4th September, 2024

BSE Ltd.
Corporate Relation Department,
Listing Department,
Rotunda Building, PJ Towers,
Dalal Street, Mumbai – 400 023.
Scrip Code: 532867

National Stock Exchange of India Ltd.
Listing Department
Exchange Plaza, C-1, Block- G,
Bandra Kurla Complex
Bandra (East) Mumbai–400 051
NSE Symbol: V2RETAIL

Sub: Annual Report for the FY 2023-24: Pursuant to Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations")

Dear Sir/Madam,

This is to inform that the 23rd Annual General Meeting ("AGM") of the Company will be held on Friday, 27th September, 2024 at 02.00 PM (IST) through Video Conferencing / Other Audio-Visual Means in accordance with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India.

Pursuant to Regulation 34(1) of the Securities Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), we are submitting herewith the Annual Report of the Company along with the Notice of AGM for the financial year 2023-24 which is being sent through electronic mode to the Members.

The Annual Report containing the Notice is also uploaded on the Company's website and can be accessed at www.v2retail.com .

We would further like to inform that the Company has fixed Friday, 20th September, 2024 as the cut-off date for ascertaining the names of the members holding shares either in physical form or in dematerialised form, who will be entitled to cast their votes electronically in respect of the businesses to be transacted as per the Notice of the AGM and to attend the AGM. You are requested to take the same on your records.

Thanking you,
YOURS FAITHFULLY,
FOR V2 RETAIL LIMITED

SHIVAM AGGARWAL

Digitally signed by SHIVAM AGGARWAL
DN: c=IN, postalCode=110094, st=DELHI, street=NORTH EAST DELHI, l=NORTH EAST DELHI, o=Personal, title=8102, pseudonym=4e8d9b9d24a0c3ec7f09daa4a5178ac34ac0bf7e044aaca015e00a02bc5c4b019964, serialNumber=f62b38f0381414da5a05d7e2c74b6745, 2.5.4.20=ae587f267464e4ffcc0819bff4344437161e1d72bba2c0b8d209c2ff91167f9bea, email=CS@VRLNET.IN#gsi2ldAN, CN=SHIVAM AGGARWAL
Date: 2024.09.04 14:02:16 +05'30'

SHIVAM AGGARWAL
COMPANY SECRETARY & COMPLIANCE OFFICER
MEM. NO.: A55785

Encl.: As above

V2 Retail Limited

Charting New Horizons: A Year of Innovation and Growth

Annual Report 2023-24

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Forward-looking statement in this Annual Report, we have disclosed forward-looking information to enable investors to comprehend our prospects and take informed investment decisions. This report and other statements – written and oral – that we periodically, 'projects', 'intends', 'plans', 'believes' and words of similar substance in connection with any discussion of future performance. We cannot guarantee that these forward-looking statements will be realised, although we make, contain forward-looking statements that set out anticipated results based on the management's plans and assumptions. We have tried wherever possible to identify such statements by using words such as 'anticipates', 'estimates', 'expects' believe we have been prudent in our assumptions. The achievement of results is subject to risks, uncertainties and even inaccurate assumptions. Should known or unknown risks or uncertainties materialise, or should underlying assumptions prove inaccurate, actual results could vary materially from those anticipated, estimated or projected. Readers should bear this in mind. We undertake no obligation to publicly update any forward-looking statements, whether as a result of new information, future events or otherwise.

CORPORATE INFORMATION

BOARD OF DIRECTORS
Mr. Ram Chandra Agarwal
Chairman & Managing Director

Mrs. Uma Agarwal
Whole Time Director

Mr. Akash Agarwal
Whole Time Director

Dr. Arun Kumar Roopanwal
Independent Director

Mrs. Archana Surendra Yadav
Independent Director

Mr. Srinivas Anand Mannava
Independent Director

CHIEF EXECUTIVE OFFICER
Mr. Manshu Tandon

CHIEF FINANCIAL OFFICER
Mr. Pratik Adukia

COMPANY SECRETARY & COMPLIANCE OFFICER
Mr. Shivam Aggarwal

STATUTORY AUDITORS
Singhi & Co.
Chartered Accountants

SECRETARIAL AUDITORS
Sunpreet & Co.
Company Secretaries

INTERNAL AUDITORS
SMAM & Co.
Chartered Accountants

REGISTERED & CORPORATE OFFICE
Khasra No. 928, Extended Lal Dora Abadi,
Village Kapashera, Tehsil -Vasant Vihar,
New Delhi 110 037 Tel : +91 11 41771850
E-mail: cs@v2kart.com
Website: www.v2retail.com
CIN: L74999DL2001PLC147724

BOARD COMMITTEES

Audit Committee
Mrs. Archana Surendra Yadav, Chairperson
Mr. Ram Chandra Agarwal
Dr. Arun Kumar Roopanwal
Mr. Srinivas Anand Mannava

Stakeholders Relationship Committee
Dr. Arun Kumar Roopanwal, Chairman
Mrs. Archana Surendra Yadav
Mr. Ram Chandra Agarwal
Mrs. Uma Agarwal

Risk Management Committee
Mr. Arun Kumar Roopanwal, Chairman
Mr. Akash Agarwal
Mr. Srinivas Anand Mannava
Mr. Manshu Tandon

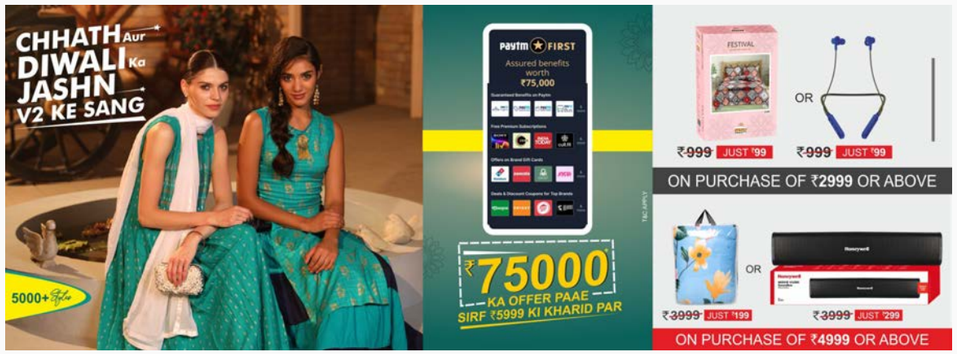
Nomination and Remuneration Committee
Dr. Arun Kumar Roopanwal, Chairman
Mrs. Archana Surendra Yadav
Mr. Srinivas Anand Mannava

Corporate Social Responsibility Committee
Mrs. Archana Surendra Yadav, Chairperson
Mr. Ram Chandra Agarwal
Dr. Arun Kumar Roopanwal
Mr. Akash Agarwal

WAREHOUSE / DISTRIBUTION
Center Village Mubarikpur, Farrukh Nagar,
Gurgaon-122506

REGISTRAR & TRANSFER AGENT
Link Intime India Private Limited
Noble Height, 1st Floor, Plot No. NH-2,
C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi-110058
Tel No: 011-41410592
Email: delhi@linkintime.co.in

OUR PROMOTIONAL CAMPAIGNS



"FORGING AHEAD: PIONEERING THE FUTURE OF VALUE RETAIL"

After a period of consolidation, we are now poised for exponential growth, reinforced by our unwavering commitment to product development, customer satisfaction, technological advancements, and seamless integration. At the heart of everything we do is a deep care for our customers. We understand that fashion is personal, and we strive to create a meaningful connection with each individual who wears our clothes.

