

Date: June 20, 2025

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,

Please find attached 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 following shares:

- a) 10,41,953* Equity Shares of V-Mart Retail Limited ("**V-Mart**" or "**Target Company**" or "**TC**") being 5.25% of the paid-up share capital (Direct Acquisition).
- b) 13,908 Equity Shares and 1,97,33,161 Compulsory Convertible Debentures of Conquest Business Service Pvt. Ltd. (CBSPL) being the Promoter Company of V-Mart (Indirect Acquisition).

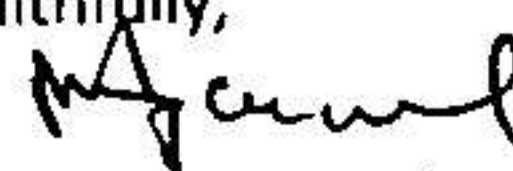
**The Company is in the process of issuing bonus shares in the ratio of 3:1 to its shareholders as on the record date, June 23, 2025. Accordingly, the number of equity shares of V-Mart Retail Limited shall be adjusted to maintain the existing shareholding percentage of 5.25%, resulting in a revised total of 41,67,812 equity shares post-bonus.*

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
(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 alongwith the Direct acquisition in TC, the Acquirer also intends to Indirectly acquire Equity Shares and 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	1. Madan Gopal Agarwal HUF 2. Lalit Agarwal
	b.	Proposed date of acquisition	On or after 27th June 2025
	c.	Number of shares to be acquired from each person mentioned in 4(a) above	1. Mr. Madan Gopal Agarwal, intends to acquire 10,41,953* Equity Shares directly of the TC. 2. Mr. Madan Gopal Agarwal also intends to acquire Equity Shares and Voting Rights of the TC indirectly by acquiring additional 13.91% of Equity Shares of Conquest Business Service Pvt. Ltd. which holds 37.75% shares in TC. 3. Mr. Madan Gopal Agarwal also intends to acquire additional 13.91% of Compulsory Convertible Debentures of Conquest Business Service Pvt. Ltd. which holds 37.75% shares in TC.
	d.	Total shares to be acquired as % of share capital of TC	1. Direct Acquisition – 10,41,953* equity shares being 5.25% of the paid up share capital of the TC 2. Indirect Acquisition – Refer Annexure 2

	e.	Price at which shares are proposed to be acquired	<p>NIL / Not Applicable</p> <ul style="list-style-type: none"> ● Transfer of Equity Shares is by way of Gift, without consideration through off market transaction (Direct Acquisition). ● Transfer of Equity Shares and 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.	<ul style="list-style-type: none"> ● Transfer of Equity Shares is by way of Gift, without consideration through off market transaction (Direct Acquisition). ● Transfer of Equity Shares and 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)	Nil	Nil	10,41,953	5.25%
	PAC other than Sellers:				
	1. Smiti Agarwal	1,67,379	0.84%	1,67,379	0.84%
	2. Hemant Agarwal HUF	Nil	Nil	Nil	Nil
	3. Conquest Business Services Private Limited \$	74,90,673	37.75%	74,90,673	37.75%
	Sellers				
	Lalit Agarwal	12,77,275	6.43%	2,35,322	1.18%

**The Company is in the process of issuing bonus shares in the ratio of 3:1 to its shareholders as on the record date, June 23, 2025. Accordingly, the number of equity shares of V-Mart Retail Limited shall be adjusted to maintain the existing shareholding percentage.

\$: For details of Indirect Transfer refer Annexure 2


Madan Gopal Agarwal
 (Acquirer)

Date : June 20, 2025
 Place : Gurgaon

Indirect transfer of holding in the TC amongst the Promoter and immediate relatives thereof (Qualifying Persons)

Name of the Entity whose holdings are proposed to be transferred	No. of Equity Shares held in TC*	% of Equity holding in TC
Conquest Business Service Pvt. Ltd. (Note 1 & Note 2)	74,90,673	37.75%

