	85.40
Cash and cash equivalents at the end of the year	1,426.33	1,035.32
Components of cash and cash equivalents (refer note 11A):		
Balance with banks		
- in current accounts	892.11	520.29
- in fixed deposits with original maturity of upto three months	534.16	514.97
Cash on hand	0.06	0.06
	1,426.33	1,035.32

The standalone statement of cash flows has been prepared under the 'indirect method' as set out in Ind AS 7, 'Statement of cash flows'.

Refer note 36 for reconciliation of liabilities arising from financing activities pursuant to Ind AS 7- Statement of Cash Flows.

The accompanying notes form an integral part of these standalone financial statements.

This is the standalone statement of cash flows referred to in our report of even date.

For Walker Chandiok & Co LLP

Chartered Accountants

Firm Registration No.: 001076N/N500013

Neeraj Goel

Partner

Membership No.: 099514

Place: Gurugram

Date: 14 May 2026

For and on behalf of the Board of Directors
Gunender Kapur

Managing Director & CEO

DIN: 01927304

Amit Gupta

Chief Financial Officer

Nishant Sharma

Non-executive Director

DIN No.: 03117012

Rahul Luthra

Company Secretary

Membership No.: F9588

STANDALONE STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 MARCH 2026

(All amounts are in millions of ₹ unless otherwise stated)

A. EQUITY SHARE CAPITAL: (REFER NOTE 13A)

	No. of shares	Amount
As at 01 April 2024	4,508,719,493	45,087.19
Exercise of employee share option during the year (refer note 26)	88,708,730	887.09
As at 31 March 2025	4,597,428,223	45,974.28
Exercise of employee share option during the year (refer note 26)	75,689,583	756.90
As at 31 March 2026	4,673,117,806	46,731.18

B. OTHER EQUITY: (REFER NOTE 13B)

	Reserve and surplus			Total
	Retained earnings	Securities premium account	Share options outstanding account	
Balance as at 01 April 2024	9,408.22	745.36	506.72	10,660.30
Profit for the year	4,725.74	-	-	4,725.74
Other comprehensive loss (net of tax)	(0.08)	-	-	(0.08)
Total comprehensive income	4,725.66	-	-	4,725.66
Transactions with owners in their capacity as owners				
Employee share option expense	-	-	592.46	592.46
Transfer to securities premium on exercise of employee share options (refer note 26)	-	380.87	(380.87)	-
Securities premium received during the year	-	10.34	-	10.34
Balance as at 31 March 2025	14,133.88	1,136.57	718.31	15,988.76
Profit for the year	6,560.84	-	-	6,560.84
Other comprehensive loss (net of tax)	5.16	-	-	5.16
Total comprehensive income	6,566.00	-	-	6,566.00
Transactions with owners in their capacity as owners				
Employee share option expense	-	-	501.47	501.47
Transfer to securities premium on exercise of employee share options (refer note 26)	-	396.86	(396.86)	-
Securities premium received during the year	-	483.86	-	483.86
Balance as at 31 March 2026	20,699.88	2,017.29	822.92	23,540.09

The accompanying notes form an integral part of these standalone financial statements.

This is the standalone statement of changes in equity referred to in our report of even date.

For Walker Chandio & Co LLP

Chartered Accountants
Firm Registration No.: 001076N/N500013

Neeraj Goel

Partner
Membership No.: 099514

Place: Gurugram
Date: 14 May 2026

For and on behalf of the Board of Directors

Gunender Kapur

Managing Director & CEO
DIN: 01927304

Amit Gupta

Chief Financial Officer

Nishant Sharma

Non-executive Director
DIN No.: 03117012

Rahul Luthra

Company Secretary
Membership No.: F9588

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION

FOR THE YEAR ENDED 31 MARCH 2026

(All amounts are in millions of ₹ unless otherwise stated)

1. COMPANY OVERVIEW

Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited) was incorporated on 26 March 2018 under the provisions of the Companies Act, 2013 with its registered office in Plot No 184, Fifth floor, Platinum Tower, Platinum Tower, Gurugram, Udyog Vihar, Haryana, 122016. The Company is engaged in the business of contract manufacturing and wholesale trading of apparels, fast moving consumer goods and general merchandise.

The Company has been listed on National Stock exchange of India Limited (NSE) and BSE Limited (BSE) on 18 December 2024.

2. BASIS FOR PREPARATION AND MATERIAL ACCOUNTING POLICIES

a. Application of new Indian Accounting Standards (Ind AS) and amendments

The Ministry of Corporate Affairs notified new standards or amendment to existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time.

The Company applied following amendments for the first-time during the current year which are effective from 1 April 2025:

Lack of exchangeability – Amendments to Ind AS 21

MCA via notification dated 07 May 2025, announced amendments to 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 do not have any impact on the standalone financial statements.

Classification of Liabilities as Current or Non-current and Non-current Liabilities with Covenants - Amendments to Ind AS 1

MCA via notification dated 13 August 2025 announced amendments to Ind AS 1, Presentation of Financial Statements, which elaborate on

guidance set out in Ind AS 1 by:

- clarifying that the right to defer settlement of a liability for at least 12 months after the reporting period; a) must have substance, and b) must exist at the end of the reporting period;
- stating that management's expectations around whether the settlement of a liability would be deferred or not, does not impact the classification of the liability;
- including requirements for liabilities that can be settled using an entity's own instruments; and
- stating that at the reporting date, the entity does not consider covenants that will need to be complied with in the future when considering the classification of the debt as current or non-current

In addition, an entity is required to disclose 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.

The amendments do not have any impact on the standalone financial statements.

Supplier Finance Arrangements - Amendments to Ind AS 7 and Ind AS 107

MCA via notification dated 13 August 2025 announced amendments to Ind AS 7, Statement of Cash Flows and Ind AS 107, Financial Instruments: Disclosures which introduced disclosure requirements with the objective to enable users of financial statements to assess how supplier finance arrangements affect an entity's liabilities, cashflows and exposure to liquidity risk.

International Tax Reform - Pillar Two Model Rules - Amendments to Ind AS 12 MCA via notification dated 13 August 2025 announced amendments to Ind AS 12, Income Taxes, which includes:

- a temporary exception to the recognition and disclosure of deferred taxes arising from the implementation of the Pillar Two model rules; and
- additional disclosure requirements targeted at a reporting entity's exposure to income taxes in periods in which the Pillar Two

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Model legislation is enacted or substantively enacted but not yet in effect.

The amendments do not have any impact on the standalone financial statements.

b. New Standards and amendments to existing Standards which are issued but are not yet effective and have not been early adopted by the Company

Classification of Liabilities as Current or Non-current and Liabilities with Covenants - Amendments to Ind AS 1

Paragraph 74 of Ind AS 1 currently effective for the year ended 31 March 2026 requires the entity not to classify the liability as current, if there is a breach of a material covenant of a long-term loan arrangement on or before the end of the reporting period with the effect that the liability becomes payable on demand on the reporting date, however, the lender agreed, after the reporting period and before the approval of the financial statements for issue, not to demand payment as a consequence of the breach.

MCA vide notification dated 13 August 2025, has introduced amendment under Paragraph 74 of Ind AS 1 which requires the entity to classify the liability as current under the aforementioned situation because, at the end of the reporting period, it does not have the right to defer its settlement for at least twelve months after that date. Such amendment has been made effective for annual reporting periods beginning on or after 01 April 2026 retrospectively in accordance with Ind AS 8.

This amendment is not expected to have a material impact on the standalone financial statements.

c. Statement of compliance

These standalone financial statements have been prepared on accrual and going concern basis in accordance with Indian Accounting Standards ("Ind AS") as per the Companies (Indian Accounting Standards) Rules, 2015 notified under Section 133 of the Companies Act, 2013, ("the Act"), the applicable provisions of the Act, presentation requirements as per Division II of Schedule III of the Act and other accounting principles generally accepted in India.

These standalone financial statements of the Company as at and for the year ended 31 March 2026 were approved and authorized for issue by Board of Directors on 14 May 2026.

d. Overall considerations

These standalone financial statements have been prepared on going concern basis using the material accounting policies and measurement bases summarised below.

These accounting policies have been used throughout all periods presented in the standalone financial statements, unless otherwise stated.

e. Functional and presentation currency

These standalone financial statements are presented in Indian Rupees (₹), which is also the Company's functional currency. All amounts have been presented in millions, up to two decimals, unless otherwise indicated.

f. Basis of measurement

The standalone financial statements have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/liability	Fair value of plain assets less present value of defined obligation
Share based payment	Fair value

g. Use of estimates and judgements

In preparing these standalone financial statements, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. An overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed is mentioned below. Areas involving critical estimates or judgements are:

- Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used - Note 25;

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- Estimation of current tax expense and payable - Note 25;
- Estimation of defined benefit obligation - Note 31;
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources - Note 33;
- Leases: whether an arrangement contains a lease, determination of lease term, measurement of right-of-use ("ROU") assets - Note 32;
- Determine grant date fair value technique for employee share option scheme - Note 26
- Impairment test of non-financial assets: key assumptions underlying recoverable amounts - Note 4

Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the standalone financial statements. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

h. Measurement of fair values

A number of the Company's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Company uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then

the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Company recognises transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further, information about the assumptions made in measuring fair values is included Note 27 - Financial instruments.

i. Current and non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

- it is expected to be realized in, or is intended for sale or consumption in, the company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is expected to be realized within 12 months after the reporting date; or
- it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

- it is expected to be settled in the company's normal operating cycle;
- it is held primarily for the purpose of being traded;
- it is due to be settled within 12 months after the reporting date; or
- the company does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

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Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax asset/liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. Based on the nature of products and the time between acquisition of assets for processing and their realization in cash and cash equivalents, the Company has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

j. Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. However, trade receivables that do not contain a significant financing component are measured at transaction price in accordance with Ind AS 115. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through the Statement of profit and loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognised immediately in the Statement of profit and loss.

Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through the Statement of profit and loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI") (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognised in the Statement of profit and loss for FVTOCI debt instruments.

All other financial assets are subsequently measured at fair value.

Income is recognised on an effective interest basis for debt instruments other than those financial assets classified as at FVTPL. Interest income is recognised in the Statement of profit and loss and is included in the "Other income" line item.

Financial assets at fair value through profit or loss ("FVTPL")

Investments in equity instruments are classified as at FVTPL, unless the Company irrevocably elects on initial recognition to present subsequent changes in fair value in other comprehensive income for investments in equity instruments which are not held for trading.

Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI

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criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. The Company has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in the Statement of profit and loss. The net gain or loss recognised in the Statement of profit and loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when the Company's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Investments in subsidiaries

Investment in subsidiaries is carried at cost in the standalone financial statements, less accumulated impairment.

Impairment of financial assets

The Company applies the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the standalone balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on net basis or to realize the assets and settle the liabilities simultaneously.

Derecognition of financial assets

The Company derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by Company are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Financial liabilities

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included under 'Finance costs'.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability.

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

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Financial liabilities

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included under 'Finance costs'.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability.

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Derecognition of financial liabilities

The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

k. Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs (if meeting the capitalization criteria), less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. The cost of improvements to leasehold premises, if recognition criteria are met, have been capitalised and disclosed separately under leasehold improvement. Any gain or loss on disposal of an item of property, plant and equipment is recognised in the statement of profit and loss.

Cost of property, plant and equipment not ready for use as at the reporting date are disclosed as capital work-in-progress.

Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company.

Depreciation

Depreciation is provided on the straight-line method, over the estimated useful life of each asset as determined by the management. The useful lives prescribed in Schedule II to the Act are considered as indicative useful lives.