With a focus on becoming the premier value retailer in India, we aim to offer the best fashion at affordable prices, empowering the Indian shopper like never before. In a world where change is the only constant, V2 retail stands as a beacon of resilience and growth, blazing a trail of innovation in the retail universe! Behind this journey is a dedicated team of professionals who work tirelessly to bring our vision to life. Their commitment has a profound impact, leading to faster service, better product availability, and a more satisfying shopping experience for our customers.

Becoming India's Leading Value Retailer:

Our vision is to be the number one value retailer in India, renowned for offering the best fashion at affordable prices. To achieve this, we have strategically positioned ourselves to tap into the immense potential of the value fashion segment. By catering to a wider customer base and reaching addressable geographies, we are poised to capture a significant market share. Through vertical integration, optimized supply chains, and cost-saving measures, we can deliver unbeatable value to our customers without compromising on quality. Our commitment to affordability, style, and superior customer experiences will propel us towards the pinnacle of success.

Technological Investments and Integration:

In today's digital age, technology plays a pivotal role in shaping retail experiences. At V2 Retail, we embrace innovation and invest in cutting-edge technologies to stay ahead of the curve. We have made substantial investments to integrate our channels, creating a seamless omni-channel experience for our customers. By leveraging advanced analytics, automation, and artificial intelligence, we strive to deliver personalized recommendations and a frictionless shopping journey, setting new benchmarks in customer convenience.

By vertically integrating our operations and investing in in-house design capabilities, we are building a robust platform for sustained competitive advantage. We believe these strategic changes will not only enhance our brand value but also drive profitability, thus delivering superior returns to our shareholders. We are excited about these developments and look forward to sharing our continued progress in upcoming reports.

Product Development and Assortment:

At V2 Retail, we thrive on innovation and continuously strive to enhance our product offerings to cater to the evolving needs of our customers. We have invested substantial resources in product development, collaborating with renowned designers and leveraging market insights to curate a diverse range of fashion choices. Our extensive assortment spans across various categories, ensuring that every customer finds something that resonates with their unique style and preferences. From trendy apparel to accessories and more, we leave no stone unturned in providing a comprehensive and affordable fashion experience. Moreover, we have also invested in an in-house product development team 2 V2 Retail Limited of 25 dedicated individuals. This team is focused on creating unique and trend-setting designs, a departure from our previous reliance on vendor-provided designs. This shift to in-house design not only allows us to have greater control over our product portfolio, but it also enables us to react swiftly to market trends and consumer preferences.

Customer Satisfaction:

Their satisfaction not only shapes our market reputation but also serves as a cornerstone of our success, driving repeat sales and fostering customer word-of mouth advocacy.

Our customers are at the heart of everything we do, and their satisfaction is our utmost priority. We recognize the power of exceptional customer experiences in building long-lasting relationships and fostering loyalty. To achieve this, we have implemented robust feedback mechanisms, actively listening to our customers' needs and preferences. Armed with this valuable insight, we continuously refine our offerings, tailor our services, and create an environment that delights and surpasses expectations. Through personalized interactions, seamless in-store experiences, and a commitment to unrivaled quality, we endeavor to make every customer feel valued and cherished.

We are a go-to destination in retail shopping, catering to the entire family with an extensive range of affordable yet stylish offerings. With a strong focus on customer satisfaction, we prioritize enhancing the shopping experience of the fashion-conscious consumers.

Conclusion:

As we forge ahead, we express our gratitude to our esteemed customers for their unwavering support and trust in our brand. We also extend our heartfelt appreciation to our dedicated team whose relentless efforts have brought us to this point of resurgence. With a renewed sense of purpose, V2 Retail is focusing on Commitment, Innovation, and Growth, poised to shape the future of retail in India. We remain steadfast in our commitment to providing affordable fashion, unparalleled customer satisfaction, and technological innovation. Together, let us embark on this exciting journey towards a brighter and more prosperous tomorrow.

Our ability to defy odds demonstrates our strength. Our performance is reflection of our swiftness to embrace the changing trends and as well as innovate at V2 Retail.

01 **Consumers** V2 Retail addressed the growing needs of the 'neo middle-class' and 'middle-class' population segments, The Company is respected as a price-leader with an average selling price of ₹ 289 and average bill value per customer of ₹ 790.

02 **Omni Channel** V2 Retail strengthen its Omni-channel capabilities and improved its cost efficiency. The Company had also launched its e-commerce portal V2 Kart (www.v2kart.com) during the lockdown.

03 **Low Debt Equity** Most retail companies grew their business through a combination of debt and accruals. V2 Retail have only working capital facilities and Debt Equity Ratio is 1.83.

04 **Cost Control** We have also initiated a number of measures to keep our fixed cost under control like rental renegotiations, engaging with suppliers, control over variable cost.

05 **Semi-urban and rural** Most retail chains focused on developed markets with presence of organised retail. V2 Retail focused on the taking organised retail to the real Bharat - semi-urban and Tier 2 / 3 cities instead

06 **Technology driven** Most retail chain invested in technologies as a back end tool for record keeping and storage. V2 Retail leverage technology to deliver superior consumer experience and enabling efficient operation management.

07 **Focus on private label** Most retail chains focused on a trading operation – outsourcing and retailing. V2 Retail focused on enhancing the brand recall value by marketing proprietary labels alongside increasing consumer overall shopping experience.

08 **One-stop destination** The Company's product range addresses the fashion aspirations of Bharat. The fashion desires of young and the old Bharat, the 'neo middle-class' and 'middle-class' Families.

Revenue Growth

701.20 ₹cr, revenues in 2019-20

1164.73 ₹cr, revenues in 2023-24

EBIDTA

76.0 ₹cr, in 2019-20

142.4 ₹cr, in 2023-24

Our relentless efforts are designing the course of our future.

Retail Space

8.40 Lakh sq. ft., retail space in 2019-20

12.54 Lakh sq. ft., retail space in 2023-24

Stores

76 Number of stores in 2019-20

117 Number of stores in 2023-24

V2 Retail

Meeting the demands of an ever-evolving industry, we are consistently aligning ourselves with new-age requirements, identifying market trends and imbibing advanced technology to thrive and prosper. With a renewed vigour, we are now poised to resiliently tide above crisis and steer the organization in a new direction to become better than before.

About us

V2 Retail is one of the fastest growing retail company in India and enjoys strong brand equity from customers across segments. The company offers a portfolio of products, including apparel and life style products. V2 stands for 'Value and Variety' it sells good quality fashion garments at affordable prices, which suits every individual and household. The Company has a Strong presence in Northern & Eastern India. The Company caters to the neo middle class group of population living in Tier 2 and Tier 3 cities.

Promoters

The Company is promoted by Mr. Ram Chandra Agarwal, possessing more than 30 years of entrepreneurial experience. He is the pioneer in value retailing and brought this concept in India. He has been the Chairman and the Managing Director of the Company since July 2011.

Mrs. Uma Agarwal & Mr. Akash Agarwal are the Whole-time Directors of the Company.

Stores presence

As on March 31, 2024, the Company operates 117 stores spread across 17 states and more than 100 cities with a total retail area of ~12.54 lac Sq. Ft.

Business verticals

Our product portfolio mix includes: **Men's Wear** – Upper, Lower, Occasion Wear, Winter Wear, Sportswear, Formal, Casual, **Ladies Wear** – Ethnic wear, Upper, Lower, Occasion Wear, Winter Wear, Sportswear, **Kids Wear** – Boy, Girls, Infants, Winter Wear **Lifestyle** - Lifestyle products like Deodorants, wallets, sunglasses, ladies purse etc.