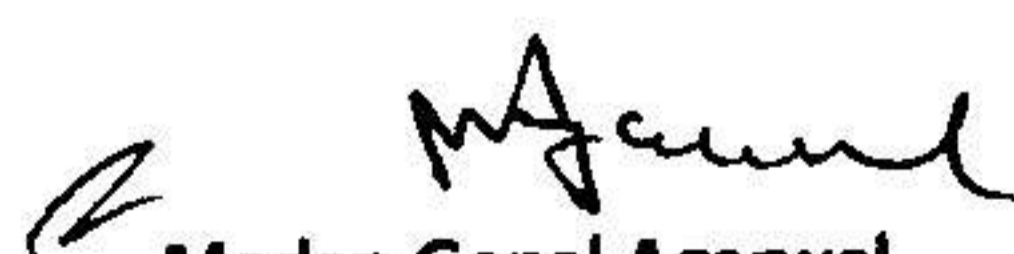
*The Company is in the process of issuing bonus shares in the ratio of 3:1 to its shareholders as on the record date, June 23, 2025. Accordingly, the number of equity shares of V-Mart Retail Limited shall be adjusted to maintain the existing shareholding percentage.

Note 1**Proposed Transfer of Equity Shares of Conquest Business Service Pvt. Ltd. ("CBSPL")**

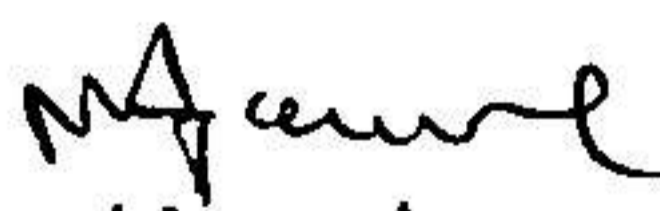
Name of Shareholders	No. of Equity Shares held Prior to Transfer	Pre % holding of CBSPL	No. of Equity Shares held Post Transfer	Post % holding of CBSPL
Lalit Agarwal	57,090	57.09%	57,090	57.09%
Sangeet Lalit Agarwal	29,002	29.00%	29,002	29.00%
Madan Gopal Agarwal HUF	13,908	13.91%	-	-
Madan Gopal Agarwal	-	-	13,908	13.91%
Total	1,00,000	100.00%	1,00,000	100.00%

Note 2**Proposed Transfer of Compulsory Convertible Debentures of Conquest Business Service Pvt. Ltd. ("CBSPL")**

Name of Shareholders	No. of Compulsory Convertible Debentures held Prior to Transfer	Pre % holding of CBSPL	No. of Compulsory Convertible Debentures held Post Transfer	Post % holding of CBSPL
Lalit Agarwal	8,10,02,204	57.09%	8,10,02,204	57.09%
Sangeet Lalit Agarwal	4,11,48,995	29.00%	4,11,48,995	29.00%
Madan Gopal Agarwal HUF	1,97,33,161	13.91%	-	-
Madan Gopal Agarwal	-	-	1,97,33,161	13.91%
Total	14,18,84,360	100.00%	14,18,84,360	100.00%


Madan Gopal Agarwal
 (Acquirer)

Compliance of Disclosure requirements under chapter V of the of SEBI (Substantial Acquisition of Shares and Takeover) Regulations, 2011			
Date of Reporting	Regulations	Nature of Compliance	Copy of Disclosure
21.06.2022	10(5)	Disclosures under Reg. 10(5) in respect of acquisition under Reg. 10(1)(a)	https://www.bseindia.com/xml-data/corpfilling/AttachHis/F187CCA2_8570_43A7_BDCF_46A2B7813319_100703.pdf
28.06.2022	29(2)	Disclosures in respect of the disposal of securities	https://www.bseindia.com/xml-data/corpfilling/AttachHis/30FOA4EB_B976_4F9A_A751_7BA114258D19_151257.pdf
14.08.2023	10(5)	Disclosures under Reg. 10(5) in respect of acquisition under Reg. 10(1)(a)	https://www.bseindia.com/xml-data/corpfilling/AttachHis/3977B492_9CC4_4512_9C1A_2369E0B30345_173934.pdf
29.08.2023	10(6)	Disclosures in respect of the acquisition of securities	https://www.bseindia.com/xml-data/corpfilling/AttachHis/8F4B3529_6DD4_429B_8BB5_A86A222289F5_102809.pdf
29.08.2023	29(2)	Disclosures in respect of the acquisition of securities	https://www.bseindia.com/xml-data/corpfilling/AttachHis/CF8E3F35_A19A_4B4E_8454_6F778DEBBEA6_102934.pdf
29.09.2023	29(2)	Disclosures in respect of the acquisition of securities	https://www.bseindia.com/xml-data/corpfilling/AttachHis/A784D4E6_D208_4697_9CD8_12449A2C16F0_173939.pdf