The estimated useful lives of items of property, plant and equipment are as follows:

S. No.	Asset category	Useful life of assets (in years)
1.	Computer-end user device	3
2.	Servers and network	6
	Furniture and fixtures	7
	Office equipment	5
	Vehicles	
	- Lorry	8
	- Car	8
3.	Plant and machinery	
4.	- Air conditioner	7
5.	- Diesel generator	7
6.	- Lift	10
7.	- Electrical equipment	7

Leasehold improvements are amortised over the lease period.

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted, if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above, best represent the period over which management expects to use these assets. Depreciation on additions/(disposals) is provided on a pro-rata basis, i.e., from/(upto) the date on which asset is ready for use/(disposed off).

The carrying amounts of assets are reviewed at each Balance Sheet date to determine whether

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there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated. For assets that are not yet available for use, the recoverable is estimated at each Balance Sheet date. An impairment loss is recognised whenever the carrying amount of an asset or cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the Statement of profit and loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised.

Derecognition

Property, plant and equipment is derecognised when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised in the statement of profit and loss.

I. Goodwill and other intangible assets

Goodwill

The Company accounts for the business combinations using the acquisition method when control is transferred to the Company. The consideration transferred in the acquisition is generally measured at fair value as at the date the control is acquired ("the acquisition date"), as are the net identifiable assets (tangible and intangible assets) acquired and any non-controlling interest in the acquired business. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed, in accordance with Ind AS 103 - Business Combinations.

Goodwill is considered to have indefinite useful life and hence is not subject to amortization but tested for impairment at least annually, based on a number of factors, including operating results, business plans and future cash flows. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Intangible assets and amortization

Recognition and measurement

Intangible assets that are acquired are recognised only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Company and the cost of assets can be measured reliably. The intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and are carried at cost less accumulated amortisation and impairment losses, if any. Gain or losses arising from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and are recognised in the Statement of profit and loss when the asset is derecognised. Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation

Amortisation of intangible assets is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method and is included in depreciation and amortisation in the Statement of profit and loss.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate. Amortisation has been computed based on the following useful lives:

Asset category	Useful life
- Franchise contract, brands and trademarks	18 years
- Software	5 years

m. Revenue recognition

Revenue from sale of traded goods is recognised upon transfer of control of promised products or services to customers. Revenue from sale of goods is recognized at a point in time, when the

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goods are delivered and on acceptance of such goods.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers. The Company disaggregates revenue from contracts with customers on the basis of time, nature and geography.

Revenue from services is recognised over time by measuring progress towards satisfaction of performance obligation for the services rendered.

Royalty revenue is recognised on an accrual basis in accordance with the substance of the relevant agreement (provided that it is probable that economic benefits will flow to the Company and the amount of revenue can be measured reliably). This royalty revenue is based on sales and is measured with reference to underlying arrangement.

Shared service income is related to support services which is recognised on cost plus markup basis on the terms of underlying agreement.

Interest income on financial assets (including deposits with banks) is recognised using the effective interest rate method on a time proportionate basis.

Dividend income is recorded when the right to receive payment is established.

Payment terms

The sale of goods is typically made under credit payment terms of 90 days.

Further, there are no financing component in the contract with customer and no variable consideration are involved in the transaction price.

Contract assets and contract liabilities

The Company recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other current liabilities in the balance sheet. Similarly, if the Company satisfies a performance obligation before it receives the consideration, the Company recognises either

a contract asset or a receivable in its balance sheet, depending on whether something other than the passage of time is required before the consideration is due.

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Company performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration when that right is conditional on Company's future performance. A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract. The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

Trade receivables

Trade receivables are amounts due from customers for goods sold in the ordinary course of business and reflects Company's unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The Company holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

n. Cash and cash equivalent

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, which are subject to an insignificant risk of changes in value, that are readily convertible to a known amount of cash

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and subject to an insignificant risk of changes in value.

o. Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their present location and condition. Costs of inventories are determined on a weighted average cost method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

p. Leases

The Company as a lessee

The Company executes leasing arrangements for lease of buildings and office equipment. Such arrangements are generally for a fixed period but may have extension or termination options. In accordance with Ind AS 116 – Leases, at inception of the contract, the Company assesses whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, which conveys the right to control the use an asset (the underlying asset) for a period of time in exchange for consideration'.

To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- it has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- it has the right to direct the use of the asset.

Measurement and recognition of leases as a lessee

The Company recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments

made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets is subsequently measured at cost less any accumulated amortisation/impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is amortised using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the Statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Company's incremental borrowing rate. Generally, the Company uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the Company is reasonably certain to exercise, lease payments in an optional renewal period if the Company is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Company is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Company's

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estimate of the amount expected to be payable under a residual value guarantee, or if the Company changes its assessment of whether it will exercise a purchase, extension, or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero, as the case may be.

The Company has elected not to apply the requirements of Ind AS 116 - Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense in profit or loss on a straight-line basis over the lease term.

q. Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Company makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Defined benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Company's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future

benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Company, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, are recognised in OCI. The Company determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Company recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Other long-term benefits

The Company's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in profit or loss in the period in which they arise.

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Share based payments

The grant-date fair value of equity-settled share-based payment arrangements granted to the eligible employees under the Employee Share Option Plan ('ESOP') is recognised as an employee share option scheme expense in the profit or loss, in relation to options granted to the employees, over the vesting period of the awards. For share-based payment awards with market conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes. At the end of each period, the Company revises its estimates of the number of options that are expected to be vested based on the non-market performance conditions at the vesting date.

r. Income taxes

Income-tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realize the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that affects neither accounting nor taxable profit or loss at the time of the transaction.
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Company recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realized. Deferred tax assets – unrecognized or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/no longer probable respectively that the related tax benefit will be realized.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realized or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the way the Company expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis, or their tax assets and liabilities will be realized simultaneously.

s. Provisions, contingent liabilities and contingent assets

The Company creates a provision when there is present obligation as a result of a past event that

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each Balance Sheet date 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 obligation, the provision is reversed.

Contingent assets are not recognised in the standalone financial statements. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

t. Impairment of non-financial assets

Assessment is done at each balance sheet date as to whether there is any indication that an asset may be impaired. For the purpose of assessing impairment, the smallest identifiable

group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets and group of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an assets or cash generating unit's selling price and its value in use. Value in use is the present value of estimated future cash flows expected to raise from continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognised for an asset in prior accounting periods may no longer exist or may have decreased.

u. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

(All amounts are in millions of ₹ unless otherwise stated)

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

3A. PROPERTY, PLANT AND EQUIPMENT AND RIGHT-OF-USE ASSETS

	Leasehold improvements	Plant and machinery	Furniture and fixtures	Computers	Vehicles	Total	Right-of-use assets
Gross block							
As at 01 April 2024	89.07	2,024.44	4,039.23	1,327.86	1.30	7,481.90	1,488.84
Additions during the year	5.98	619.41	585.86	226.25	-	1,437.50	-
Disposals	(21.49)	(200.37)	(495.70)	(21.03)	-	(678.59)	-
As at 31 March 2025	73.56	2,443.48	4,189.39	1,533.08	1.30	8,240.81	1,488.84
Additions during the year	0.17	451.19	570.94	318.85	-	1,341.15	37.02
Disposals	(0.29)	(90.25)	(130.34)	(22.26)	-	(243.14)	-
As at 31 March 2026	73.44	2,804.42	4,629.99	1,829.67	1.30	9,338.82	1,525.86
Accumulated depreciation							
As at 01 April 2024	36.51	1,070.52	2,070.97	763.19	1.30	3,942.49	224.72
Depreciation charge for the year	5.04	259.55	516.08	210.18	-	990.85	99.73
Disposals	(21.09)	(195.65)	(407.19)	(20.34)	-	(644.27)	-
As at 31 March 2025	20.46	1,134.42	2,179.86	953.03	1.30	4,289.07	324.45
Depreciation charge for the year	5.27	310.01	533.68	247.57	-	1,096.53	100.75
Disposals	(0.21)	(78.79)	(107.62)	(21.59)	-	(208.21)	-
As at 31 March 2026	25.52	1,365.64	2,605.92	1,179.01	1.30	5,177.39	425.20
Net carrying value							
As at 31 March 2025	53.10	1,309.06	2,009.53	580.05	-	3,951.74	1,164.39
As at 31 March 2026	47.92	1,438.78	2,024.07	650.66	-	4,161.43	1,100.66

Notes:

- The Company has leased out some of its assets (primarily furniture and fixtures and computers) under operating lease arrangements to its franchisee (which is also the subsidiary of the Company), Airplaza Retail Holdings Private Limited. During the year ended 31 March 2026, an amount of ₹ 982.75 millions (31 March 2025: ₹ 868.89 millions) has been recognised as a equipment lease rental in the statement of profit and loss (refer note 18). Depreciation on such assets amounts to ₹ 891.66 millions (31 March 2025: ₹ 808.23 millions) which has been charged off in the statement of profit and loss.
- Refer note 33(a) for disclosure of contractual commitments for the acquisition of property, plant and equipment.
- Refer note 39 for details of property, plant and equipment pledged as security.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

3B CAPITAL WORK-IN-PROGRESS

	Amount
Balance as at 01 April 2024	362.36
Additions	112.00
Capitalised during the year	(381.39)
Balance as at 31 March 2025	92.97
Additions	247.44
Capitalised during the year	(108.13)
Balance as at 31 March 2026	232.28

Ageing schedule of capital work-in-progress is as follows:

	Amount in capital work-in-progress for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
As at 31 March 2026					
- Projects in progress	225.50	2.96	3.82	-	232.28
	225.50	2.96	3.82	-	232.28
As at 31 March 2025					
- Projects in progress	89.03	3.94	-	-	92.97
	89.03	3.94	-	-	92.97

There are no projects whose completion is overdue or has exceeded its cost compared to its original plan.

4 GOODWILL AND OTHER INTANGIBLE ASSETS

	Goodwill	Other intangible assets		Total other intangible assets
		Franchisee agreement, brands and trademarks	Softwares	
Gross carrying amount				
As at 01 April 2024	36,142.28	8,831.63	283.85	9,115.48
Additions during the year	-	-	50.02	50.02
As at 31 March 2025	36,142.28	8,831.63	333.87	9,165.50
Additions during the year	-	-	122.26	122.26
Disposal	-	-	(1.97)	(1.97)
As at 31 March 2026	36,142.28	8,831.63	454.16	9,285.79
Accumulated amortisation				
As at 01 April 2024	-	2,623.29	224.01	2,847.30
Amortisation charge for the year	-	490.65	19.51	510.16
As at 31 March 2025	-	3,113.94	243.52	3,357.46
Amortisation charge for the year	-	490.65	39.90	530.56
Disposal	-	-	(1.96)	(1.96)
As at 31 March 2026	-	3,604.59	281.47	3,886.06
Net carrying value				
As at 31 March 2025	36,142.28	5,717.69	90.35	5,808.04
As at 31 March 2026	36,142.28	5,227.04	172.69	5,399.73

Note:

The Company has identified its reportable segments, i.e. 'Contract Manufacturing and Wholesale and Retail Trading' as the only Cash Generating Unit (CGUs). The total carrying amount of goodwill as at 31 March 2026 is ₹ 36,142.28 millions (31 March 2025: ₹ 36,142.28 millions). The same was acquired upon the merger with the erstwhile Vishal Mega Mart Private Limited.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

In accordance with Ind AS 36 "Impairment of Assets", management tests goodwill for impairment annually and as the recoverable amount exceeds the carrying amount, no impairment loss has been recognised during the year.

"During the current year, the recoverable amount of goodwill for impairment testing is determined based on Fair Value Less Costs of Disposal ('FVLCD') calculations which uses the Comparable Company Multiple ('CCM') method and the trading price method as prescribed under Regulation 164 of Securities And Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and SEBI Circular on valuation guidelines. The management believes these to be the most appropriate market-based methods which provide directly observable, externally validated evidence of value that is considered more appropriate for Fair Value Less Costs of Disposal ('FVLCD') estimation. Considering the aforementioned approaches, the management has taken the recoverable value based on the higher value higher of the two. Further the fair value measurement is categorised basis level 1 and level 2 fair value hierarchy.