Positioning

The Company's business model revolves around making quality product accessible to the large section of society within the acceptable price points. V2 Retail's average product realization of ₹ 263 and average net billing per customer of ₹ 797 in FY2024 were lower than most organized retail brands in India, reinforcing its position as one of the most affordable yet fashionable retail chains of India.

Our Brands

ebellia

Glamora

GODSPEED

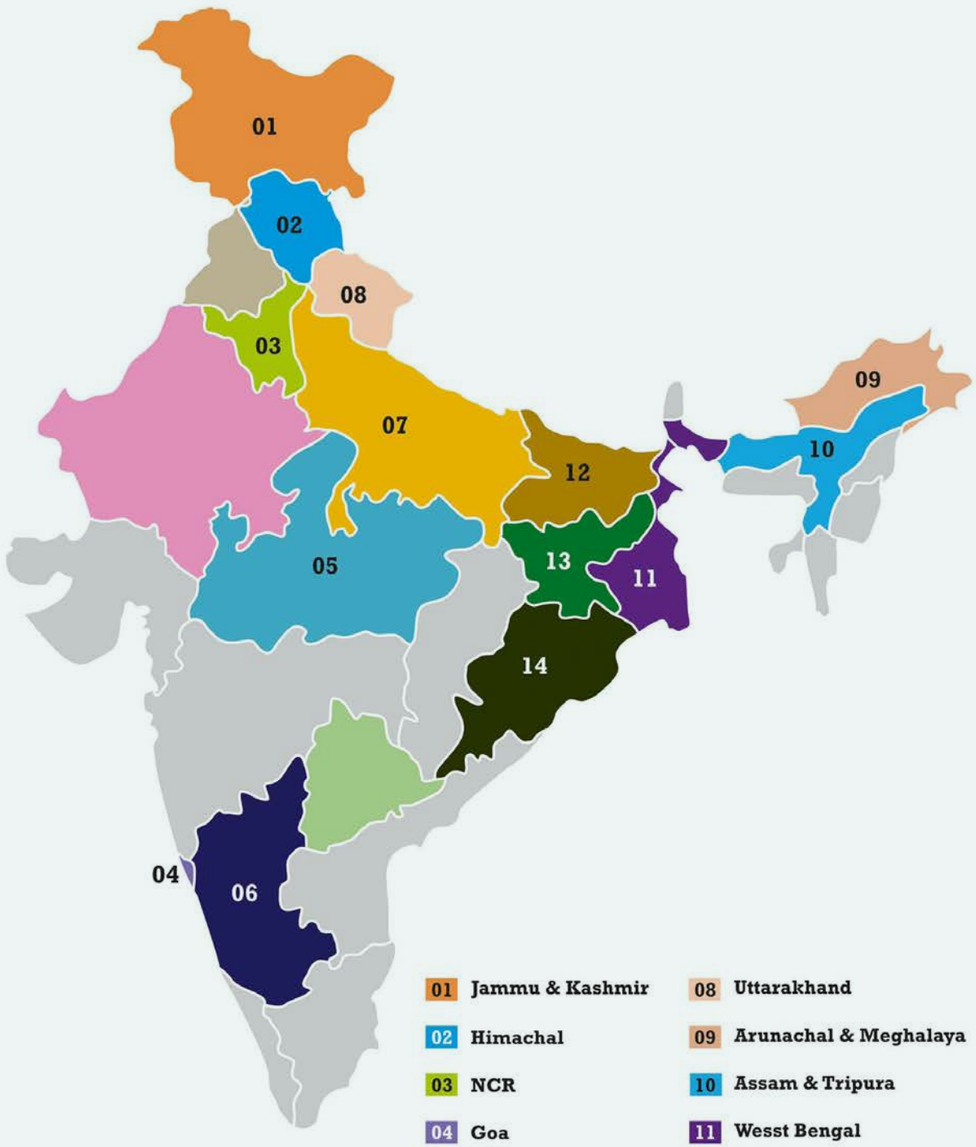
HERRLICH®

QUALITY PRODUCT

Honey Brats

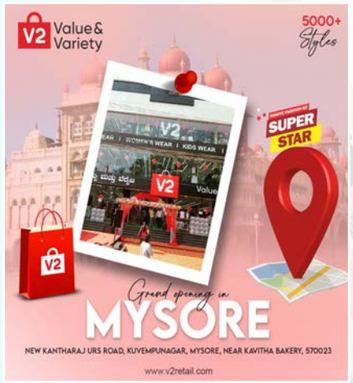
FUN CUTE NAUGHTY

STORE PRESENCE



01	Jammu & Kashmir	08	Uttarakhand
02	Himachal	09	Arunachal & Meghalaya
03	NCR	10	Assam & Tripura
04	Goa	11	Wesst Bengal
05	Madhya Pradesh	12	Bihar
06	Karnataka	13	Jharkhand
07	Uttar Pradesh	14	Odisha

Our growing stores network



Our standalone performance over the years

Stores (Number)

FY2019-20	76
FY2020-21	95
FY2021-22	101
FY2022-23	102
FY2023-24	117

Retail Space (lakh sq. ft.)

FY2019-20	8.40
FY2020-21	9.96
FY2021-22	10.59
FY2022-23	10.83
FY2023-24	12.54

Rent per sq. ft. (₹ per month)

FY2019-20	45
FY2020-21	38
FY2021-22	40
FY2022-23	50
FY2023-24	53

Revenues (₹ cr)

FY2019-20	701.22
FY2020-21	538.65
FY2021-22	629.22
FY2022-23	838.88
FY2023-24	1164.73

PBT margin (%)

FY2019-20	(0.3)
FY2020-21	(2.3)
FY2021-22	(2.5)
FY2022-23	(2.2)
FY2023-24	2.6

Inventory (days of sale)

FY2019-20	102
FY2020-21	180
FY2021-22	155
FY2022-23	107
FY2023-24	113

Sales per sq. ft. (₹ per month)

FY2019-20	672
FY2020-21	507
FY2021-22	494
FY2022-23	651
FY2023-24	854

Same stores sales growth (SSG)(%)

FY2019-20	(8)
FY2020-21	(31)
FY2021-22	7
FY2022-23	31
FY2023-24	31

EBIDTA margin (%)

FY2019-20	10.84
FY2020-21	9.05
FY2021-22	9.65
FY2022-23	9.40
FY2023-24	12.20

Net profit (₹ cr)

FY2019-20	10.15
FY2020-21	(11.04)
FY2021-22	(12.90)
FY2022-23	(14.49)
FY2023-24	27.29

Basic EPS (₹) (after extra ordinary items)

FY2019-20	2.97*
FY2020-21	(3.24)
FY2021-22	(3.76)
FY2022-23	(4.21)
FY2023-24	7.89

*Including exceptional item (Income from sale of property)

Chairman's message

Ram Chandra Agarwal
Chairman

Vision, Mission and Goal
We as a group of people and company are trying to enhance the quality of human life through enhancing the quality of our employees and creating environment and processes to enhance the quality of every human being. Every movement trying to be a better-quality human being.

Dear Shareholders,

As the MD of V2 Retail Limited, I feel humbled and honored to present our Company's performance for 2023-24. The business' strong market standing and repute are indeed a result of the Management's prudence, employee's efforts and the strong & relentless support of all stakeholders. For this, I would like to thank all our stakeholders and look forward to their continued faith in us.

This year has been a remarkable year for all of us here at V2 Retail. We emerged more resilient and reinvigorated, and our confidence in our capabilities is reflected not only in our numbers but also in the trust that our customers have placed in us.