Madan Gopal Agarwal
 (Acquirer)

June 20, 2022

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,

Please find attached 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 following shares :

- a) 12,77,275 Equity Shares of V-Mart Retail Limited ("V-Mart" or "Target Company" or "TC") being 6.467% of the paid-up share capital (Direct Acquisition)
- b) 27,261 Equity Shares and 3,86,79,875 Compulsory Convertible Debentures of Conquest Business Service Pvt. Ltd. (CBSPL) being Promoter Company of V-Mart (Indirect Acquisition).

The details of the same are appended herein as Annexure I.

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,


Lalit Madangopal 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. Lalit M 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. Lalit M Agarwal is the promoter of TC	
4.	Details of the proposed acquisition	In the proposed Transaction alongwith the Direct acquisition in TC, the Acquirer also intends to Indirectly acquire Equity Shares and Compulsory Convertible Debentures including voting right in TC. In addition to the below details please refer Annexure A .	
	a.	Name of the person(s) from whom shares are to be acquired	1. Lalit M. Agarwal HUF 2. Madan Gopal Agarwal (Refer Annexure A) 3. Uma Devi Agarwal (Refer Annexure A)
	b.	Proposed date of acquisition	On or after 25 th June 2022



	c.	Number of shares to be acquired from each person mentioned in 4(a) above	<ol style="list-style-type: none"> 1. Mr. Lalit M Agarwal, intends to acquire 12,77,275 Equity Shares directly of the TC. 2. Mr. Lalit M Agarwal also intends to acquire Equity Shares and Voting Rights of the TC indirectly by acquiring additional 27.26% of Equity Shares of Conquest Business Service Pvt. Ltd. which holds 37.92% in TC. 3. Mr. Lalit M Agarwal also intends to acquire additional 27.26% of Compulsory Convertible Debentures of Conquest Business Service Pvt. Ltd. which holds 37.92% in TC.
	d.	Total shares to be acquired as % of share capital of TC	<ol style="list-style-type: none"> 1. Direct Acquisition - 12,77,275 equity shares being 6.46% of the paid up share capital of the TC 2. Indirect Acquisition – Refer Annexure A
	e.	Price at which shares are proposed to be acquired	<p>NIL / Not Applicable</p> <ul style="list-style-type: none"> • Transfer of Equity Shares is due to partition of HUF, without consideration through off market transaction (Direct Acquisition). • Transfer of Equity Shares and Compulsory Convertible Debentures by way of Gift, 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.	<ul style="list-style-type: none"> • Transfer of Equity Shares is due to partition of HUF, without consideration through off market transaction (Direct Acquisition). • Transfer of Equity Shares and Compulsory Convertible Debentures by way of Gift, 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>Not applicable, being inter-se transfer amongst immediate relatives covered under Regulation 10(1)(a)(i) of Takeover Regulations.</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 has 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)(*)				

Ag-

	Lalit M Agarwal (Acquirer)	Nil	Nil	12,77,275	6.46%
	PAC other than Sellers:				
	1. Smiti Agarwal	2,78,365	1.41%	2,78,365	1.41%
	2. Hemant Agarwal HUF	73,470	0.37%	73,470	0.37%
	3. Conquest Business Services Private Limited \$	74,90,673	37.92%	74,90,673	37.92%
	Sellers				
	Lalit M Agarwal HUF	12,77,275	6.46%	Nil	Nil