Management has performed sensitivity analysis around the comparative market multiples and have concluded that no reasonable change in any key assumptions would cause the recoverable amount of the goodwill to be less than its carrying value

5A NON-CURRENT INVESTMENTS IN SUBSIDIARY

	As at 31 March 2026	As at 31 March 2025
Unquoted investments		
Investment in equity instrument in subsidiary (carried at cost)*		
10,009,999 equity shares (31 March 2025: 10,009,999 equity shares) of ₹ 10 each fully paid up in Airplaza Retail Holdings Private Limited	747.56	747.56
	747.56	747.56
Note:		
Aggregate value of unquoted investments	747.56	747.56
Aggregate amount of impairment in value of investment	-	-

* The investee is a wholly owned subsidiary of the Company with its principal place of business located in India.

5B CURRENT INVESTMENTS

	As at 31 March 2026	As at 31 March 2025
Quoted investments		
Investment in mutual funds (carried at fair value through profit or loss)		
968,631.70 units (31 March 2025: 498,209.48 units) in SBI Liquid Fund Direct Growth	4,171.04	2,020.71
583,996.73 units (31 March 2025: 363,615.23 units) in HDFC Liquid Fund Direct Plan Growth Option	3,159.36	1,852.07
693,544.48 units (31 March 2025: Nil units) in Kotak Liquid Fund Direct Plan Growth	3,859.90	-
	11,190.30	3,872.78
Note:		
Aggregate amount of quoted investments and market value thereof	11,190.30	3,872.78
Aggregate book value of quoted investments	11,049.89	3,836.77

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

6A OTHER FINANCIAL ASSETS - NON CURRENT

	As at 31 March 2026	As at 31 March 2025
<i>(Unsecured, considered good)</i>		
Security deposits	44.23	38.86
Fixed deposits with banks with remaining maturity of more than twelve months [refer note (ii)]	0.88	0.01
Interest accrued on fixed deposits	0.03	-
	45.14	38.87

Notes:

- The Company's exposure to financial risk and fair value measurements related to these financial instrument is disclosed in note 27.
- Fixed deposits amounting to ₹ 0.74 millions (31 March 2025: ₹ Nil) are pledged with the banks against overdraft limit and as security to government department.

6B OTHER FINANCIAL ASSETS - CURRENT

	As at 31 March 2026	As at 31 March 2025
<i>(Unsecured, considered good)</i>		
Fixed deposits with banks with remaining maturity of less than twelve months [refer note (ii)]	4.28	8.57
Interest accrued on fixed deposits	0.25	0.23
Others	1.20	2.34
	5.73	11.14

Notes:

- The Company's exposure to financial risk and fair value measurements related to these financial instrument is disclosed in note 27.
- Fixed deposits amounting to ₹ 3.21 millions (31 March 2025: ₹ 8.45 millions) are pledged with the banks against overdraft limit and letter of credit.

7 NON-CURRENT TAX ASSETS (NET)

	As at 31 March 2026	As at 31 March 2025
Prepaid taxes [net of provision of current tax ₹ 2,544.49 millions (31 March 2025: ₹ 1,960.66 millions)]	179.46	64.85
	179.46	64.85

8 OTHER NON- CURRENT ASSETS

	As at 31 March 2026	As at 31 March 2025
<i>(Unsecured, considered good)</i>		
Advances other than capital advances:		
Prepaid expenses	3.05	0.96
Deposits with government authorities	10.77	4.04
	13.82	5.00

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

9 INVENTORIES

	As at 31 March 2026	As at 31 March 2025
<i>(Valued at lower of cost and net realisable value)</i>		
Traded goods [includes goods in transit of ₹ 806.28 millions (31 March 2025: ₹ 711.00 millions)]	3,500.40	2,326.54
Consumables	58.05	53.50
	3,558.45	2,380.04

Note:

- Refer note 39 for details of inventories pledged as security.

10 TRADE RECEIVABLES

	As at 31 March 2026	As at 31 March 2025
<i>(Unsecured, considered good)</i>		
Trade receivables	21,474.97	21,799.74
	21,474.97	21,799.74

Notes:

- No trade or other receivables are due from directors or other officers of the Company either severally or jointly with any other person. Nor any trade or other receivables are due from firms or private companies respectively in which any director is a partner, a director or a member except as below:

- Trade receivables from private companies with common director	21,474.97	21,673.89
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- Refer note 39 for details of trade receivables pledged as security.
- The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.
- For trade receivables due from related parties, refer note 34.
- Balance of Trades receivable as on 01st April 2024 is ₹ 17,930.72 millions.
- Ageing schedule of trade receivable is as follows:

As at 31 March 2026	Outstanding for following periods from due date of payment						
	Not due	Less than 6 month	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	2,322.99	19,151.98	-	-	-	-	21,474.97
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
	2,322.99	19,151.98	-	-	-	-	21,474.97

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

As at 31 March 2025	Outstanding for following periods from due date of payment						Total
	Not due	Less than 6 month	6 months- 1 year	1-2 years	2-3 years	More than 3 years	
(i) Undisputed trade receivables – considered good	4,836.36	16,963.38	-	-	-	-	21,799.74
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
	4,836.36	16,963.38	-	-	-	-	21,799.74

Note: There are no unbilled receivables, hence the same is not disclosed in the ageing above.

11A CASH AND CASH EQUIVALENTS

	As at 31 March 2026	As at 31 March 2025
Balance with banks		
- in current accounts [refer note below]	892.11	520.29
- in fixed deposits with original maturity of upto three months	534.16	514.97
Cash on hand	0.06	0.06
	1,426.33	1,035.32

Note: There are no restrictions with regard to cash and cash equivalents as at the year end of the reporting year and previous year except for the balance with banks in current accounts amounting to ₹ 35.48 millions (31 March 2025: ₹ 13.22 millions) held in Unspent Corporate Social Responsibility account to be spent towards corporate social responsibility expenditure.

11B BANK BALANCES OTHER THAN CASH AND CASH EQUIVALENTS

	As at 31 March 2026	As at 31 March 2025
Fixed deposits with banks with original maturity period of more than three months but less than twelve months*	518.98	467.55
Interest accrued on fixed deposits	17.15	17.00
	536.13	484.55

* Fixed deposits amounting to ₹ 335.16 millions (31 March 2025: ₹ 292.41 millions) are pledged with the banks against overdraft limit and letter of credit.

12 OTHER CURRENT ASSETS

	As at 31 March 2026	As at 31 March 2025
<i>(Unsecured, considered good)</i>		
Advances to suppliers	5.90	61.53
Balances with government authorities	93.53	159.95
Prepaid expenses	44.14	44.05
Others*	120.97	83.79
	264.54	349.32

*The amount represents right to return assets on account of goods expected to be returned from customers.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

13A EQUITY SHARE CAPITAL

		As at 31 March 2026	As at 31 March 2025		
a)	Authorised				
	5,860,000,000 equity shares (31 March 2025: 5,860,000,000 equity shares) of ₹ 10 each	58,600.00	58,600.00		
	Issued, subscribed and fully paid up				
	4,673,117,806 equity shares (31 March 2025: 4,597,428,223 equity shares) of ₹ 10 each, fully paid-up	46,731.18	45,974.28		
b)	Reconciliation of number of shares outstanding as at the beginning and end of the year				
		For the year ended 31 March 2026	For the year ended 31 March 2025		
		Number	Amount	Number	Amount
	Equity shares as at the beginning of the year	4,597,428,223	45,974.28	4,508,719,493	45,087.19
	Add: Exercise of share options during the year	75,689,583	756.90	88,708,730	887.09
	Equity shares as at the end of the year	4,673,117,806	46,731.18	4,597,428,223	45,974.28

c) Terms/rights attached to equity shares

The Company has one class of equity shares having at par value of ₹ 10 per share. Each shareholder is entitled to one vote per share with a right to receive per share dividend declared by the Company. In the event of liquidation, the equity shareholders are entitled to receive remaining assets of the Company (after distribution of all preferential amounts) in the proportion of equity shares held by the shareholders.

d) Details of shareholders holding more than 5% shares in the Company:

Name of the shareholder*	As at 31 March 2026		As at 31 March 2025	
	Number of shares	% of holding	Number of shares	% of holding
Equity shares of ₹ 10 each fully paid up				
Samayat Services LLP	1,874,977,956	40.12%	3,427,477,956	74.55%
HDFC large and mid cap fund	432,257,092	9.25%	89,140,123	1.94%

* As per records of the Company, including its register of members

e) Details of equity shares held by promoter in the Company as at the end of the year:

Promoter name*	As at 31 March 2026			As at 31 March 2025		
	No. of shares	% of total shares	% change during the year**	No. of shares	% of total shares	% change during the year**
Samayat Services LLP	1,874,977,956	40.12%	45.30%	3,427,477,956	74.55%	23.03%

* Promoter here means promoter as defined in the Companies Act, 2013.

** Percentage change is computed with respect to the number at the beginning of the year or if issued during the year for the first time then with respect to the date of issue.

f) No shares have been issued pursuant to contract without payment being received in cash, allotted as fully paid-up shares by way of bonus issues nor has any bought back of shares happened during the period of five years immediately preceding the reporting date.

g) Shares reserved for issue under options

Information relating to the Company's Employee Stock Option Plan, including details of options issued, exercised and lapsed during the financial year and options outstanding at the end of reporting period, is given in note 26.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

13B OTHER EQUITY

	As at 31 March 2026	As at 31 March 2025
<i>(Refer Statement of Changes in Equity)</i>		
Share options outstanding account	822.92	718.31
Retained earnings	20,699.88	14,133.88
Securities premium	2,017.29	1,136.57
	23,540.09	15,988.76

Nature of reserves:

Share options outstanding account

The Company has implemented a share option schemes under which options to subscribe for the Company's share have been granted to certain executives and senior employees. The reserves is used to recognise the value of equity settled share options provided to such employees. See note 26 for further details.

Retained earnings

Retained earnings are the accumulated profits/(losses) earned by the Company till date and it includes remeasurements of defined benefit obligations.

Securities premium reserve

Security premium is used to record the premium received on issue of shares. It is utilised in accordance with the provision of the Act.

14A PROVISIONS- NON-CURRENT

	As at 31 March 2026	As at 31 March 2025
Provision for employee benefits (refer note 31)		
Provision for gratuity	116.90	88.64
Provision for compensated absences	17.08	13.16
	133.98	101.80

14B PROVISIONS- CURRENT

	As at 31 March 2026	As at 31 March 2025
Provision for employee benefits (refer note 31)		
Provision for gratuity	23.05	14.19
Provision for compensated absences	7.32	5.82
	30.37	20.01
Other provision		
Provision for possible sales return	147.92	100.69
Provision for customer discount	572.27	1,347.82
	750.56	1,468.52

Movement in provisions during the year	Possible sales return		Customer discount	
	For the year ended 31 March 2026	For the year ended 31 March 2025	For the year ended 31 March 2026	For the year ended March 31, 2025
Opening balance	100.69	42.90	1,347.82	1,631.38
Additions during the year	147.92	100.69	3,008.87	6,205.40
Utilised during the year	(100.69)	(42.90)	(3,784.42)	(6,488.96)
Closing balance	147.92	100.69	572.27	1,347.82

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

Provision for possible sales return

This represents provision made for sales returns by the customers for sales made by the Company, as estimated on the basis of past trend. This is expect to be adjusted in next financial year.

Provision for customer discount

This represents provision made for possible customer discounts to the customers for sales made by the Company, as estimated on the basis of past trend. This is expect to be adjusted in next financial year.