Fashion is not only influenced by culture but also shapes it in profound ways. It serves as a mirror, reflecting societal norms, values, and aspirations. V2 Retail, a leading fashion and lifestyle retail chain in India, has been making value fashion available to the people and providing them with a diverse array of options.

One of the key reasons behind V2 Retail's success is its ability to offer a wide range of products that appeal to diverse customer segments. The company caters to men, women, and children, offering a variety of clothing, footwear, accessories, and lifestyle products. Whether it is ethnic wear, western wear, sportswear, or formal wear, V2 Retail has something for everyone.

Over the years, we have strategically expanded our presence across the country. During the year under review, we continued this expansion roadmap taking our total count to 117 stores compared to 102 in the previous year; our total retail space increased to 12.54 Lakhs sq ft from 10.83 Lakhs sq ft. The company has a well-defined expansion strategy, targeting Tier-II and Tier-III cities where there is a growing demand for fashion and lifestyle products. This expansion not only helps to increase V2 Retail's market reach but also contributes to the economic development of these regions.

It is no secret that customer centricity forms the core of any retail business. At V2 Retail, everything we do revolves around our customers, a culture that the entire organization boasts of, starting from the front-line employees to senior leadership teams. Amidst intense competition, we prioritize personalized experiences, ensuring customers feel valued and connected.

Moreover, V2 Retail understands the importance of affordability in a price-sensitive market like India. The company offers products at competitive prices, making fashion accessible to a wider range of consumers. V2 Retail also stays ahead of the curve by closely monitoring and adapting to the latest fashion trends.

V2 Retail places a strong emphasis on product development and vertical integration, which sets it apart from competitors and contributes to its success in the fashion retail market. By focusing on product development, we are also taking necessary measures to control our operating costs, including negotiating our contracts with the partners and also making investments in warehouse management technologies to improve the effectiveness of our supply chain.

V2 Retail is able to bring unique and innovative offerings to customers that are not easily found elsewhere. This not only drives customer loyalty but also gives the company a competitive edge in the market.

In addition, the company owns and operates its manufacturing units, allowing it to have better quality control and faster turnaround times. This vertical integration also helps V2 Retail save costs as it eliminates the need for middlemen and reduces dependence on external suppliers. V2 Retail's focus on quality helps it build trust and credibility with customers, leading to increased brand loyalty and repeat purchases.

Giving back to the society has never been more important and I'd like to thank each member of the V2 Retail family for their active support and unshakable trust in our abilities to deliver on our promise. You have motivated us to unleash our potential for the next phase of our growth. V2 Retail is committed to continuously evolving and expanding its presence to cater to the needs and preferences of its customers.

Thank you for your continued trust and confidence in V2 Retail.

Warm regards,
Ram Chandra Agarwal
Chairman, V2 Retail Limited

Board of Directors

Mr. Ram Chandra Agarwal
Chairman & Managing Director

Mr. Agarwal holds a bachelor's degree in commerce and has a vast experience of more than 30 years in retail sector. He has been a member of the Board since inception of the Company and is the driving force behind the growth of the Company. He pioneered the value retailing concept in India. He was conferred with various awards, such as, Ernst & Young Entrepreneur of the year award in 2008 and 4Ps Power Brand Award in 2007.

Mrs. Uma Agarwal
Whole Time Director

Mrs. Uma Agarwal holds a bachelor's degree in Arts and has a vast experience of over 15 years in the retail industry. She has been the member of the Board of Directors since the inception and oversees the marketing strategies of the Company.

Mr. Akash Agarwal
Whole Time Director

Mr. Akash Agarwal holds an International MBA from IE Business School, Spain and a Bachelor's degree in Business Administration (BBA) from Lancaster University (UK) and possesses around ten years of experience in the retail industry. He looks after E-Commerce, Procurement and Finance.

Mrs. Archana S Yadav
Independent Director

A Chartered Accountant in practice with more than 14 years of experience, having expertise in GST, Income Tax, International Tax & Corporate Audits. She served as Financial Advisor to the autonomous body M/s National Institute of Solar Energy, under Ministry of New & Renewable Energy. She has also worked with various MNC's as Management Consultant, Service tax Consultant & Direct Tax advisor. She was appointed as GST Faculty by ICAI for GST knowledge sharing across India.

Dr. Arun Kumar Roopanwal
Independent Director

Dr. Arun Kumar Roopanwal holds Ph.D in textiles and M.Tech in textiles technology from IIT Delhi. He has over 35 Years of extensive experience in working with various retail companies. He is having a vast experience in the field of Marketing, Product Development, Business Development, Strategic Planning and Administration.

Mr. Srinivas Anand Mannava
Independent Director

Mr. Srinivas Anand Mannava is holds Post-Graduate Program in Business Management from IIM, Kozhikode. He has financial expertise and extensive experience in Strategy Planning, Improving Shareholders Wealth, and Financial Journalism.He authored Investor Relations book, published by ICFAI. Host IR Awards annually at BSE with Entities Like Bloomberg, BNY Mellon, KPMG, IR Magazine. Launched certification in Investor Relations in Association with BSE Institute.

How V2 Retail becomes most promising value retail fashionable chain

First-mover advantage

More than 25 years of experience in serving the Indian Retail space.

First mover advantage in various Tier-II and Tier-III cities.

Low-cost procurement destination

V2 Retail follow stringent norms to select and procure vendor partners. We continuously engage with vendor partners to surpass agreed benchmarks on better design and product performance. Our experience and careful selection of vendors along with support, helps us in better negotiation.

Value-for-money fashion

V2 Retail has widened its market positioning by attracting wide spectrum of consumer, the one which is fashion freak, the one who is also price conscious, the one who wants to looks trendy yet traditional. Our modest average product selling of ₹ 263 per product, average billing per customer of ₹ 797 helping us widening our footprint in the heart of Bharat.

Cost management

V2 Retail's wider presence in low competition Tier-2 and 3 cities, moderated rent and employee costs on the one hand alongside superior per square feet sales is helping in better absorption of cost and enhancing our margins.

Store presence

As on March 31, 2024, the Company operates 117 stores spread across more than 110 cities with a total retail area of ~12.54 lac Sq. Ft.

Our store location selection is reflection of our motto of taking fashion to the roots of Bharat.

Centralised procurement & quality check

Centralized procurement and rigorous quality check.

Wide network of registered vendors and suppliers spread across the country.

Efficient Supply Chain Management

Comprehensive SCM system comprising of planning, sourcing, standardization, logistics, quality control, pilferage control, replacement and replenishment.

Distribution center capable of catering to 15 lakh sq. ft. of retail space.

Technology

The organised retail industry is critically dependent on information technology; V2 Retail is no exception. All processes - planning and procurement to warehousing and sales - across our stores are hosted on our integrated information technology system. The core business runs on SAP Hana ERP and a proprietary point-of-sale tool.

One Stop Family Shop with Pleasant ambience

Pleasant Air-Conditioned stores ambience with trial rooms. Product range specifically caters to the demands and aspirations of 'neo middle class' and the 'middle class' group of the population with an added focus on latest fashion and trends.

Management discussion and analysis

Economic Overview

Global Economy

In 2024, the global economy continues to demonstrate steady growth, reminiscent of the previous fiscal year. While this is a positive sign, it's important to acknowledge the potential influences that could shape future trends. Factors such as sustained core inflation and tight labour markets suggest a robust economic landscape. As expectations of higher interest rates emerge, it signals a proactive response to maintain economic stability.