\$: For details of Indirect Transfer refer Annexure - A



Lalit M Agarwal
(Acquirer)

Date : 20.06.2022

Place : Gurgaon

Annexure A

Indirect transfer of holding in the TC amongst Promoter and immediate relatives thereof (Qualifying Persons)

Name of the Entity whose holding are proposed to be transferred	No. of Equity Shares held in TC	% of Equity holding in TC
Conquest Business Service Pvt. Ltd. (Note 1 & Note 2)	74,90,673	37.92%

Note 1

Proposed Transfer of Equity Shares of Conquest Business Service Pvt. Ltd. ("CBSPL")

Name of Shareholders	No. of Equity Shares held Prior to Transfer	Pre % holding of CBSPL	No. of Equity Shares held Post Transfer	Post % holding of CBSPL
Lalit Madangopal Agarwal	29,829	29.83%	57,090	57.09%
Madan Gopal Agarwal	9,164	9.16%		
Sangeeta Lalji Agarwal	29,002	29.00%	29,002	29.00%
Uma Devi Agarwal	18,097	18.10%		
Madan Gopal Agarwal HUF	13,908	13.91%	13,908	13.91%
Total	1,00,000	100.00%	1,00,000	100.00%

Note 2

Proposed Transfer of Compulsory Convertible Debentures of Conquest Business Service Pvt. Ltd. ("CBSPL")

Name of Shareholders	No. of Compulsory Convertible Debentures held Prior to Transfer	Pre % holding of CBSPL	No. of Compulsory Convertible Debentures held Post Transfer	Post % holding of CBSPL
Lalit Madangopal Agarwal	4,23,22,329	29.83%	8,10,02,204	57.09%
Madan Gopal Agarwal	1,30,02,470	9.16%		
Sangeeta Lalji Agarwal	4,11,48,995	29.00%	4,11,48,995	29.00%
Uma Devi Agarwal	2,56,77,405	18.10%		
Madan Gopal Agarwal HUF	1,97,33,161	13.91%	1,97,33,161	13.91%
Total	14,18,84,360	100.00%	14,18,84,360	100.00%



June 28, 2022 .

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: Disclosure in terms of Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/Ma'am,

We enclose the captioned disclosure in the prescribed form under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in respect of the indirect disposal of following securities by Mr. Madan Gopal Agarwal & Mrs. Uma Devi Agarwal.

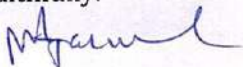
- a) 27,261 Equity Shares and 3,86,79,875 Compulsory Convertible Debentures of Conquest Business Service Pvt. Ltd. (CBSPL) being Promoter Company of V-Mart (Indirect Acquisition).

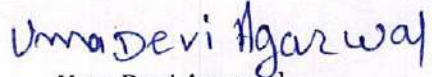
This transaction was pursuant to inter-se transfer of shares amongst qualifying persons as specified in Regulation of 10(1)(a)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

This is for your information and records.

Kindly acknowledge the receipt.

Thanking You .
Yours faithfully.


Madan Gopal Agarwal


Uma Devi Agarwal

Encl: As above

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	V-Mart Retail Limited		
Name(s) of the seller and Persons Acting in Concert (PAC) with the seller	Madan Gopal Agarwal & Uma Devi Agarwal		
Whether the seller belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited, and BSE Limited		
Details of the disposal as follows	Number	% w.r.t.total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the disposal under consideration, holding of:			
a) Shares carrying voting rights	Indirect - Refer Annexure A	Indirect - Refer Annexure A	Indirect - Refer Annexure A
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	Indirect - Refer Annexure A	Indirect - Refer Annexure A	Indirect - Refer Annexure A
Details of sale			
a) Shares carrying voting rights acquired/ sold	Indirect - Refer Annexure A	Indirect - Refer Annexure A	Indirect - Refer Annexure A
b) VRs acquired /sold otherwise than by shares	Nil	Nil	Nil
c) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Nil	Nil	Nil
d) Shares encumbered / invoked/ released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+/-d)	Indirect - Refer Annexure A	Indirect - Refer Annexure A	Indirect - Refer Annexure A