15 TRADE PAYABLES

	As at 31 March 2026	As at 31 March 2025
Total outstanding dues of micro enterprises and small enterprises	7,375.68	4,534.82
Total outstanding dues of creditors other than micro enterprises and small enterprises	3,132.82	5,184.12
	10,508.50	9,718.94

Notes:

(i) The Company's exposure to financial risk and fair value measurement related to these financial instruments is disclosed in note 27.

(ii) For trade payables due to related parties, refer note 34.

(iii) Ageing schedule of trade payables is as follows:

As at 31 March 2026	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	7,022.13	336.59	3.61	4.39	8.96	7,375.68
Total outstanding dues of creditors other than micro enterprises and small enterprises	11.68	2,777.81	332.96	0.91	0.84	8.62	3,132.82
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Total	11.68	9,799.94	669.55	4.52	5.23	17.58	10,508.50

As at 31 March 2025	Outstanding for following periods from due date of payment						Total
	Unbilled	Not due	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Total outstanding dues of micro enterprises and small enterprises	-	4,454.89	64.68	0.03	12.78	2.44	4,534.82
Total outstanding dues of creditors other than micro enterprises and small enterprises	47.29	4,173.19	892.65	22.28	15.39	33.32	5,184.12
Disputed dues of micro enterprises and small enterprises	-	-	-	-	-	-	-
Disputed dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Total	47.29	8,628.08	957.33	22.31	28.17	35.76	9,718.94

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

- (iv) Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 is given below.

Particulars	As at 31 March 2026	As at 31 March 2025
i) Principal amount and interest due thereon remaining unpaid to any supplier at the end of each accounting year		
- Principal amount	7,375.68	4,534.82
- Interest	74.19	73.60
ii) The amount of interest paid by the buyer as per the Micro Small and Medium Enterprises Development Act, 2006 (MSMED Act, 2006)	-	-
iii) The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year	5,166.76	3,785.33
iv) 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 MSMED Act, 2006	52.81	69.90
v) The amount of interest accrued and remaining unpaid at the end of each accounting year	127.00	143.50
vi) 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 the MSMED Act, 2006	127.00	143.50

The above information has been compiled in respect of parties to the extent they could be identified as micro, small and medium enterprises on the basis of information available with the management as at the year end.

16 OTHER CURRENT FINANCIAL LIABILITIES

	As at 31 March 2026	As at 31 March 2025
Employee benefit payables	300.96	305.34
Security deposits	3.05	3.05
Capital creditors [refer note (c) below]	214.33	208.38
	518.34	516.77

Note:

- (a) The Company's exposure to financial risk and fair value measurement related to these financial instruments is disclosed in note 27.
- (b) For other current financial liabilities payable to related parties, refer note 34.

Particulars	As at 31 March 2026	As at 31 March 2025
i) Principal amount and interest due thereon remaining unpaid to any supplier at the end of each accounting year		
- Principal amount	-	-
- Interest	-	-
ii) The amount of interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each accounting year	-	-
iii) The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting year	-	-

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

Particulars	As at 31 March 2026	As at 31 March 2025
iv) 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 MSMED Act, 2006	-	-
v) The amount of interest accrued for unpaid principal at the end of each accounting year	-	-
vi) 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 the MSMED Act, 2006	-	-

The above information has been compiled in respect of parties to the extent they could be identified as micro, small and medium enterprises on the basis of information available with the management as at the year end.

17 OTHER CURRENT LIABILITIES

	As at 31 March 2026	As at 31 March 2025
Contract liabilities - advance from customers	0.34	0.62
Statutory dues payable	216.35	1,818.37
Others	116.42	132.92
	333.11	1,951.91

Significant changes in contract liabilities	For the year ended 31 March 2026	For the year ended 31 March 2025
Opening balance	0.62	2.88
Add: Addition during the year	0.34	0.62
Less: Revenue recognised against the opening contract liabilities	(0.62)	(2.88)
Closing balance	0.34	0.62

18 REVENUE FROM OPERATIONS

	For the year ended 31 March 2026	For the year ended 31 March 2025
Sale of traded goods	63,636.43	57,099.20
	63,636.43	57,099.20
Other operating revenues		
- Scrap sales	15.01	24.44
- Display income/space rentals	-	14.82
- Equipment lease rental	982.75	868.89
- Royalty income	1,286.63	1,067.05
- Shared service income	313.51	316.92
- Miscellaneous income	79.51	74.72
	2,677.41	2,366.84
	66,313.84	59,466.04

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

	For the year ended 31 March 2026	For the year ended 31 March 2025
A. Revenue disaggregation on the basis of time is as follow:		
Point in time	63,730.95	57,198.36
Over time	2,582.89	2,267.68
B. Revenue disaggregation by geography is as follows:		
India	66,313.84	59,466.04
C. Revenue disaggregation by nature of products is as follows:		
Breakup of traded goods		
- Apparels	42,275.82	36,715.19
- Fast moving consumer goods	5,503.25	5,968.72
- General merchandise	15,857.36	14,415.29
D. Reconciliation of revenue as recognised in the statement of profit and loss with the contracted price		
Revenue as per contract price	67,420.85	63,588.16
Less: Discount and rebates	(3,784.42)	(6,488.96)
Revenue as per the statement of profit and loss	63,636.43	57,099.20

E. Refer note 17 for significant changes in contract liabilities.

F. Refer note 34 for transactions with related parties.

19 OTHER INCOME

	For the year ended 31 March 2026	For the year ended 31 March 2025
Interest income on -		
- bank deposits carried at amortised cost	55.03	58.48
- income-tax refund	-	11.17
Interest income on security deposits at amortised cost	1.86	1.70
Gain on sale of investments carried at fair value through profit or loss	544.32	340.58
Gain on fair valuation of investments carried at fair value through profit or loss	103.76	36.01
Miscellaneous income	3.12	3.12
	708.09	451.06

20 CHANGES IN INVENTORIES OF STOCK-IN-TRADE

	For the year ended 31 March 2026	For the year ended 31 March 2025
Inventories at the beginning of the year		
Traded goods	2,326.54	3,476.95
Inventories at the end of the year		
Traded goods	3,500.40	2,326.54
Decrease/(increase) of stock-in-trade	(1,173.86)	1,150.41

21 EMPLOYEE BENEFITS EXPENSE

	For the year ended 31 March 2026	For the year ended 31 March 2025
Salaries, wages and bonus	1,218.96	1,241.93
Contribution to provident and other funds (refer note 31)	53.90	46.26
Employee stock option expense (refer note 26)	446.67	558.49
Staff welfare expenses	56.08	39.89
	1,775.61	1,886.57

Note:

Refer note 34 for transactions with related parties

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

22 DEPRECIATION AND AMORTISATION EXPENSES

	For the year ended 31 March 2026	For the year ended 31 March 2025
Depreciation on property, plant and equipment	1,096.53	990.84
Amortisation on right-of-use assets	100.75	99.73
Amortisation of other intangible assets	530.56	510.18
	1,727.84	1,600.75

23 FINANCE COSTS

	For the year ended 31 March 2026	For the year ended 31 March 2025
Interest expense on financial liabilities at amortised cost	-	0.02
Interest on lease liabilities	117.29	119.67
Other borrowing costs	0.31	0.16
	117.60	119.85

24 OTHER EXPENSES

	For the year ended 31 March 2026	For the year ended 31 March 2025
Rent and warehousing (refer note 32) #	34.10	28.88
Power and fuel	14.37	16.93
Rates and taxes	0.66	2.20
Insurance	10.53	10.79
Travelling and conveyance	56.26	48.17
Legal and professional fees **	120.66	119.01
Packaging and consumables	100.96	95.14
Transportation charges #	9.04	6.52
Repairs and maintenance on -		
- plant and machinery	54.54	40.02
- others	142.73	147.70
Advertising and sales promotion	348.27	266.73
Loss on disposal of property, plant and equipment (net)	8.54	6.48
Manpower charges	529.51	452.51
Corporate social responsibilities expenses (refer note 37)	53.24	32.46
Miscellaneous expenses	125.35	107.24
	1,608.76	1,380.78

* Includes payments to auditors -

Refer note 34 for transactions with related parties

	For the year ended 31 March 2026	For the year ended 31 March 2025
As auditor (excluding applicable taxes)		
- Statutory audit (including fees for limited review)	9.75	5.30
- Tax audit	0.38	0.35
- Other services	0.15	0.15
- Reimbursement of expenses	0.84	0.16
	11.12	5.96

Note:

The above fee breakup excludes ₹ Nil for the year ended 31 March 2026 (31 March 2025: 27.80 millions) charged towards special purpose audit, certification and other services which is part of Initial Public Offering recovered from promoter selling shareholders.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

25. TAX EXPENSE

(a) Tax expense recognised in profit or loss

	For the year ended 31 March 2026	For the year ended 31 March 2025
Current tax expense	2,376.07	1,730.17
Deferred tax credit	(159.49)	(135.23)
	2,216.58	1,594.94

(b) Tax expense recognised in other comprehensive income

	For the year ended 31 March 2026	For the year ended 31 March 2025
Deferred tax credit on re-measurement of defined benefit obligations	(1.74)	0.02
	(1.74)	0.02

The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Company at 25.17% (31 March 2025: 25.17%) and the reported tax expense in profit or loss are as follows:

(c) Reconciliation of effective tax rate

	For the year ended 31 March 2026	For the year ended 31 March 2025
Accounting profit before income-tax	8,777.42	6,320.68
Income-tax rate as per Income-tax Act, 1961	25.17%	25.17%
Tax using the Company's domestic tax rate	2,209.10	1,590.79
Tax effect of adjustments to reconcile expected income-tax expense to reported income-tax expense:		
- Impact of non-deductible expenses	9.24	2.53
- Others	(1.76)	1.62
Total tax expenses	2,216.58	1,594.94

(d) Deferred tax liabilities (net)

	As at 31 March 2026	As at 31 March 2025
Deferred tax liabilities arising on account of:		
Fair value adjustment in the carrying value of other intangible assets	1,190.90	1,300.89
Deferred tax asset arising on account of:		
Differences between accounting and tax bases of property, plant and equipment and intangible assets	(332.82)	(288.74)
Right-of-use assets and lease liabilities	(62.85)	(46.87)
Others	(56.51)	(68.81)
Deferred tax liabilities (net)	738.72	896.47

(i) Changes in deferred tax liabilities and assets from 01 April 2025 to 31 March 2026:

	Balance as at 01 April 2025	Recognised in profit or loss	Recognised in other comprehensive income	Balance as at 31 March 2026
Deferred tax liabilities arising on account of:				
Fair value adjustment in the carrying value of other intangible assets	1,300.89	(109.99)	-	1,190.90

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

	Balance as at 01 April 2025	Recognised in profit or loss	Recognised in other comprehensive income	Balance as at 31 March 2026
Deferred tax asset arising on account of:				
Differences between accounting and tax bases of property, plant and equipment and intangible assets	(288.74)	(44.08)	-	(332.82)
Right-of-use assets and lease liabilities	(46.87)	(15.98)	-	(62.85)
Others	(68.81)	10.56	1.74	(56.51)
	896.47	(159.49)	1.74	738.72

(ii) Changes in deferred tax liabilities and assets from 01 April 2024 to 31 March 2025:

	Balance as at 01 April 2024	Recognised in profit or loss	Recognised in other comprehensive income	Balance as at 31 March 2025
Deferred tax liabilities arising on account of:				
Fair value adjustment in the carrying value of other intangible assets	1,415.45	(114.56)	-	1,300.89
Deferred tax asset arising on account of:				
Differences between accounting and tax bases of property, plant and equipment and intangible assets	(260.47)	(28.27)	-	(288.74)
Right-of-use assets and lease liabilities	(30.18)	(16.69)	-	(46.87)
Others	(93.08)	24.29	(0.02)	(68.81)
	1,031.72	(135.23)	(0.02)	896.47

26 SHARE BASED PAYMENTS

The Company established the Vishal Mega Mart Employees Stock Options Plan 2019 (formerly known as Rishanth Employee Stock Option Plan 2019) (last amended on 19 February 2025) ("the Plan") in January 2019. Under the Plan, the Company has issued share options to eligible employees via ten schemes ("the Schemes") of the Plan. All options granted under the Schemes are equity settled and vest according to various service conditions ranging upto 6 years and a performance condition linked to desired threshold earnings before interest, depreciation and tax in the future. An exit event as defined in the Schemes can result in immediate vesting of all options. Each option entitles the holder thereof to apply for and be allotted equity shares of ₹ 10 each of the Company, upon payment of the exercise price on date of exercise.