As per IMF report released in April 2024, global growth, which was estimated at 3.2% in 2023, is anticipated to maintain the same pace in 2024 and 2025. This growth rate is deemed low compared to historical norms, influenced by various factors including immediate issues such as high borrowing costs and the winding down of fiscal support and Russia's incursion into Ukraine. As a reaction, policymakers adapted monetary strategies and implemented fiscal stimulus packages to address these challenges and strengthen the economy's resilience.

The global inflation gradually decreased from 8.7% in 2022 to 6.8% in 2023. Forecast suggests that it will further drop to 5.9% in 2024, and eventually reaching 4.5% in 2025. Advanced economies are anticipated to reach their inflation targets before emerging markets and developing economies.

Generally, core inflation is expected to decline more gradually. Despite significant interest rate increases by central banks aiming to restore price stability, the world economy has shown remarkable resilience. In FY 2024, headline inflation in most economies neared its pre-pandemic levels, representing a significant milestone since the global inflation surge began. As global inflation decreased from its highest point, economic activity continued to grow steadily, contrary to warnings of stagflation and a worldwide recession, just a couple of years back.

Global Economy
Growth Projections:

(Real GDP, Annual Percent Change)	Estimates	Projections	
	2023	2024	2025
World Output	3.2	3.2	3.2
Advanced Economies			
Advanced Economies	1.6	1.7	1.8
Emerging Market and Developing Economies	4.3	4.2	4.2

Source: IMF

Particulars	FY 20	FY 21	FY 22	FY 23	FY 24
Real GDP Growth (%)	3.9	-5.8	9.1	7.0	7.6

Source: RBI Annual Report 2023-24

Domestic Economy

Despite a benign global scenario, in 2023-24, India's real GDP grew by 8.2%, making it the fastest-growing economies among developed and developing economies. Growth in 2024-25 is expected to be supported by strong domestic investment demand, improved agricultural performance, and an increase in merchandise and services exports. Various high-frequency indicators demonstrate the robustness of the domestic economy. As of March 31, 2024, the monthly Goods and Services Tax (GST) collection reached Rs. 2 lakh crores, marking an impressive year-over-year growth of 11.5%. The Purchasing Managers' Index (PMI) for manufacturing has surged to a 16- year high, while UPI, the primary digital payments system, continue to record higher volumes since its launch in 2016. Urban consumption indicators also show robustness.

The government has launched several key initiatives to boost the economy and promote self-reliance in India. Stimulus packages aim to support sectors facing economic challenges, while the Aatmanirbhar Bharat campaign focuses on domestic manufacturing growth. Efforts to attract foreign investment include permitting 100% Foreign Direct Investment (FDI) in single-brand retail through the automatic route, aiming to streamline business processes and strengthen the Make in India initiative.

Industry Overview

Indian Retail Market Overview

India's retail sector is one of the pillars of the Indian economy. At an estimated size in the region of US$ 1 trillion, India is one of the top five retail markets globally. India's retail sector commands a formidable presence on the global stage, securing fourth position in terms of market size and making a substantial contribution of over 10% to the nation's GDP.

It is poised for remarkable growth, projected to escalate at a compound annual growth rate (CAGR) exceeding 13% by the year 2027. For the year 2024, the sector is poised for growth ranging between 10-13%. The Indian retail industry is a dynamic and rapidly evolving sector with immense potential for growth. However, to succeed in this market, businesses must be prepared to address the complexities, diversity, and unique characteristics it presents while leveraging the opportunities it offers.

Some of the key drivers for growth include:

- Growing urbanization, participation of women in work force
- Rising disposable income, discretionary spending
- Increasing aspirations, fashion consciousness and brand awareness
- E-commerce and growing influence of social media due to wide availability of Smartphone's and high-speed internet
- Entry of international players across various retail segments
- Supply side innovations, improved manufacturing capabilities, efficient warehousing & distribution, leveraging technology
- Easy and on demand availability of credit.

Key Trends of the Industry

Tier-II and Tier-III Cities Leading Fashion Consumption

As smaller cities urbanise and digitalise, they will become hubs for

fashion consumption. Retailers must adapt their offerings to local tastes and preferences to succeed in these emerging markets.

Rise in Demand for Ready-to-Wear

Convenience and comfort increased the demand for ready-made clothing. Retailers need to offer a diverse range of well-fitting, durable garments and leverage technology for fitting and personalisation.

Fashionable and Affordable

In today's time, consumers seek trendy yet budget-friendly clothing. Retailers must provide attractive pricing, deals, and loyalty programs without compromising on quality.

Embracing Diversity in Fashion

Diversity and inclusion will drive fashion trends, prompting retailers to offer more size options, styles, and customisation to cater to diverse customer preferences. Featuring a variety of models and influencers will be essential in marketing campaigns.

Opportunities in the Industry

Attractive demographics

India has a relatively young population with almost 50% below the age of 25 and more than 65% below the age of 35. It is estimated that the Indian workforce would soon be the largest in the world with a global share of almost 20%. India's youthful population, the increasing participation of women in the formal workforce, and changing consumer preferences are all expected to have a positive impact on the lifestyle and fashion business in the country.

Influence of social media

Social media influencers play a significant role in shaping consumer behaviour. Brands must collaborate with influencers who align with their values to drive sales and build loyalty.

Urbanization

According to Economic Survey of India, it is projected that India's urban population will grow from an estimated 37.7 Crores in 2011 to 60 Crores by 2030, comprising over 40% of the country's population. Given the increasing contribution of manufacturing and service industries to the national GDP, urban agglomerations are the key drivers of consumption. There is a consistent trend towards urbanization, suggesting a shifting set of preferences away from rural life to the accessibility and convenience of city life.

Growing Middle Class

The rise in the number of middle-class households with annual earnings is set to propel the Indian economy forward by stimulating demand for a diverse range of goods, enhanced services, housing, healthcare, education, a nd more.

Rising disposable income and consumption

Higher disposable incomes are a driving factor for robust growth. Aspiring and affluent households have given a fillip to India's domestic consumption. Over time, consumers have increased their spends on lifestyle products such as apparel, footwear, personal care items, jewellery along with greater adoption of financial products evidencing growing aspirations and increasing affinity for consumption.

Value fashion is a promising segment in fashion retail with the potential of appealing to a wider customer base and reaching more addressable geographies. Popular and mass-priced products possibly constitute over 75% of the total fashion market in India. Online and offline fashion players are increasing focus on building private labels/ in-house brands to provide differentiated offerings to discerning customers. Private labels have additional inherent advantages such as lower concept to customer time, faster execution vis-à-vis dealing with third party brands, better control over quality & pricing and better margins.

There is also a growing emphasis on enriching customer experience. Window displays, in-store ambience, coordinated product displays, lighting, music and communication help build brand presence and awareness. Exciting visual merchandising forms a key element in enhancing customer experience. Growing awareness, coupled with entry of international players in the industry is spotlighting visual merchandising as an integral proposition of retail.

In conclusion, the fashion retail market in India is evolving rapidly, with a focus on value fashion, private labels, customer experience, and visual merchandising. As consumers' preferences and expectations continue to change, retailers are adapting and innovating to meet these demands and differentiate themselves in a competitive marketplace.

Company overview

Established in 2001, V2 Retail Limited provides a comprehensive portfolio of product offerings addressing diverse pockets. The Company offers smart, trendy and fashionable apparels across categories at affordable prices under one roof. The Company operates 117 stores all over India (primarily Tier-II and Tier-III) covering a total retail area ~12.54 lakh sq. ft.