After the sale, holding of:			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	Nil	Nil	Nil
Mode of sale of shares	Inter-se transfer of Equity Shares and Compulsory Convertible Debentures by way of Gift, without consideration through off market transaction, in Regulation 10(1)(a)(i) of Takeover Regulations.		
Date of sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	27 th June, 2022		
Equity share capital / total voting capital of the TC before the said acquisition / sale	1,97,49,454		
Equity share capital/ total voting capital of the TC after the said acquisition / sale	1,97,49,454		
Total diluted share/voting capital of the TC after the said acquisition	1,97,49,454		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.

Uma Devi Agarwal *Madan*

Madan Gopal Agarwal & Uma Devi Agarwal
Signature of the seller

Place: Gurugram

Date: June 28, 2022

Annexure A

Indirect transfer of holding in the TC amongst Promoter and immediate relatives there of (Qualifying Persons)

Name of the Entity whose holding are proposed to be transferred	No. of Equity Shares held in TC	% of Equity holding in TC
Conquest Business Service Pvt. Ltd. (Note 1 & Note 2)	74,90,673	37.92%

Note 1

Transfer of Equity Shares of Conquest Business Service Pvt. Ltd. ("CBSPL")

Name of Shareholders	No. of Equity Shares held Prior to Transfer	Pre % holding of CBSPL	No. of Equity Shares held Post Transfer	Post % holding of CBSPL
Lalit Madangopal Agarwal	29,829	29.83%	57,090	57.09%
Madan Gopal Agarwal	9,164	9.16%		
Sangeeta Lalji Agarwal	29,002	29.00%	29,002	29.00%
Uma Devi Agarwal	18,097	18.10%		
Madan Gopal Agarwal HUF	13,908	13.91%	13,908	13.91%
Total	1,00,000	100.00%	1,00,000	100.00%

Note 2

Transfer of Compulsory Convertible Debentures of Conquest Business Service Pvt. Ltd. ("CBSPL")

Name of Shareholders	No. of Compulsory Convertible Debentures held Prior to Transfer	Pre % holding of CBSPL	No. of Compulsory Convertible Debentures held Post Transfer	Post % holding of CBSPL
Lalit Madangopal Agarwal	4,23,22,329	29.83%	8,10,02,204	57.09%
Madan Gopal Agarwal	1,30,02,470	9.16%		
Sangeeta Lalji Agarwal	4,11,48,995	29.00%	4,11,48,995	29.00%
Uma Devi Agarwal	2,56,77,405	18.10%		
Madan Gopal Agarwal HUF	1,97,33,161	13.91%	1,97,33,161	13.91%
Total	14,18,84,360	100.00%	14,18,84,360	100.00%

14th Aug 2023

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,

Please find attached 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 following shares:

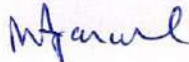
- a) 13,908 Equity Shares and 1,97,33,161 Compulsory Convertible Debentures of Conquest Business Service Pvt. Ltd. (CBSPL) being Promoter Company of V-Mart (Indirect Acquisition).
- b) 10,41,953 Equity Shares of V-Mart Retail Limited ("V-Mart" or "Target Company" or "TC") being 5.27% of the paid-up share capital (Direct Acquisition).

The details of the same are appended herein as Annexure I.

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
(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 alongwith the Direct acquisition in TC, the Acquirer also intends to Indirectly acquire Equity Shares and Compulsory Convertible Debentures including voting right in TC. In addition to the below details please refer Annexure A.	
	a.	Name of the person(s) from whom shares are to be acquired	1. Madan Gopal Agarwal HUF 2. Lalit Agarwal
	b.	Proposed date of acquisition	On or after 22 nd August 2023