Options under performance vesting typically vest equally over five years starting from the first anniversary of date of grant. If the performance condition is not met, unvested options are carried forward to the next vesting date till the end of fourth year starting from the first anniversary of date of grant. Such carry forward options will vest at liquidity event described hereinafter. Options under exit vesting will vest after six years from date of grant, subject to liquidity event conditions. Options under time vesting typically vest over five years starting from the first anniversary of date of grant. Options granted can vest immediately on happening of a certain liquidity event, as determined by the shareholders, when they realise a pre-determined rate of return on their investment.

Below is a summary of options granted under the plan:

Particulars	Performance vested	Time vested	Exit vested	Total	Weighted average exercise price (in ₹)
Total no. of options granted till date	95,853,045	128,125,545	38,898,266		
Options outstanding at 01 April 2024	47,839,957	61,979,757	38,898,266	148,717,980	10.34
Options granted during the year	31,500,000	39,867,500	-	71,367,500	38.02

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

Particulars	Performance vested	Time vested	Exit vested	Total	Weighted average exercise price (in ₹)
Options forfeited/lapsed/expired during the year	(304,000)	(1,651,500)	-	(1,955,500)	29.28
Options exercised during the year	(37,383,365)	(51,325,365)	-	(88,708,730)	10.12
Options outstanding at 31 March 2025	41,652,592	48,870,392	38,898,266	129,421,250	25.42
Options exercisable at the end of the year	10,447,330	16,112,230	38,898,266	65,457,826	
Weighted average share price at the date of exercise (₹)	97.10	97.05	-		
Weighted average remaining period (in years)	7.95 Years	8.16 Years	4.07 Years		
Exercise price (₹)	₹ 10/- to 35/-	₹ 10/- to 65/-	₹ 10/- to 15.70/-		
Options outstanding at 01 April 2025	41,652,592	48,870,392	38,898,266	129,421,250	25.42
Options granted during the year	950,000	3,575,000	-	4,525,000	132.32
Options forfeited/lapsed/expired during the year	(839,750)	(1,179,250)	-	(2,019,000)	47.34
Options exercised during the year	(17,328,758)	(19,462,558)	(3,88,98,266)	(75,689,583)	16.39
Options outstanding at 31 March 2026	24,434,084	31,803,584	-	56,237,667	45.27
Options exercisable at the end of the year	1,875,000	1,994,500	-	3,869,500	
Weighted average share price at the date of exercise (₹)	128.27	128.32	123.97		
Weighted average remaining period (in years)	8.11 Years	8.34 Years	-		
Exercise price (₹)	₹ 10/- to 138/-	₹ 10/- to 138/-	-		

In accordance with the Scheme, the Nomination & Remuneration Committee of the Company granted stock options to the Eligible Employees of the Company and its subsidiary company (identified employees) under Vishal Mega Mart Employees Stock Options Plan 2019 during the year, as per the details below:

Particulars	Meeting Date	Performance vested	Time vested	Exercise Price	Share price at the grant date
Grant - I	13- Nov-25	700,000	3,325,000	₹ 100/- and ₹ 138 per option	₹ 138.16/-
Grant - II	02-Mar-26	250,000	250,000	₹ 117/- per option	₹ 117.23/-

The fair value of the options granted during the year, calculated by an external valuer, was estimated on the date of grant by an independent valuer using the Black Scholes option pricing model with the following significant assumptions. For measuring the impact of the exit and the liquidity event, monte carlo simulations were used in the below calculations.

Particulars	Performance vested	Time vested
Fair value of option on grant date (₹)	53.15 - 86.55	51.56 - 86.55
Expected volatility (in %)	35% to 37%	35% to 37%
Average vesting period (in years)	1.00 to 5.00 Years	1.00 to 5.00 Years
Option life (in years)	10 years	10 years
Dividend yield (in %)	0%	0%
Risk-free interest rate (in %)	6.3% to 6.7%	6.3% to 6.7%
Vesting Period	Equally over the 5 years starting from first anniversary of the Grant Date	Equally over the 5 years starting from first anniversary of the Grant Date

Volatility was determined using historical data for comparable companies for corresponding term, excluding companies that did not have sufficient historical data. The risk free interest rates are determined based on current yield to maturity of Government of India Bonds with similar residual maturity equal to expected life of the options.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

The related compensation cost has been calculated using fair value method as described above and the Company has recorded an expense of ₹ 446.67 millions during the year (31 March 2025: ₹ 558.49 millions) under 'employee benefits expense'. This expense is net of ₹ 54.80 millions (31 March 2025: ₹ 33.97 millions) recoverable from Airplaza Retail Holdings Private Limited (subsidiary company) with respect to share options issued to the employees of the subsidiary company. Further, certain employees have exercised options amounting to ₹ 396.86 millions during the year ended 31 March 2026 (31 March 2025: ₹ 380.87 millions) which has been accounted for in line with the provisions of Ind AS 102-Shared Based Payments.

27 FINANCIAL INSTRUMENTS – FAIR VALUE MEASUREMENT AND RISK MANAGEMENT

I. Fair value measurements

A. Financial instruments by category

	As at 31 March 2026			As at 31 March 2025		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets						
Investments*	11,190.30	-	-	3,872.78	-	-
Trade receivables	-	-	21,474.97	-	-	21,799.74
Cash and cash equivalents	-	-	1,426.33	-	-	1,035.32
Bank balances other than cash and cash equivalents	-	-	536.13	-	-	484.55
Other financial assets	-	-	50.87	-	-	50.01
	11,190.30	-	23,488.30	3,872.78	-	23,369.62
Financial liabilities						
Trade payables	-	-	10,508.50	-	-	9,718.94
Lease liabilities	-	-	1,332.78	-	-	1,331.15
Other financial liabilities	-	-	518.34	-	-	516.77
	-	-	12,359.63	-	-	11,566.86

*The above table does not include the investment in subsidiary which is measured at cost as per Ind AS 27 Separate Financial Statements.

B. Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are:

- (a) recognised and measured at fair value and
- (b) measured at amortised cost and for which fair values are disclosed in the standalone financial statements.

To provide an indication about the reliability of the inputs used in determining fair value, the Company has classified its financial instruments into the three levels prescribed under Ind AS 113. An explanation of each level follows underneath the table.

Financial assets recognised and measured at fair value

	As at 31 March 2026				
	Carrying amount	Level 1	Level 2	Level 3	Total
Financial assets					
Investments	11,190.30	11,190.30	-	-	11,190.30
Particulars	As at 31 March 2025				
	Carrying amount	Level 1	Level 2	Level 3	Total
Financial assets					
Investments	3,872.78	3,872.78	-	-	3,872.78

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities. There have been no transfers between any of the above levels for the years ended 31 March 2026 and 31 March 2025.

Valuation techniques and significant unobservable inputs

Financial instruments measured at fair value

Type	Valuation technique	Significant unobservable inputs	Inter relationship between significant unobservable inputs and fair value
Investment in quoted mutual funds measured at fair value through profit or loss	The fair value of investment in mutual funds is determined using quoted NAV as at the balance sheet date.	Not applicable	Not applicable

The carrying amounts of trade receivables, trade payables, cash and cash equivalents, bank balances other than cash and cash equivalents and other financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature. Other financial assets represents security deposits, bank deposits and interest accrued but not due on bank deposits, the carrying value of which approximates the fair values as on the reporting date. For other financial liabilities/assets that are not measured at fair value, the carrying amounts are considered equal to their respective fair values.

II. Financial risk management

The Company has exposure to the following risks arising from financial instruments:

- (i) Credit risk;
- (ii) Liquidity risk; and
- (iii) Market risk

Risk management framework

The Company's Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Board of Directors has authorized the business managers to establish the processes, who ensures that executive management controls risks through the mechanism of properly defined framework.

The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the business managers periodically to reflect changes in market conditions and the Company's activities. The Company, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

(i) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investments in mutual funds.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

The carrying amount of financial assets represents the maximum credit exposure. The Company monitor credit risk very closely in the market. The management's impact analysis shows credit risk and impact assessment as low.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date is:

Particulars	31 March 2026			31 March 2025		
	Gross amount	Expected credit loss	Net amount	Gross amount	Expected credit loss	Net amount
Trade receivables	21,474.97	-	21,474.97	21,799.74	-	21,799.74
Cash and cash equivalents	1,426.33	-	1,426.33	1,035.32	-	1,035.32
Bank balances other than cash and cash equivalents	536.13	-	536.13	484.55	-	484.55
Other financial assets	50.87	-	50.87	50.01	-	50.01

Trade and other receivables

Credit risk on cash and cash equivalents and bank balances other than cash and cash equivalents is limited as the Company generally invests in deposits with banks/financial institutions with high credit ratings assigned by credit rating agencies. Investments include investment in liquid mutual fund units. The other financial assets primarily represents security deposits given to landlords of premises taken on leases. Such deposits will be returned to the Company on returning the possession of premises as per the contract. The credit risk associated with such security deposits is relatively low. The Company's credit risk is primarily due to the amount due from Airplaza Retail Holdings Private Limited (subsidiary company). The Company maintains a defined credit policy and monitors the exposures to these credit risks on an ongoing basis. The carrying amount of financial assets represents the maximum credit exposure. The management impact analysis shows credit risk and impact assessment as low as majority of its trade receivables are from a single party which makes it easier to analyse receivables from a control perspective. Further, the Company also obtains the balance confirmation as at year end from Airplaza Retail Holdings Private Limited in which the receivable amount is confirmed by the party and therefore, there is no expected credit loss on outstanding receivables.

The gross carrying amounts of trade receivables is disclosed in note 10 of the standalone financial statements as follows:

Particulars	As at 31 March 2026	As at 31 March 2025
Trade receivables	21,474.97	21,799.74

Detail of trade receivables that are past due is given below:-

Particulars	As at 31 March 2026	As at 31 March 2025
Not due and overdue less than 6 months	21,474.97	21,799.74
Overdue more than 6 months	-	-

The expected credit loss on trade receivables has been determined as follows under the simplified approach:

31 March 2026

Particulars	Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross carrying amount as 31 March 2026	2,322.99	19,151.98	-	-	-	-	21,474.97
Expected loss rate	-	-	-	-	-	-	-
Expected credit losses	-	-	-	-	-	-	-
Carrying amount of trade receivables (net)	2,322.99	19,151.98	-	-	-	-	21,474.97

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

31 March 2025

Particulars	Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross carrying amount as 31 March 2025	4,836.36	16,963.38	-	-	-	-	21,799.74
Expected loss rate	-	-	-	-	-	-	-
Expected credit losses	-	-	-	-	-	-	-
Carrying amount of trade receivables (net)	4,836.36	16,963.38	-	-	-	-	21,799.74

(ii) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

The Company's financial liabilities mainly comprises of borrowings, lease liabilities, trade payables and accrued bonus/expenses. The Company's credit period with buyers is higher than the credit period provided to customers, and the payments are generally settled within credit period, hence the Company's liquidity risk is low.