During the year under review, the Company opened 23 new stores and closed 09 stores. The Company plans to improve its store profitability

and would be looking at rationalising certain stores before accelerate growth through accelerated store addition. To increase bill size, store productivity and store gross margins, V2 Retail plans to increase the share of its private labels across its stores.

V2 Retail caters to the rising aspirations of the middle class in Tier II and III cities, providing affordable and high-quality fashion in a modern and comfortable setting. By embracing the concept of 'value retailing,' V2 Retail meets the growing demand for affordable yet stylish fashion among the expanding middle class. In its apparel section, the Company focuses on ethnic, fusion, and western wear for women; formal, sports, and casual wear for men; and a variety of kids' wear in different colours and designs.

The Company has one wholly owned subsidiary named V2 Smart Manufacturing Private Limited during the year under review. The company is engaged in manufacturing of apparel and others.

Key Strategic Areas:

- Focus on margin-accretive private labels and increase its share in the Company's revenue
- Focus on achieving same store sales growth
- Inventory Management
- Omni Channel Business
- Launch stores in existing clusters

Financial Highlights (Standalone):

Revenues: Revenue during the year stood at ₹1164.73 crore, a growth of 39% as compared to ₹ 838.8 crore in FY 2022-23.

EBIDTA: EBIDTA for FY24 stood at ₹ 142 crore as compared to ₹ 79 crore for FY 2022-23

Profit after tax: The Company registered profit of ₹ 27.29 crore compared to loss of ₹ 14.48 crore in the previous year.

Key Financial Highlights

Particulars (₹ crores)	Standalone		Consolidated	
	FY 24	FY 23	FY 24	FY 23
Revenue from Operations	1164.72	838.88	1164.72	838.88
EBIDTA	142.00	78.82	148.00	83.98
PBT	30.58	(18.83)	31.37	(16.95)
PAT	27.28	(14.49)	27.81	(12.82)
EPS (₹)	7.89	(4.21)	8.04	(3.73)

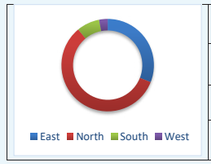
Key Ratio (Standalone)

Particulars	FY 24	FY 23
Inventory holding days	113	107
Trade Payable Turnover Ratio	7.59	5.62
Debt Equity Ratio	1.83	0.19
PAT Margin (%)	2.30	(1.70)

Our product mix (%)

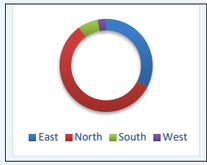
Mens Wear	37
Ladies Wear	26
Kids Wear	26
Lifestyle	11

Our regional store mix (%)



East	31
North	58
South	8
West	3

Our regional space mix (%)



East	32
North	58
South	7
West	3

Risk Management

V2 Retail's Risk Management function enables the achievement of strategic objectives by identifying, analysing, assessing, mitigating, monitoring and governing any risk or potential threats to their business functions. The risks associated with the business are successfully identified and mitigated on priority, based on its severity, likelihood and impact. Risk management policies are revised regularly to replicate deviations in market conditions and align the Company's activities to mitigation strategies. Risk is owned, managed and formally reviewed across V2 Retail using the following process:

Risks	Meaning	Mitigation Strategies
Economic and Market Risk	Major changes in the economic environment may challenge the existing business strategy, have a material impact on financial performance and dilute our competitive advantage.	We rely on a multi-format click-and-mortar model that enables us to respond to changes in customer demand, manage the product mix and pricing policy and identify opportunities for growth.
Geographic concentration risk	Concentration in a particular geography could hurt business growth in case of a geographical slowdown.	As on March 31, 2024, the Company operates 117 stores all over India with a total retail area of ~12.54 lac Sq. Ft.
Change in Consumer Preferences	Consumer preferences are influenced by various factors such as income levels, fashion trends, cultural norms, social media, etc. We risk losing market share and customer loyalty if we don't adapt to changing customer preferences.	Keeping pace with customer preferences, we conduct market research frequently. We also strengthened streamlined monitoring processes, and enhanced packaging efficiency to reduce costs apart from introducing differentiated designs for younger customers, all in response to changing consumer preferences.
Shrinkage / Inventory Risk	Shrinkage in the retail business is defined as the loss in inventory through a combination of shop lifting, pilferage and errors in documentation and transaction processing that go unnoticed	We monitor shrinkage on a regular basis and look at various factors that could lead to shrinkage at stores and distribution centres. Store Operations and Supply Chain teams work together and monitor the shrinkage level on a month-on-month basis. Our shrinkage percentage is controlled and our endeavour will always be to lower this ratio through proper monitoring and continuously reviewing inventory management processes and systems.
Employee retention	Navigating challenges in attracting, retaining, developing, and motivating human capital is crucial. As the workforce ages, the potential scarcity of skilled and experienced employees capable of fostering innovation and driving growth becomes apparent.	We monitor the labour market and provide employee benefits in line with market. We have also devised an ESOP policy to retain and attract people. We have a defined system for employee on-boarding, training and development in place.
Technology Risk	Malicious attempts by hackers or other entities may target breaching the security of the company's IT systems and networks with an aim to steal or manipulate data, disrupt operations, or cause reputational damage.	We engage the best external experts and develop partnerships and in-house expertise in key IT solutions.
Liquidity and Cash Conversion	Our liquidity and cash conversion may be affected by various factors such as seasonal fluctuations in sales, inventory management, credit terms, working capital requirements, etc.	To mitigate this risk, V2 Retail follows prudent financial policies and practices such as maintaining adequate cash reserves, optimising inventory levels, managing receivables and payables efficiently.

Human Resources

V2 Retail treats its workforce as a precious asset and promotes just and fair HR practices, and employee-friendly policies and processes. V2 Retail believes that its competitive advantage lies within its people. The Company relies on its workforce to promote a diverse and inclusive culture to ensure long-term business sustainability. V2 Retail continues to provide adequate opportunities for professional growth and offers training to enhance the skills and capabilities of its people, empowering them with knowledge to seamlessly adopt ongoing technological interventions and significantly improve value propositions for its customers.

The company has a total employee strength of 3338 as on March 31, 2024.

Internal Control System and Adequacy

The Company's internal audit system has been continuously monitored and updated to ensure that

assets are safeguarded, established regulations are complied with and pending issues are addressed

promptly. The Audit Committee reviews reports presented by the internal auditors routinely. The Committee makes note of the audit observations and takes corrective actions, if necessary. It maintains a constant dialogue with statutory and internal auditors to ensure adequacy of internal control systems.

Cautionary Statements

This Management Discussion & Analysis report makes forward-looking statements based on certain assumptions and expectations of future events over which V2 Retail exercises no control. V2 Retail cannot guarantee their accuracy nor can it warrant that the same will be realised. Actual results could differ materially from those expressed or implied. Macroeconomic factors such as demand, supply, global economic and geopolitical developments, government regulatory and tax framework, liquidity in the market etc. could impact the operations of V2 Retail.

