

To: National Stock Exchange of India Limited Exchange Plaza, C/1, Block G, Bandra-Kurla Complex, Bandra (East) Mumbai – 400 051 NSE Scrip Code : VMART	To: BSE Limited Phiroze Jeejeebhoy Towers Dalal Street, Fort, Mumbai – 400 001 BSE Scrip Code : 534976
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Subject: Prior Intimation under Regulation 10(5) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") for proposed acquisition of shares

Dear Sirs,

This is in reference to my earlier disclosures dated June 20, 2025 and July 1, 2025 (Annexed as **Annexure 4**), wherein I had informed you that a Gift Deed was executed on June 27, 2025 between Mr. Lalit Agarwal and Mr. Madan Gopal Agarwal for the transfer of 13,908 equity shares and 1,97,33,161 Compulsory Convertible Debentures (CCDs) of CBSPL. I had also apprised you that while the equity shares were duly transferred, the transfer of CCDs could not be completed at that time due to a technical issue with the ISIN maintained by the RTA. The issue has now been resolved.

Accordingly, please find enclosed the intimation under Regulation 10(5) of the Securities and Exchange Board of India (SAST) Regulations, 2011 in the prescribed format, in respect of the proposed acquisition of 1,97,33,161 Compulsory Convertible Debentures of Conquest Business Service Pvt. Ltd. (**CBSPL**) being the Promoter Company of V-Mart (Indirect Acquisition).

The details of the same are appended herein as **Annexure 1**.

The proposed acquisition is pursuant to inter-se transfer of shares amongst qualifying persons as specified in Regulation of 10(1)(a)(i) of Takeover Regulations.

This is for your information and records. Kindly acknowledge the receipt.

Thanking You,
Yours faithfully,

MADAN GOPAL AGARWAL
Digitally signed by MADAN
GOPAL AGARWAL
Date: 2025.12.03 09:49:59
+05'30'

Madan Gopal Agarwal
(Acquirer)

Enclosed: As above

CC: **Company Secretary / Compliance Officer**
V-Mart Retail Limited
610-611, Guru Ram Dass Nagar, Main Market,
Opp. SBI Bank, Laxmi Nagar,
New Delhi, Delhi, 110092

Annexure-1**Format for Disclosure under Regulation 10(5) - Intimation to Stock Exchanges in respect of acquisition under Regulation 10(1)(a) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

1.	Name of the Target Company (TC)	V-Mart Retail Limited NSE Scrip Code : VMART BSE Scrip Code : 534976
2.	Name of the Acquirer(s)	Mr. Madan Gopal Agarwal
3.	Whether the acquirer(s) is/ are promoters of the TC prior to the transaction. If not, nature of relationship or association with the TC or its promoters	Mr. Madan Gopal Agarwal is the promoter of TC
4.	Details of the proposed acquisition	In the proposed Transaction, the Acquirer intends to indirectly acquire Compulsory Convertible Debentures including voting right in TC. In addition to the below details please refer Annexure 2.
	a. Name of the person(s) from whom shares are to be acquired	Madan Gopal Agarwal HUF
	b. Proposed date of acquisition	On or after 10th December 2025
	c. Number of shares to be acquired from each person mentioned in 4(a) above	Mr. Madan Gopal Agarwal intends to acquire 13.91% of Compulsory Convertible Debentures of Conquest Business Service Pvt. Ltd. which holds 37.74% shares in TC.
	d. Total shares to be acquired as % of share capital of TC	Indirect Acquisition – Refer Annexure 2
	e. Price at which shares are proposed to be acquired	NIL / Not Applicable Transfer of Compulsory Convertible Debentures is due to partition of HUF, without consideration through off market transaction (Indirect Acquisition)
	f. Rationale, if any, for the proposed transfer	Inter-se transfer of shares among immediate Relatives as envisaged in Regulation 10(1)(a)(i) of Takeover Regulations.
5.	Relevant sub-clause of regulation 10(1)(a) under which the acquirer is exempted from making open offer	Exemption under Regulation 10(1)(a)(i) of Takeover Regulations.
6.	If, frequently traded, volume weighted average market price for a period of 60 trading days preceding the date of issuance of this notice as traded on the stock exchange where the maximum volume of trading in the shares of the TC are recorded during such period.	Transfer of Compulsory Convertible Debentures is due to partition of HUF, without consideration through off market transaction (Indirect Acquisition)

7.	If in-frequently traded, the price as determined in terms of clause (e) of sub-regulation (2) of regulation 8.	Not applicable			
8.	Declaration by the acquirer, that the acquisition price would not be higher by more than 25% of the price computed in point 6 or point 7 as applicable.	Not applicable			
9.	<p>i) Declaration by the acquirer, that the transferor and transferee have complied / will comply with applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011 (corresponding provisions of the repealed Takeover Regulations 1997)</p> <p>ii) The aforesaid disclosures made during previous 3 years prior to date of proposed acquisition to be furnished.</p>	<p>The Acquirer hereby declares that the transferor and transferee have complied with, and will comply with the applicable disclosure requirements in Chapter V of the Takeover Regulations, 2011.</p> <p>Details of disclosure made are given in the attached sheet as Annexure 3</p>			
10.	Declaration by the acquirer that all the conditions specified under regulation 10(1)(a) with respect to exemptions has been duly complied with.	It is hereby declared that all the applicable conditions specified under Regulation 10(1)(a)(i) of Takeover Regulations with respect to the exemption have been complied with.			
11.	Shareholding Details	Before the proposed transaction		After the proposed transaction	
		No. of shares /voting rights	% w.r.t total share capital of TC	No. of shares /voting rights	% w.r.t total share capital of TC
	Acquirer(s) and PACs (other than sellers)				
	Madan Gopal Agarwal (Acquirer)	41,67,812	5.25%	41,67,812	5.25%
	<u>PAC other than Sellers:</u>				
	Lalit Agarwal	9,41,288	1.19%	9,41,288	1.19%
	Conquest Business Services Private Limited*	2,99,62,692	37.74%	2,99,62,692	37.74%
	Sellers				
	MGA (HUF) (Indirect Transfer)	0	0	0	0

*For details of Indirect Transfer refer **Annexure 2**

MADAN GOPAL
AGARWAL

Digitally signed by MADAN
GOPAL AGARWAL
Date: 2025.12.03 09:50:19
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Madan Gopal Agarwal
(Acquirer)

Date: 3rd December, 2025
Place: Gurgaon