(a) Maturities of financial liabilities

The following are the remaining undiscounted contractual maturities of financial liabilities including interest at the reporting date:

Particulars	Carrying amounts as at 31 March 2026	Contractual cash flows				
		Total	Payable on demand	Less than 1 year	1-5 years	More than 5 years
Financial liabilities						
Trade payables	10,508.50	10,508.50	-	10,508.50	-	-
Lease liabilities (including interest)	1,332.78	2,263.42	-	171.42	660.91	1,431.09
Other financial liabilities	518.34	518.34	-	518.34	-	-
Total liabilities	12,359.63	13,290.26	-	11,198.26	660.91	1,431.09

Particulars	Carrying amounts as at 31 March 2025	Contractual cash flows				
		Total	Payable on demand	Less than 1 year	1-5 years	More than 5 years
Financial liabilities						
Trade payables	9,718.94	9,718.94	-	9,718.94	-	-
Lease liabilities (including interest)	1,331.15	2,362.46	-	151.39	636.12	1,574.95
Other financial liabilities	516.77	516.77	-	516.77	-	-
Total liabilities	11,566.86	12,598.17	-	10,387.10	636.12	1,574.95

(b) Undrawn borrowing facilities

The Company has access to the following undrawn borrowing facilities at the end of the reporting period:

	As at 31 March 2026	As at 31 March 2025
Expiring within one year (bank loans)	2,500.00	2,500.00

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

(iii) 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 comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings, deposits and foreign currency receivables and payables. The sensitivity analysis in the following sections relate to the position as at 31 March 2026. The sensitivity of the relevant profit and loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of 31 March 2026.

(a) Foreign currency risk

The Company has certain import purchases for which payments are made in foreign exchange and hence exposes the Company to foreign exchange risk arising from foreign currency transactions. However, there is no outstanding foreign currency payable at the end of current and the previous reporting period. Further, the gain/(loss) on such foreign currency transactions during the current and the previous year is not material.

(b) Interest rate risk

The Company's interest rate risk arises from bank deposits which are made at market rate of interest at the time of deposit. This exposes the Company to cash flow interest rate risk. However the variation in market rate of interest is not significantly high and the Company's interest bearing assets is also not significantly high, hence the impact of the same has been assessed as insignificant.

At the reporting date the interest rate profile of the Company's interest-bearing financial instruments is as follows:

Particulars	As at 31 March 2026	As at 31 March 2025
Financial assets:		
Fixed rate instruments		
- Fixed deposits	1,058.30	991.09
Total	1,058.30	991.09

Fair value sensitivity analysis for fixed-rate instruments

The Company's fixed rate instruments are carried at amortised cost. They are, therefore, not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Cash flow sensitivity analysis for variable-rate instruments

A change of 100 basis points in interest rates at the reporting date would have increased (decreased) profit or loss (after tax) and equity by the amounts shown below. This analysis assumes that all other variables remain constant. The analysis is performed on the same basis for the previous year.

Particulars	31 March 2026		31 March 2025	
	Profit or loss (after tax) and equity		Profit or loss (after tax) and equity	
	100 bp increase	100 bp decrease	100 bp increase	100 bp decrease
Rupee term loans	-	-	-	-

(c) Price risk

Exposure from investments in mutual funds:

The Company had exposure to price risk arises from investments in mutual funds held by the Company and classified in the balance sheet as fair value through profit or loss. To manage its price risk arising from investments in mutual funds, the Company diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Company.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

Sensitivity

The sensitivity to profit or loss (after tax) and equity in case of an increase in price of the instrument by 5% keeping all other variables constant would have resulted in corresponding impact on profits by 31 March 2026: ₹ 418.70 millions (31 March 2025: 144.90 millions).

28 CAPITAL MANAGEMENT

For the purposes of the Company's capital management, capital includes equity attributable to the equity holders of the Company and all other equity reserves. The primary objective of the Company's capital management is to ensure that it maintains an efficient capital structure and maximize shareholder value. The Company manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Company may adjust the dividend payment to shareholders or issue new shares. The Company is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the year ended 31 March 2026 and 31 March 2025.

	As at 31 March 2026	As at 31 March 2025
Total debt	-	-
Less: Cash and cash equivalents	(1,426.33)	(1,035.32)
Net debt (A)	-	-
Total equity (B)	70,271.27	61,963.04
Gearing ratio (A/B)	-	-

29 ACCOUNTING RATIOS

Additional regulatory information with respect to the specified ratios as required by paragraph 6(L)(xiv) of the general instructions for preparation of balance sheet to Schedule III to the Act:

Ratio	Numerator	Denominator	As at 31 March 2026	As at 31 March 2025	% variance	Reason for variance
Current ratio	Current assets	Current liabilities	2.74	2.19	25%	Refer note (i) below.
Debt equity ratio	Net debt = Total borrowings - cash and cash equivalents	Total equity	-	-	-	The Company has no borrowings, therefore, the ratio is not applicable.

Ratio	Numerator	Denominator	For the year ended 31 March 2026	For the year ended 31 March 2025	% variance	Reason for variance
Debt service coverage ratio	Earning available for debt service = Net profit after taxes + Non-cash operating expenses/ income (net) + interest expenses	Debt service = Interest and lease payments + principal repayments of long-term borrowings	50.74	45.82	11%	Refer note (i) below.
Return on equity ratio	Net profit after taxes	Average shareholder's equity	9.92%	8.03%	24%	Refer note (i) below.
Return on equity ratio (adjusted)	Net profit after taxes	Average of adjusted shareholder's equity*	21.91%	20.81%	5%	Refer note (i) below.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

Ratio	Numerator	Denominator	For the year ended 31 March 2026	For the year ended 31 March 2025	% variance	Reason for variance
Inventory turnover ratio	Cost of goods sold	Average inventories	17.85	16.45	9%	Refer note (i) below.
Trade receivables turnover ratio	Net sales	Average trade receivables	2.94	2.87	2%	Refer note (i) below.
Trade payables turnover ratio	Cost of goods sold	Average trade payables	5.24	4.79	9%	Refer note (i) below.
Net capital turnover ratio	Net sales	Working capital = current assets - current liabilities	2.60	3.51	-26%	The decrease in the ratio is on account of investment made in mutual funds.
Net profit ratio	Net profit after taxes	Revenue from operations	9.89%	7.95%	24%	Refer note (i) below.
Return on capital employed	Earnings before interest and taxes	Capital employed = Tangible net worth + total debt + deferred tax liabilities	30.19%	30.80%	-2%	Refer note (i) below.
Return on capital employed (adjusted)	Earnings before interest and taxes - Income generated from invested fund	Adjusted capital employed = Tangible net worth + total debt + deferred tax liabilities - invested fund in treasury	47.62%	37.47%	27%	The increase in the ratio is on account of investment made in mutual funds.
Return on investment	Income generated from invested fund	Average invested fund in treasury investments	8.22%	16.37%	-50%	The decrease in the ratio is on account of increase in investment made during the year.

Note:

(i) Reasons for variance in the ratios are required to be furnished when variance is more than 25%.

*Adjusted shareholder's equity = Total equity less goodwill

30 EARNINGS PER EQUITY SHARE (EPS)

The calculation of profit attributable to equity shareholders and weighted average numbers of equity shares outstanding for purpose of basic/diluted earning per share calculation are as follows -

	For the year ended 31 March 2026	For the year ended 31 March 2025
i. Profit attributable to equity shareholders for basic/diluted earnings per share	6,560.84	4,725.74
ii. Weighted average number of equity shares for basic earnings per share (nos.)	4,657,850,496	4,518,074,629
iii. Effect of share options during the year (in nos.)	34,396,586	130,297,125
iv. Weighted average number of equity shares for diluted earnings per share (nos.)	4,692,247,082	4,648,371,754

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

	For the year ended 31 March 2026	For the year ended 31 March 2025
Basic earning per equity share of ₹ 10 each (₹)	1.41	1.05
Diluted earning per equity share of ₹ 10 each (₹)	1.40	1.02

31 EMPLOYEE BENEFITS

(i) Defined contribution plans

The Company, in respect of qualifying employees, contributes towards provident fund, labour welfare fund, employees' state insurance and national pension scheme. During the year, the Company has recognized the following amounts in the statement of profit and loss for:

	For the year ended 31 March 2026	For the year ended 31 March 2025
Employer's contribution to provident fund and labour welfare fund	44.04	39.97
Employer's contribution to employees' state insurance	0.57	0.71
Employer's contribution to national pension scheme	9.29	5.58
	53.90	46.26

(ii) Defined benefit plan:

The gratuity plan provides a lump sum payment to employees at retirement or termination of employment at an amount based on the respective employee's salary and the years of employment with the Company.

A. Reconciliation of present value of defined benefit obligation

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Present value of defined benefit obligation at the beginning of the year	102.83	87.36
Interest cost	7.26	6.36
Current service cost	16.63	12.44
Past service cost	25.31	-
Benefits paid	(5.18)	(3.43)
Re-measurement loss recognised in other comprehensive income	(6.90)	0.10
Present value of defined benefit obligation at the end of the year	139.95	102.83

B. Reconciliation of present value of the obligations

Particulars	As at 31 March 2026	As at 31 March 2025
Present value of defined benefit obligation	139.95	102.83
Net liability recognised in the balance sheet	139.95	102.83
Current	23.05	14.19
Non-current	116.90	88.64
	139.95	102.83

C. Expenses recognised in profit or loss

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Current service cost	16.63	12.44
Interest cost	7.26	6.36
Total expenses recognised in profit or loss	23.89	18.80

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

D. Re-measurement loss recognised in other comprehensive income

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Re-measurement loss		
- (Gain)/Loss due to financial assumptions	(5.48)	1.06
- (Gain) due to experience adjustment	(1.42)	(0.96)
Total expenses recognised in other comprehensive income	(6.90)	0.10

E. Maturity profile of defined benefit obligation

Particulars	As at 31 March 2026	As at 31 March 2025
Within the next 12 months	23.05	14.19
Between 1 and 2 years	18.92	15.83
Between 2 and 5 years	40.47	29.47
Between 5 and 10 years	57.51	43.34

F. Actuarial assumptions

a Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is generally based upon the market yields available on Government bonds at the accounting date relevant to currency of benefit payments for a term that matches the liabilities. Salary growth rate is Company's long term best estimate as to salary increases and takes account of inflation, seniority, promotion, business plan, HR policy and other relevant factors on long term basis as provided in relevant accounting standard. These valuation assumptions are as follows:

	As at 31 March 2026	As at 31 March 2025
Discount rate (in %)	7.98%	7.06%
Future salary increase (in %)	10.00%	10.00%

b Demographic assumptions

	As at 31 March 2026	As at 31 March 2025
(i) Retirement age (years)	60	60
(ii) Mortality rate inclusive of provision for disability	100% of IALM (2012-14)	100% of IALM (2012-14)
(iii) Attrition at ages		
Up to 30 years	15.00%	15.00%
From 31 to 44 years	15.00%	15.00%
Above 44 years	15.00%	15.00%

G. Sensitivity analysis

Reasonably possible changes at the reporting date to the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown below.

	As at 31 March 2026	As at 31 March 2025
a Discount rate		
0.5% increase	(2.90)	(2.50)
0.5% decrease	2.96	2.64

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

	As at 31 March 2026	As at 31 March 2025
b Future salary increases rate		
0.5% increase	2.89	2.56
0.5% decrease	(2.86)	(2.45)
c Attrition rate		
0.5% increase	0.51	0.50
0.5% decrease	(0.51)	(0.50)

Sensitivities due to mortality and withdrawals are not material. Hence, impact of change is not calculated above.

The sensitivity analysis 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 year. This analysis may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous year.

H. Description of risk exposures

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such, the Company is exposed to various risks as follow:

Salary increases	Actual salary increases will increase the Plan's liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
Discount rate	Reduction in discount rate in subsequent valuations can increase the plan's liability.
Mortality and disability	Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the liability.
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact plan's liability.