V2 RETAIL LIMITED
CIN - L74999DL2001PLC147724,
Regd. Office: Khasra No. 928, Extended Lal Dora Abadi, Village- Kapashera, Tehsil Vasant Vihar, New Delhi South West Delhi – 110 037,
Phone: 011-41771850, **E-mail:** cs@v2kart.com,
Website: www.v2retail.com

NOTICE

Notice is hereby given that the 23rd (Twenty-third) Annual General Meeting (AGM) of the Members of **V2 Retail Limited** ("the Company") will be held on **Friday, 27th September, 2024 at 02.00 PM (IST)** through Video Conferencing ("VC")/Other Audio Visual Means ("OAVM") for the purpose of which the Registered Office of the Company situated at Khasra No. 928, Extended Lal Dora Abadi, Village-Kapashera, South West Delhi, New Delhi – 110037 shall be deemed to be the venue of the AGM and the proceedings of the AGM shall be deemed to be taken place thereat, to transact the following business :

ORDINARY BUSINESSES:

1. **To consider and adopt:**
   a. The Audited Standalone Financial Statements of the Company for the Financial Year ended 31st March 2024 together with the Reports of the Board of Directors and Auditors thereon.
   b. The Audited Consolidated Financial Statements of the Company for the Financial Year ended 31st March 2024 and the Report of Auditors thereon.
2. To appoint a Director in place of Mr. Akash Agarwal, Whole-time Director having DIN-03194632, who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 at this AGM and being eligible, offers himself for re-appointment.

By Order of the Board
For V2 Retail Limited

Shivam Aggarwal
Company Secretary & Compliance Officer
M. No.: A55785

Date: July 30, 2024
Place: New Delhi

Notes:

1. The Government of India, Ministry of Corporate Affairs has allowed conducting Annual General Meeting through Video Conferencing (VC) or Other Audiovisual Means (OAVM) and dispended the personal presence of the members at the meeting. Accordingly, the Ministry of Corporate Affairs issued Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 5, 2020 and Circular No. 02/2021 dated January, 13, 2021 and Circular No. 21/2021 dated December 14, 2021 , 02/2022 dated May 5, 2022, 10/2022 dated December 28, 2022 and the latest being 09/2023 dated September 25, 2023 ("MCA Circulars") and Circular Nos. SEBI/HO/ CFD/ CMD2/CIR/P/2021/11 dated January 15, 2021 and Circular No. SEBI/HO/DDHS/P/CIR/2022/0063 dated May 13, 2022 and SEBI/HO/CRD/PoD-2/P/ CIR/2023/4 dated January 5, 2023 and Circular No. SEBI/HO/CFD/ CFD- PoD-2/P/CIR/2023/167 dated October 7, 2023 issued by the Securities Exchange Board of India ("SEBI Circulars") prescribing the procedure and manner of conducting the Annual General Meeting through VC/ OVAM. In terms of the said circulars, the 23rd Annual General Meeting ("AGM") of the Members will be held through VC/ OAVM. Hence, Members can attend and participate in the AGM through VC/OAVM only.

   The Company has engaged the services of Link Intime India Private Limited (Intime) to provide the necessary electronic platform for holding the AGM through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) and to provide remote e-voting facilities and for security and enabling the members to cast their vote in a secure manner.

   INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM VIA LINK INTIME INSTAMEET ARE AS UNDER:

   Process and manner for attending the General Meeting through InstaMeet:

1. Open the internet browser and launch the URL: https://instameet.linkintime.co.in & click on **"Login"**.

- Select the **"Company"** and **'Event Date'** and register with your following details: -

A. **Demat Account No. or Folio No:** Enter your 16-digit Demat Account No. or Folio No

- Shareholders/ members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID
- Shareholders/ members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID
- Shareholders/ members holding shares in physical form shall provide Folio Number registered with the Company

B. **PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. **Mobile No.:** Enter your mobile number.

D. **Email ID:** Enter your email id, as recorded with your DP/Company.

- Click "Go to Meeting" (You are now registered for InstaMeet, and your attendance is marked for the meeting).

Instructions for Shareholders/ Members to Speak during the General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request ***3 days in advance*** with the company on the specific email id i.e.: cs@v2kart.com.
2. Shareholders who would like to speak during the meeting must register their request with the company.
3. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
4. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
5. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
6. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

   Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote".
2. Enter your 16-digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/ Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

   Note: Shareholders/ Members, who will be present in the General Meeting through InstaMeet 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 facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the General Meeting will be eligible to attend/ participate in the General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

SYSTEM REQUIREMENTS RELATED INSTRUCTIONS FOR BEST VC EXPERIENCE

1. Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.
2. Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.
3. Please note that Shareholders/ Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

   In case shareholders/ members have any queries regarding login/ e-voting, they may send an email to instameet@linkintime.co.in or contact on: - Tel: 022-49186175.

2. Institutional/Corporate Shareholders (i.e. other than individuals/HUF, NRI, etc) are required to send a scanned copy (PDF/JPEG Format) of its Board Resolution or governing body Resolution/ Authorization etc., authorizing its representative to attend the Annual General Meeting through VC/ OAVM on its behalf and to vote through remote e-voting. The said Resolution/Authorization shall be sent to the Scrutinizer by email through their registered email address to goelsharwan@hotmail.com with copies marked to the Company at cs@v2kart.com and to its RTA at enotices@linkintime.co.in.
3. Pursuant to the Circular No. 14/2020 dated 8th April, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporate(s) are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. However, this number does not include the large Shareholders i.e. Shareholders holding 2% or more shareholding, Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 05th May, 2022 and 28th December, 2022; the Company is providing facility of remote e-voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with Link Intime India Private Limited (Intime) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as e-voting on the day of the AGM will be provided by Intime.
7. The Notice calling the AGM has been uploaded on the website of the Company in the Investor Relations Section under Financials in the Annual Reports tab.

The complete Annual Report is also available in the same section. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Ltd and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of Link Intime (agency for providing the Remote e-Voting facility) i.e. https://www.linkintime.co.in.

8. This AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated 8th April, 2020, MCA Circular No. 17/2020 dated 13th April, 2020, MCA Circular No. 20/2020 dated 5th May, 2020, MCA Circular No. 02/2021 dated 13th January, 2021, MCA Circular No. 02/2022 dated 05th May, 2022, MCA Circular No. 10/2022 dated 28th December, 2022, MCA Circular No. 09/2023 dated September 25, 2023.

9. The recorded transcript of the forthcoming AGM on 27th September, 2024, shall also be made available on the website of the Company www.v2retail.com in the Investor Relations Section, as soon as possible after the Meeting is over.

10. All documents referred to in the accompanying Notice and the Explanatory Statement can be obtained for inspection by writing to the Company at its email ID: cs@v2kart.com till the date of AGM.

11. i. Members holding shares in physical form are requested to immediately intimate any change in their residential address to Link Intime India Private Limited, Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, Registrars and Transfer Agent of the Company, so that change could be effected in the Register of Members.

    ii. Members who are holding shares in demat mode are requested to notify any change in their residential address, Bank A/c details and/ or email address immediately to their respective Depository Participants.

    iii. To ensure all communications/ monetary benefits are received promptly, all shareholders holding shares in physical form are requested to notify to the Company, his/ her PAN/change in their address/bank details / email id/mobile number instantly by filling the KYC Form and by sending at the Registered Office of the Company at Khasra No. 928, Extended Lal Dora Abadi, Village Kapashera, South-West Delhi – 110037.

12. The annual accounts of the subsidiary company along with the related detailed information are available for inspection at the Registered Office of the Company and of the subsidiary concerned and copies will be made available to Shareholders of V2 Retail Limited and its subsidiary company upon request.

13. Corporate Members are encouraged to attend the AGM through their Authorized Representatives. They are requested to send by email, a certified copy of the Board Resolution/ Power of Attorney authorizing their representatives to attend and vote on their behalf in the Meeting.

14. Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of Annual General Meeting to enable the management to compile the relevant information to reply the same in the meeting.

15. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.

16. All documents referred to in the notice are open for inspection by the members and can be availed by writing an email at cs@v2kart.com to the Company.

17. Pursuant to the provisions of Section 124 and other applicable provisions of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) no amount is unclaimed towards dividend to any shareholder.