Madan

	c.	Number of shares to be acquired from each person mentioned in 4(a) above	<ol style="list-style-type: none"> 1. Mr. Madan Gopal Agarwal, intends to acquire 10,41,953 Equity Shares directly of the TC. 2. Mr. Madan Gopal Agarwal also intends to acquire Equity Shares and Voting Rights of the TC indirectly by acquiring additional 13.91% of Equity Shares of Conquest Business Service Pvt. Ltd. which holds 37.88% shares in TC. 3. Mr. Madan Gopal Agarwal also intends to acquire additional 13.91% of Compulsory Convertible Debentures of Conquest Business Service Pvt. Ltd. which holds 37.88% shares in TC.
	d.	Total shares to be acquired as % of share capital of TC	<ol style="list-style-type: none"> 1. Direct Acquisition – 10,41,953 equity shares being 5.27% of the paid up share capital of the TC 2. Indirect Acquisition – Refer Annexure A
	e.	Price at which shares are proposed to be acquired	<p>NIL / Not Applicable</p> <ul style="list-style-type: none"> • Transfer of Equity Shares is due to partition of HUF, without consideration through off market transaction (Direct Acquisition). • Transfer of Equity Shares and Compulsory Convertible Debentures by way of Gift, 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.

Madan

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.	<ul style="list-style-type: none"> • Transfer of Equity Shares is due to partition of HUF, without consideration through off market transaction (Direct Acquisition). • Transfer of Equity Shares and Compulsory Convertible Debentures by way of Gift, 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>Not applicable, being inter-se transfer amongst immediate relatives covered under Regulation 10(1)(a)(i) of Takeover Regulations.</p>

M. J. A. M.

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 has 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)	Nil	Nil	10,41,953	5.27%
	PAC other than Sellers:				
	1. Smiti Agarwal	2,61,102	1.32%	2,61,102	1.32%
	2. Hemant Agarwal HUF	Nil	Nil	Nil	Nil
	3. Conquest Business Services Private Limited \$	74,90,673	37.88%	74,90,673	37.88%
	Sellers				
	Lalit Agarwal	12,77,275	6.46%	2,35,322	1.19%

\$: For details of Indirect Transfer refer Annexure - A



Madan Gopal Agarwal
(Acquirer)

Date : 14.08.2023

Place : Gurgaon

Annexure A

Indirect transfer of holding in the TC amongst Promoter and immediate relatives thereof (Qualifying Persons)

Name of the Entity whose holding are proposed to be transferred	No. of Equity Shares held in TC	% of Equity holding in TC
Conquest Business Service Pvt. Ltd. (Note 1 & Note 2)	74,90,673	37.88%

Note 1

Proposed Transfer of Equity Shares of Conquest Business Service Pvt. Ltd. ("CBSPL")

Name of Shareholders	No. of Equity Shares held Prior to Transfer	Pre % holding of CBSPL	No. of Equity Shares held Post Transfer	Post % holding of CBSPL
Lalit Agarwal	57,090	57.09%	57,090	57.09%
Sangeeta Lalit Agarwal	29,002	29.00%	29,002	29.00%
Madan Gopal Agarwal HUF	13,908	13.91%	-	-
Madan Gopal Agarwal	-	-	13,908	13.91%
Total	1,00,000	100.00%	1,00,000	100.00%

Note 2

Proposed Transfer of Compulsory Convertible Debentures of Conquest Business Service Pvt. Ltd. ("CBSPL")

Name of Shareholders	No. of Compulsory Convertible Debentures held Prior to Transfer	Pre % holding of CBSPL	No. of Compulsory Convertible Debentures held Post Transfer	Post % holding of CBSPL
Lalit Agarwal	8,10,02,204	57.09%	8,10,02,204	57.09%
Sangeeta Lalit Agarwal	4,11,48,995	29.00%	4,11,48,995	29.00%
Madan Gopal Agarwal HUF	1,97,33,161	13.91%	-	-
Madan Gopal Agarwal	-	-	1,97,33,161	13.91%
Total	14,18,84,360	100.00%	14,18,84,360	100.00%

M. Agarwal

August 29, 2023

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: Disclosure under Regulation 10(6) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 ("Takeover Regulations") for acquisition of shares

Dear Sirs,

Please find attached the disclosure under Regulation 10(6) of the Securities and Exchange Board of India (SAST) Regulations, 2011 in the prescribed format, in respect of the acquisition of 10,41,953 Equity Shares of V-Mart Retail Limited ("**V-Mart**" or "**Target Company**" or "**TC**") being 5.27% of the paid-up share capital (Direct Acquisition).