I. Other disclosures

Particulars	As at 31 March 2026	As at 31 March 2025
Average duration of the defined benefit obligation (in years)	5.59 years	5.64 years

The Company expects to make contributions of ₹ 29.33 millions (March 31, 2025: ₹ 20.93 millions) to the defined benefit plans during the next financial year.

J. Amount for the current and previous four years are as follows - gratuity:

	31 March 2026	31 March 2025	31 March 2024	31 March 2023	31 March 2022
Defined benefit obligation	139.95	102.83	87.36	73.19	64.96
Experience gain adjustments on liabilities	1.42	0.96	0.48	0.60	0.95

(iii) Other long-term benefits:

An actuarial valuation of compensated absences has been carried out by an independent actuary using the Projected Unit Credit method. The amount recognised as an expense towards compensated absences for the year amounts to ₹ 6.09 millions (31 March 2025: ₹ 2.13 millions). As at 31 March 2026, provision for compensated absences amounts to ₹ 24.40 millions (31 March 2025: ₹ 18.98 millions) presented as provision for employee benefits in note 14A and 14B - Provisions.

The compensated absences cover the Company's liability for earned leaves. The Company does not have an unconditional right to defer the settlement for obligation classified as current provision balance. However, based on past experience, the Company does not expect all the employees to avail the entire outstanding leaves within next twelve months, therefore, based on the independent actuarial report, only a certain amount of provision has been presented as current and remaining as non-current.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

32 i) Lease liabilities are presented in the balance sheet as follows:

Particulars	As at 31 March 2026	As at 31 March 2025
Current	19.45	31.91
Non-current	1,313.33	1,299.23
Total	1,332.78	1,331.14

The maturity analysis of lease liabilities are disclosed hereunder. Also refer note 27(II)(ii).

Particulars	For the year ended 31 March 2026			For the year ended 31 March 2025		
	Principal	Interest	Total payments	Principal	Interest	Total payments
Less than 1 year	16.42	155.00	171.42	34.83	116.56	151.39
1-5 years	275.16	385.75	660.91	200.94	435.18	636.12
More than 5 years	1,041.20	389.89	1,431.09	1,095.37	479.58	1,574.95
Total	1,332.78	930.64	2,263.42	1,331.14	1,031.32	2,362.46

Refer note 36 for reconciliation of liabilities arising from financing activities pursuant to Ind AS 7- Statement of Cash Flows.

The Company has executed lease arrangements for office and business premises. With the exception of short-term leases, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability.

Each lease generally imposes a restriction that, unless there is a contractual right for the Company to sublet the asset to another party, the right-of-use asset can only be used by the Company. Leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee. Some leases contain an option to extend the lease for a further term. The Company is prohibited from selling or pledging the underlying leased assets as security against the Company's other debts and liabilities. For leases over office buildings and warehouse premises the Company must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Company is required to insure items of property, plant and equipment and incur maintenance fees on such items in accordance with the lease contracts.

The Company has considered automatic extension option available for the property leases in lease period assessment since the Company can enforce its right to extend the lease beyond the initial lease period as the Company is likely to be benefited by exercising the extension option.

ii) The following are amounts recognised in the statement of profit and loss:

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Amortisation of right-of-use assets	100.75	99.73
Interest on lease liabilities	117.29	119.67
Rent and warehousing	34.10	28.88
Total	252.14	248.28

iii) Lease payments not recognised as a liability

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Expenses relating to short term leases (included in other expenses)	34.10	28.88
Total	34.10	28.88

The Company has elected not to recognise a lease liability for short-term leases (leases with an expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. The expense relating to payments not included in the measurement of the lease liabilities for short-term leases is ₹ 34.10 millions (31 March 2025: ₹ 28.88 millions).

iv) At 31 March 2026 and 31 March 2025, the Company was not committed to any liability towards short-term leases.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

- v) Total cash outflow for leases for the year ended 31 March 2026 was ₹ 186.78 millions (31 March 2025: ₹ 180.27 millions) [including ₹ 34.10 millions (31 March 2025 - ₹ 28.88 millions) paid towards the aforementioned short-term leases].
- vi) The table below describes the nature of the Company's leasing activities by type of right-of-use asset recognised on balance sheet:

Right-of-use asset	Right-of-use assets leased (in numbers)	Range of remaining term (in years)	Average remaining lease term (in years)
Warehouses and other offices	4	0.37 - 12.09	6.24

The Company has a right to extend/terminate its leasing arrangements beyond the initial agreement/lock in period. For the assessment of lease term as per Ind AS 116, the management of the Company has considered the extension options and not considered the early termination options wherever available for its property leases in its lease period assessment since the Company is likely to benefit from a longer lease tenure.

33 CONTINGENT LIABILITIES AND COMMITMENTS

	As at 31 March 2026	As at 31 March 2025
a) Commitments		
Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	140.03	114.40
	140.03	114.40
b) Contingent liabilities		
Claims against the Company not acknowledged as debts to the extent not provided for-		
Income tax matters [amount paid under protest ₹ 1.92 millions (31 March 2025: ₹ 1.92 millions)]*	0.17	0.17
Indirect tax matters [amount paid under protest ₹ 8.86 millions (31 March 2025: ₹ 2.21 millions)]**	136.87	3.38
Other matters***	214.09	99.53
	351.13	103.08

c) Other contingencies

There are some other income tax litigations for few assessment years wherein income tax authorities have made certain disallowances, however, there is no demand raised by them due to losses. In view of the management, these matters would be decided in favour of the Company and accordingly, chances of liability materializing are remote.

* Represents demand raised by Income tax authorities on account of disallowance of certain expense, after netting off the amount deposited under protest.

** Represents demand raised by central sales tax, value added tax and goods and service tax authorities, after netting off the amount deposited under protest.

*** Includes various other claims made by vendors, customers complaints, ex-employees and various government authorities.

It is not practicable for the Company to estimate the timings of the cash flows, if any, in respect of the above pending resolution of the respective proceedings. The Company has assessed that it is only possible, but not probable, that outflow of economic resources will be required in respect of the above proceedings.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

34 INFORMATION ON RELATED PARTY TRANSACTIONS PURSUANT TO IND AS 24 - RELATED PARTY DISCLOSURES

A Related parties and their relationships

Relationship	Name of the related party
(a) Entity which exercise significant influence over the Company	Samayat Services LLP
(b) Entities which exercise control over the Company	Kedaara Capital Fund II LLP Rishay Services LLP Rishanth Services LLP
(c) Subsidiary company	Vishal E-Commerce Private Limited Airplaza Retail Holdings Private Limited
(d) Entities over which the Company exercise control	Vishal Mega Mart CSR Trust
(e) Key management personnel	Mr. Gunender Kapur (Managing Director and CEO) (with effect from 27 June 2024) Mr. Rohit Jindal (Managing Director and CEO) (till 24 June 2024) Mr. Amit Gupta (Chief Financial Officer)
(f) Other related parties	Mr. John Thomson Wyatt (Director) (till 03 July 2024) Mr. Manas Tandon (Director) Mr. Nishant Sharma (Director) Mr. Sanjeev Aga (Director) Mr. Walter Heinz Keller (Director) (till 03 July 2024) Ms. Neha Bansal (Independent Director) Ms. Soumya Rajan (Independent Director) (with effect from 31 May 2024) Mr. Vageesh Gupta (Director) (with effect from 13 November 2025) Mr. Yogesh Yadav (Independent Director) (with effect from 13 November 2025)

B Related party transaction

Particulars	Year ended	Entity which exercise significant influence over the Company	Entities which exercise control over the Company	Subsidiary company	Entities over which the Company exercise control	Key management personnel	Other related parties	Total
Legal and professional fees								
Rishay Services LLP	31 March 2026	-	29.85	-	-	-	-	29.85
	31 March 2025	-	8.99	-	-	-	-	8.99
Rishanth Services LLP	31 March 2026	-	43.38	-	-	-	-	43.38
	31 March 2025	-	40.14	-	-	-	-	40.14
Share options issued to the employees of the subsidiary								
Airplaza Retail Holdings Private Limited	31 March 2026	-	-	54.80	-	-	-	54.80
	31 March 2025	-	-	33.97	-	-	-	33.97
Corporate social responsibility								
Vishal Mega Mart CSR Trust	31 March 2026	-	-	-	53.24	-	-	53.24
	31 March 2025	-	-	-	32.46	-	-	32.46

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

Particulars	Year ended	Entity which exercise significant influence over the Company	Entities which exercise control over the Company	Subsidiary company	Entities over which the Company exercise control	Key management personnel	Other related parties	Total
Sale of traded goods								
Airplaza Retail Holdings Private Limited	31 March 2026	-	-	63,593.91	-	-	-	63,593.91
	31 March 2025	-	-	56,757.89	-	-	-	56,757.89
Royalty income								
Airplaza Retail Holdings Private Limited	31 March 2026	-	-	1,286.63	-	-	-	1,286.63
	31 March 2025	-	-	1,067.05	-	-	-	1,067.05
Recovery of common warehouse service								
Airplaza Retail Holdings Private Limited	31 March 2026	-	-	81.73	-	-	-	81.73
	31 March 2025	-	-	70.29	-	-	-	70.29
Recovery of common employees service								
Airplaza Retail Holdings Private Limited	31 March 2026	-	-	216.52	-	-	-	216.52
	31 March 2025	-	-	227.50	-	-	-	227.50
Equipment lease rental								
Airplaza Retail Holdings Private Limited	31 March 2026	-	-	982.75	-	-	-	982.75
	31 March 2025	-	-	868.89	-	-	-	868.89
Recovery of warehouse rental								
Airplaza Retail Holdings Private Limited	31 March 2026	-	-	19.14	-	-	-	19.14
	31 March 2025	-	-	19.14	-	-	-	19.14
Managerial remuneration								
Mr. Gunender Kapur	31 March 2026	-	-	-	-	302.58	-	302.58
	31 March 2025	-	-	-	-	350.83	-	350.83
Mr. Amit Gupta	31 March 2026	-	-	-	-	56.84	-	56.84
	31 March 2025	-	-	-	-	70.56	-	70.56
Mr. Rohit Jindal	31 March 2026	-	-	-	-	-	-	-
	31 March 2025	-	-	-	-	102.67	-	102.67
Commission								
Ms. Neha Bansal	31 March 2026	-	-	-	-	-	3.50	3.50
	31 March 2025	-	-	-	-	-	3.50	3.50

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

Particulars	Year ended	Entity which exercise significant influence over the Company	Entities which exercise control over the Company	Subsidiary company	Entities over which the Company exercise control	Key management personnel	Other related parties	Total
Ms. Soumya Rajan	31 March 2026	-	-	-	-	-	3.50	3.50
	31 March 2025	-	-	-	-	-	3.50	3.50
Mr. Yogesh Yadav	31 March 2026	-	-	-	-	-	1.33	1.33
	31 March 2025	-	-	-	-	-	-	-

Category-wise break up of compensation to key management personnel

Particulars	31 March 2026	31 March 2025
Short-term employee benefits	138.42	226.88
Share-based payment transactions	216.03	291.94
Defined contribution plan	4.97	5.24

Notes:

- The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel.
- The above remuneration excludes provision for gratuity and leave benefits as separate actuarial valuation is not available.

C Balances outstanding at the year end

Particulars	As at	Entity which exercise significant influence over the Company	Entities which exercise control over the Company	Subsidiary company	Entities over which the Company exercise control	Key management personnel	Other related parties	Total
Trade receivables								
Airplaza Retail Holdings Private Limited	31 March 2026	-	-	21,474.97	-	-	-	21,474.97
	31 March 2025	-	-	21,673.89	-	-	-	21,673.89
Samayat Services LLP	31 March 2026	0.07	-	-	-	-	-	0.07
	31 March 2025	19.06	-	-	-	-	-	19.06
Trade payables								
Rishay Services LLP	31 March 2026	-	0.75	-	-	-	-	0.75
	31 March 2025	-	1.31	-	-	-	-	1.31
Rishanth Services LLP	31 March 2026	-	2.21	-	-	-	-	2.21
	31 March 2025	-	5.31	-	-	-	-	5.31
Ms. Neha Bansal	31 March 2026	-	-	-	-	-	3.50	3.50
	31 March 2025	-	-	-	-	-	3.50	3.50

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

Particulars	As at	Entity which exercise significant influence over the Company	Entities which exercise control over the Company	Subsidiary company	Entities over which the Company exercise control	Key management personnel	Other related parties	Total
Ms. Soumya Rajan	31 March 2026	-	-	-	-	-	3.50	3.50
	31 March 2025	-	-	-	-	-	3.50	3.50
Mr. Yogesh Yadav	31 March 2026	-	-	-	-	-	1.33	1.33
	31 March 2025	-	-	-	-	-	-	-
Employee benefits payable								
Mr. Gunender Kapur	31 March 2026	-	-	-	-	58.85	-	58.85
	31 March 2025	-	-	-	-	55.00	-	55.00
Mr. Amit Gupta	31 March 2026	-	-	-	-	11.43	-	11.43
	31 March 2025	-	-	-	-	8.63	-	8.63
Investments								
Airplaza Retail Holdings Private Limited	31 March 2026	-	-	747.56	-	-	-	747.56
	31 March 2025	-	-	747.56	-	-	-	747.56

- (i) The above disclosed related party transactions were made on terms equivalent to those that prevail in arm's length transactions.
- (ii) All outstanding balances are unsecured and payable in cash except outstanding share based payments which are in kind.

35 SEGMENT INFORMATION

The Company primarily operates in the contract manufacturing and wholesale trading. Based on the "management approach" as defined in Ind AS 108 – Operating Segments, the Chief Operating Decision Maker ('CODM') does the evaluation of the Company's performance at an overall company level as one segment, i.e., "Contract Manufacturing and Wholesale Trading".

The Company's Board of Directors have been identified as the CODM, since they are responsible for all major decisions with respect to the preparation and execution of business plan, preparation of budget, planning, directing and business expansions.

The Company is domiciled in India and derives its entire revenue from trading of goods and rendering of services in India. Moreover, all the assets/liabilities are located in the Company's country of domicile, i.e., India.

Refer note 18 for details of product and services.

In view of the same, separate segment information is not required to be given as per the requirements of Ind AS 108 on "Operating Segments".

Information about major customers

Following is the customer representing 10% or more of the Company's total revenue during the year ended 31 March 2026 and 31 March 2025.

	For the year ended 31 March 2026	For the year ended 31 March 2025
Airplaza Retail Holdings Private Limited	63,593.91	56,757.89

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

36 RECONCILIATION OF LIABILITIES ARISING FROM FINANCING ACTIVITIES PURSUANT TO IND AS 7- STATEMENT OF CASH FLOWS

The changes of the Company's liabilities arising from financing activities can be classified as follows:

Particulars	Lease liabilities
Balance as at 01 April 2024	1,362.87
Cash flows:	
Interest paid	(119.67)
Payment of principal portion of lease liabilities	(31.72)
Non-cash flows:	
Interest on lease liabilities	119.66
Balance as at 31 March 2025	1,331.14
Cash flows:	
Interest paid	(117.29)
Payment of principal portion of lease liabilities	(35.39)
Non-cash flows:	
Interest on lease liabilities	117.29
Recognition of lease liabilities under Ind AS 116 - leases	37.03
Balance as at 31 March 2026	1,332.78

37 CORPORATE SOCIAL RESPONSIBILITY

The Company has spent ₹ 20.00 millions (31 March 2025: ₹ 12.10 millions) towards various schemes of corporate social responsibility as prescribed under section 135 of the Companies Act 2013, the details of which are:

- I. Gross amount required to be spent by the Company during the year amounts to ₹ 92.46 millions (31 March 2025: ₹ 67.55 millions)

Particulars	For the year ended 31 March 2026	For the year ended 31 March 2025
Gross amount required to be spent (A)	92.46	67.55
Shortfall/(surplus) of the previous year (B)	-	-
Total (A+B)	92.46	67.55
Amount transferred during the year to the implementation agency	20.00	12.10
Amount spent during the year [refer note (II)]	(20.00)	(12.10)
Shortfall/(surplus) for the year	72.46	55.45

- II. Amount spent during the year on:

	For the year ended 31 March 2026		For the year ended 31 March 2025	
	In cash	Yet to be paid in cash	In cash	Yet to be paid in cash
i) Construction/acquisition of any assets	-	-	-	-
ii) For purposes other than (i) above	20.00	-	12.10	-
Total	20.00	-	12.10	-

- III. During the year, a contribution of ₹ 20.00 millions (31 March 2025: ₹ 12.10 millions) has been made to Vishal Mega Mart CSR Trust (entity over which the Company exercise control), which is the implementation agency for undertaking the CSR activities of the Company, with the main objective of working in areas of eradicating hunger, poverty and malnutrition, promoting education, including special education and employment enhancing vocation skills, promoting gender equality, empowering women and undertaking measures for reducing inequalities faced by socially and economically backward groups, ensuring environmental sustainability, ecological balance, protection

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

of flora and fauna, animal welfare, agroforestry conservation of natural resources and maintaining quality of soil, air and water, protection of national heritage, contributions to public funded universities, disaster management, including relief, rehabilitation and reconstruction activities. Out of the aforesaid contribution, Nil (31 March 2025: Nil) is remaining unspent by the implementation agency as at balance sheet date.

- IV. The Company does not carry any provisions for corporate social responsibility expenses for current year and previous year.
- V. The Company has carried forward the following amount:

	For the year ended 31 March 2026	For the year ended 31 March 2025
Opening balance	-	-
Amount required to be spent during the year	92.46	67.55
Amount spent during the year	(20.00)	(12.10)
Closing balance	72.46	55.45

The unspent amount of ₹ 72.46 millions pertaining to current financial year has been deposited in special account on 20 April 2026 in compliance with section 135 of the Companies Act, 2013.

- VI. The Company has ongoing projects as at 31 March 2026

Details of on-going projects are as follows:

Particulars	With the Company	In separate CSR unspent account
Balance as on 01 April 2024	-	33.63
Amount required to be spent during the year	67.55	-
Amount spent during the year		
- in respect of current year	(12.10)	-
- in respect of previous year*	-	(20.36)
Transferred to separate CSR unspent account	(55.45)	55.45
Balance as on 31 March 2025	-	68.72
Amount required to be spent during the year	92.46	-
Amount spent during the year		
- in respect of current year	(20.00)	-
- in respect of previous year*	-	(33.24)
Transferred to separate CSR unspent account	(72.46)	72.46
Balance as on 31 March 2026	-	107.94

*Further, during the year, the implementing agency has spent a total amount of ₹ 33.24 millions (31 March 2025 ₹ 20.36 millions) in respect of the unspent amount of the previous years from the CSR unspent account.

38 DETAILS OF DISCLOSURE UNDER SECTION 186(4) OF THE ACT:

Particulars	As at 31 March 2026	As at 31 March 2025
Investment in equity instrument in subsidiary		
- Airplaza Retail Holdings Private Limited	747.56	747.56

- 39 (i) The Company has cash credit facilities and working capital limits which are secured by hypothecation of all inventories including those in transit, receivables, book debts on pari passu basis, equitable mortgage. The rate of interest ranges between 7.25% to 8.50% (31 March 2025: 8.10% to 9.50%) per annum in respect of the same.
- (ii) The cash credit facilities and working capital limits have been used for the specific purpose for which they are taken. However, there is no outstanding balance as on reporting date.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

- (iii) Details of quarterly statements of current assets filed by the Company with the banks and reasons of material discrepancies:

For the year ended 31 March 2026

Quarter ended	Name of bank	Securities provided	Amount as per books of account	Amount as per quarterly statement	Variance	Reason for material discrepancies
30 June 2025	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	1,313.54	1,313.54	-	No variance noted
30 September 2025	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	2,583.52	1,901.09	682.43	Variance is owing to goods in-transit pertaining to the Company not considered while submission of the quarterly statement.
31 December 2025	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	1,453.79	1,453.79	-	No variance noted
31 March 2026	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	3,500.40	2,694.12	806.28	Variance is owing to goods in-transit pertaining to the Company not considered while submission of the quarterly statement.

For the year ended 31 March 2025

Quarter ended	Name of bank	Securities provided	Amount as per books of account	Amount as per quarterly statement	Variance	Reason for material discrepancies
30 June 2024	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	1,198.66	1,198.66	-	No variance noted
30 September 2024	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	1,526.15	1,526.15	-	No variance noted
31 December 2024	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	1,068.68	1,068.68	-	No variance noted
31 March 2025	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	2,326.54	1,615.54	711.00	Variance is owing to goods in-transit pertaining to the Company not considered while submission of the quarterly statement.

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

40 OTHER STATUTORY INFORMATION

- (i) The Company has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the year ended 31 March 2026 and for the year ended 31 March 2025.
- (ii) 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 the rules made thereunder.
- (iii) The Company has not been declared wilful defaulter by any bank or other lenders.
- (iv) The Company had no transactions with companies whose name has been struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.
- (v) The Company does not have any charges or satisfaction which is yet to be registered with Registrars of Companies ('ROC') beyond the statutory period.
- (vi) The Company has complied with number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.
- (vii) The Company has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the intermediary shall:
 - 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 to or on behalf of the Ultimate Beneficiaries.
- (viii) 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:
 - 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.
- (ix) 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 during the current and preceding year 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).
- (x) The Company has not traded or invested in crypto currency or virtual currency during the current and the preceding financial year.
- (xi) The Company has not entered into the scheme of arrangement in the current year and preceding financial year.
- (xii) The Company does not hold any immovable properties during the current and preceding financial year.
- (xiii) The Company has made preferential allotment of shares during the current year and the same has been utilised by the Company for the purposes for which these funds were raised.

41 There are no significant events or transactions occurring after the balance sheet which would require any adjustment in the standalone financial statements.

42 The Ministry of Corporate Affairs (MCA) under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules, 2021, has prescribed a requirement that companies using accounting software for maintaining its books of account, shall use only such accounting software that has a feature of recording audit trail of each and every transaction. This includes creating an edit log of each change made in the books of account along with the date on which such changes are made and ensuring that the audit trail feature cannot be disabled.

The Company has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software

SUMMARY OF MATERIAL ACCOUNTING POLICIES AND OTHER EXPLANATORY INFORMATION FOR THE YEAR ENDED 31 MARCH 2026 (CONTD.)

(All amounts are in millions of ₹ unless otherwise stated)

During the current year, the audit trail (edit logs) feature for any direct changes made at the database level was enabled from 03 February 2026 for the accounting software used for maintenance of accounting records.

Further, accounting software used for payroll processing of the Company is operated by a third party software service provider which has a feature of recording audit trail (edit log) facility and the same has been operated throughout the year for all relevant transactions recorded in the software.

The audit trail records have been preserved by the Company as per the statutory requirements for record retention from the date the audit trail was enabled for the accounting software.

This is the summary of material accounting policies and other explanatory information referred to in our report of even date.

For Walker Chandio & Co LLP

Chartered Accountants

Firm Registration No.: 001076N/N500013

Neeraj Goel

Partner

Membership No.: 099514

Place: Gurugram

Date: 14 May 2026

For and on behalf of the Board of Directors

Gunender Kapur

Managing Director & CEO

DIN: 01927304

Amit Gupta

Chief Financial Officer

Nishant Sharma

Non-executive Director

DIN No.: 03117012

Rahul Luthra

Company Secretary

Membership No.: F9588

NOTES

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NOTES

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