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

The 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
(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 Disclosures under Regulation 10(6) –Report to Stock Exchanges in respect of any acquisition made in reliance upon exemption provided for in Regulation 10 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.	Name of the stock exchange where shares of the TC are listed	National Stock Exchange of India Limited, and BSE Limited	
4.	Details of the transaction including rationale, if any, for the transfer/ acquisition of shares.	The Acquirer has Directly acquired 10,41,953 Equity Shares including voting right in TC.	
5.	Relevant regulation under which the acquirer is exempted from making open offer.	Inter-se transfer of shares among immediate Relatives as envisaged in Regulation 10(1)(a)(i) of Takeover Regulations.	
6.	Whether disclosure of proposed acquisition was required to be made under regulation 10 (5) and if so, - whether disclosure was made and whether it was made within the timeline specified under the regulations. - date of filing with the stock exchange.	Yes, the disclosure was made within the timeline specified. The same was submitted to exchanges on August 14, 2023	
7.	Details of acquisition - Direct	Disclosures required to be made under regulation 10(5)	Whether the disclosures under regulation 10(5) are actually made
	a. Name of the transferor / seller	Lalit Agarwal	Yes
	b. Date of acquisition	August 28, 2023	Yes
	c. Number of shares/ voting rights in respect of the acquisitions from each person mentioned in 7(a) above	10,41,953	Yes
	d. Total shares proposed to be acquired / actually acquired as a % of diluted share capital of TC	5.27%	Yes
	e. Price at which shares are proposed to be acquired / actually acquired	N.A	Yes

8.	Shareholding details	Pre-Transaction		Post-Transaction	
		No. of shares held	% w.r.t total share capital of TC	No. of shares held	% w.r.t total share capital of TC
	a Each Acquirer / Transferee(*)				
	Madan Gopal Agarwal	Nil	Nil	10,41,953	5.27%
	b Each Seller / Transferor				
	Lalit Agarwal	12,77,275	6.467%	2,35,323	1.19%

Thanking You,
Yours faithfully,



Madan Gopal Agarwal
(Acquirer)

August 29, 2023

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: Disclosure in terms of Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Dear Sir/Ma'am,

We enclose the captioned disclosure in the prescribed form under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in respect of the acquisition of following shares by Mr. Madan Gopal Agarwal in accordance with the Regulation of 10(1)(a)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

- a) 10,41,953 Equity Shares of V-Mart Retail Limited ("V-Mart" or "Target Company" or "TC") being 5.27% of the paid-up share capital.

This is for your information and records.

Kindly acknowledge the receipt.

Thanking You
Yours faithfully.



Madan Gopal Agarwal

Encl: As above

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	V-Mart Retail Limited		
Name(s) of the acquirer and Persons Acting in Concert (PAC) with the acquirer	Madan Gopal Agarwal		
Whether the acquirer belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited, and BSE Limited		
Details of the acquisition as follows	Number	% w.r.t.total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the acquisition under consideration, holding of:			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	Nil	Nil	Nil
Details of acquisition			
a) Shares carrying voting rights acquired/ sold	10,41,953	5.27%	5.27%
b) VRs acquired /sold otherwise than by shares	Nil	Nil	Nil
c) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Nil	Nil	Nil
d) Shares encumbered / invoked/ released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+/-d)	10,41,953	5.27%	5.27%
After the acquisition, holding of:			
a) Shares carrying voting rights	10,41,953	5.27%	5.27%
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	10,41,953	5.27%	5.27%

Mode of acquisition	Off-market inter-se transfer of shares amongst immediate relatives by way of gift as specified in Regulation 10(1)(a)(i) of Takeover Regulations
Date of acquisition or date of receipt of intimation of allotment of shares, whichever is applicable	August 28, 2023
Equity share capital / total voting capital of the TC before the said acquisition / sale (Number of Shares)	1,97,72,510
Equity share capital/ total voting capital of the TC after the said acquisition / sale (Number of Shares)	1,97,72,510
Total diluted share/voting capital of the TC after the said acquisition (Number of Shares)	1,97,72,510

(* Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



Madan Gopal Agarwal
Signature of the Acquirer

Place: Gurugram

Date:

September 29, 2023

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: Disclosure in terms of Regulation 29(2) of the Securities and Exchange Board of India
(Substantial Acquisition of Shares and Takeovers) Regulations, 2011**

Dear Sir/Ma'am,

We enclose the captioned disclosure in the prescribed form under Regulation 29(2) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, in respect of the disposal of following shares by Mr. Madan Gopal Agarwal in accordance with the Regulation of 10(1)(a)(i) of the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011.

- a) 10,41,953 Equity Shares of V-Mart Retail Limited ("V-Mart" or "Target Company" or "TC") being 5.27% of the paid-up share capital.

This is for your information and records.

Kindly acknowledge the receipt.

Thanking You
Yours faithfully,



Madan Gopal Agarwal

Encl: As above

Format for disclosures under Regulation 29(2) of SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011

Name of the Target Company (TC)	V-Mart Retail Limited		
Name(s) of the seller and Persons Acting in Concert (PAC) with the seller	Madan Gopal Agarwal		
Whether the seller belongs to Promoter/Promoter group	Yes		
Name(s) of the Stock Exchange(s) where the shares of TC are Listed	National Stock Exchange of India Limited, and BSE Limited		
Details of the disposal as follows	Number	% w.r.t. total share/voting capital wherever applicable (*)	% w.r.t. total diluted share/voting capital of the TC (**)
Before the disposal under consideration, holding of:			
a) Shares carrying voting rights	10,41,953	5.27%	5.27%
b) Shares in the nature of encumbrance (pledge/ lien/ non-disposal undertaking/ others)	Nil	Nil	Nil
c) Voting rights (VR) otherwise than by shares	Nil	Nil	Nil
d) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category)	Nil	Nil	Nil
e) Total (a+b+c+d)	10,41,953	5.27%	5.27%
Details of sale			
a) Shares carrying voting rights acquired/ sold	10,41,953	5.27%	5.27%
b) VRs acquired /sold otherwise than by shares	Nil	Nil	Nil
c) Warrants/convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) acquired/sold	Nil	Nil	Nil
d) Shares encumbered / invoked/ released by the acquirer	Nil	Nil	Nil
e) Total (a+b+c+/-d)	10,41,953	5.27%	5.27%
After the sale, holding of:			
a) Shares carrying voting rights	Nil	Nil	Nil
b) Shares encumbered with the acquirer	Nil	Nil	Nil
c) VRs otherwise than by shares	Nil	Nil	Nil

d) Warrants/ convertible securities/ any other instrument that entitles the acquirer to receive shares carrying voting rights in the TC (specify holding in each category) after acquisition	Nil	Nil	Nil
e) Total (a+b+c+d)	Nil	Nil	Nil
Mode of sale	Off-market inter-se transfer of shares amongst immediate relatives by way of gift as specified in Regulation 10(1)(a)(i) of Takeover Regulations		
Date of sale of shares / VR or date of receipt of intimation of allotment of shares, whichever is applicable	September 29, 2023		
Equity share capital / total voting capital of the TC before the said acquisition / sale (Number of Shares)	1,97,72,510		
Equity share capital/ total voting capital of the TC after the said acquisition / sale (Number of Shares)	1,97,72,510		
Total diluted share/voting capital of the TC after the said acquisition (Number of Shares)	1,97,72,510		

(*) Total share capital/ voting capital to be taken as per the latest filing done by the company to the Stock Exchange under Clause 35 of the listing Agreement.

(**) Diluted share/voting capital means the total number of shares in the TC assuming full conversion of the outstanding convertible securities/warrants into equity shares of the TC.



Madan Gopal Agarwal
Signature of the Seller

Place: Gurugram

Date: September 29, 2023