18. Members are requested to intimate immediately the change of address or demise of any Member, if any, to the Company's Registrar and Transfer Agents or Depository Participant, as the case may be to prevent frauds.

19. Statement giving details of the Director seeking appointment/ re-appointment is also annexed with this Notice pursuant to the requirement of Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as 'Listing Regulations') and Secretarial Standard on General Meeting ("SS-2").

20. Pursuant to Regulation 46(2) (j) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company has created an exclusive E-mail ID: cs@v2kart.com for quick Redressal of Members/investors grievances.

21. The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, September 21, 2024, to Friday, September 27, 2024 (both days inclusive).

22. Shareholders, who are holding shares in identical order of name in more than one folio, are requested to write to the Company enclosing their share certificates to enable the Company to consolidate their holding in one folio. Members holding shares in physical form are requested to consider converting their holdings to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or RTA for assistance in this regard.

23. Pursuant to Section 72 of the Companies Act, 2013, Members who hold shares in the physical form can nominate a person in respect of all the shares held by them singly or jointly. Members who hold shares in single name are advised, in their own interest, to avail of the nomination facility by filling form SH-13. Members holding shares in the dematerialized form may contact their Depository Participant for recording the nomination in respect of their holdings.

24. In terms of SEBI notification, the shares of the Company are subject to compulsory trading only in dematerialized form on the stock exchange hence members are requested to convert their physical share certificates into electronic form.

25. In terms of Section 72 of the Companies Act, 2013, the shareholders of the Company may nominate a person to whom the shares held by him shall vest in the event of his death.

26. Non-Resident Indian Members are requested to inform RTA, immediately of Change in their residential status on return to India for permanent settlement or Particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

27. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Share Transfer Agent (RTA), Link Intime India Private Limited, Noble Heights, 1st floor, Plot No NH-2, C-1 Block, LSC, Near Savitri Market, Janakpuri, New Delhi - 110058, Tel : 011 - 4141 0592/93/94, Email : delhi@linkintime.co.in.

28. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members who have not registered their e-mail address with the Company can now register as per the instructions mentioned below:

Registration of email ID and Bank Account details:

In case the shareholder's email ID is already registered with the Company/its Registrar & Share Transfer Agent "RTA"/Depositories, log in details for e-voting are being sent on the registered email address.

In case the shareholder has not registered his/her/their email address with the Company/its RTA/Depositories and or not updated the Bank Account mandate for receipt of dividend, the following instructions to be followed:

(i) Kindly log in to the website of our RTA, Link Intime India Private Ltd., www.linkintime.co.in under Investor Services > Email/Bank detail Registration- fill in the details and upload the required documents and submit.

OR

(ii) In the case of Shares held in Demat mode:

The shareholder may please contact the Depository Participant ("DP") and register the email address and bank account details in the demat account as per the process followed and advised by the DP.

29. In terms of MCA circulars, the Notice of AGM along with annual report is being sent in electronic mode to members whose e-mail IDs are registered with the Company or the Depository Participant(s).

30. VOTING THROUGH ELECTRONIC MEANS

Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020, 5th May, 2020, 13th January, 2021, 05th May, 2022, 28th December, 2022 and 7th October, 2023 the Company is providing facility for voting by electronic means for all its Members to enable them to cast their vote electronically and the business may be transacted through such e-voting (remote e-voting). A member may exercise his/her vote at the General Meeting by electronic means and the Company may pass any resolution by electronic voting system in accordance with the provisions of the aforesaid Rule.

The Company has engaged the services of Link Intime India Private Limited (Intime) to provide remote e-voting facilities and for security and enabling the members to cast their vote in a secure manner.

Remote e-Voting Instructions for shareholders post change in the Login mechanism for Individual

shareholders holding securities in Demat mode, pursuant to SEBI circular dated December 9, 2020

The voting period begins on Tuesday, September 24, 2024 at 09.00 a.m. IST and ends on Thursday, September 26, 2024 at 05.00 p.m. IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of **Friday, September 20, 2024** may cast their vote electronically. The e-voting module shall be disabled by Link Intime for voting thereafter.

As per the SEBI circular dated December 9, 2020, individual shareholders holding securities in demat mode can register directly with the depository or will have the option of accessing various ESP portals directly from their demat accounts.

Login method for Individual shareholders holding securities in demat mode is given below:

Individual Shareholders holding securities in demat mode with NSDL:

METHOD 1 - If registered with NSDL IDeAS facility

Users who have registered for NSDL IDeAS facility:

a) Visit URL: https://eservices.nsdl.com and click on "Beneficial Owner" icon under "Login".

b) Enter user id and password. Post successful authentication, click on "Access to e-voting".

c) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

User who have not registered for NSDL IDeAS facility:

a) To register, visit URL: https://eservices.nsdl.com and select "Register Online for IDeAS Portal" or click on https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp "

b) Proceed with updating the required fields.

c) Post registration, user will be provided with Login ID and password.

d) After successful login, click on "Access to e-voting".

e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of NSDL:

a) Visit URL: https://www.evoting.nsdl.com/

b) Click on the "Login" tab available under 'Shareholder/ Member' section.

c) Enter User ID (i.e., your sixteen-digit demat account number held with NSDL), Password/OTP and a Verification Code as shown on the screen.

d) Post successful authentication, you will be re-directed to NSDL depository website wherein you can see "Access to e-voting".

e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with CDSL:

METHOD 1 – If registered with CDSL Easi/Easiest facility

Users who have registered for CDSL Easi/Easiest facility.

a) Visit URL: https://web.cdslindia.com/myeasitoken/home/login or www.cdslindia.com.

b) Click on New System Myeasi

c) Login with user id and password

d) After successful login, user will be able to see e-voting menu. The menu will have links of e-voting service providers i.e., LINKINTIME, for voting during the remote e-voting period.

e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

OR

Users who have not registered for CDSL Easi/Easiest facility.

a) To register, visit URL: https://web.cdslindia.com/myeasitoken/Registration/EasiRegistration

b) Proceed with updating the required fields.

c) Post registration, user will be provided Login ID and password.

d) After successful login, user able to see e-voting menu.

e) Click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

METHOD 2 - By directly visiting the e-voting website of CDSL.

a) Visit URL: https://www.cdslindia.com/

b) Go to e-voting tab.

c) Enter Demat Account Number (BO ID) and PAN No. and click on "Submit".

d) System will authenticate the user by sending OTP on registered Mobile and Email as recorded in Demat Account

e) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Individual Shareholders holding securities in demat mode with Depository Participant:

Individual shareholders can also login using the login credentials of your demat account through your depository participant registered with NSDL/ CDSL for e-voting facility.

a) Login to DP website

b) After Successful login, members shall navigate through "e-voting" tab under Stocks option.

c) Click on e-voting option, members will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-voting menu.

d) After successful authentication, click on "LINKINTIME" or "evoting link displayed alongside Company's Name" and you will be redirected to Link Intime InstaVote website for casting the vote during the remote e-voting period.

Login method for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode is given below:

Individual Shareholders of the company, holding shares in physical form / Non-Individual Shareholders holding securities in demat mode as on the cut-off date for e-voting may register for e-Voting facility of Link Intime as under:

1. Visit URL: https://instavote.linkintime.co.in
2. Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: -

A. **User ID:**

Shareholders holding shares in physical form shall provide Event No + Folio Number registered with the Company. Shareholders holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID; Shareholders holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.

B. **PAN:**

Enter your 10-digit Permanent Account Number (PAN) (Shareholders who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable.

C. **DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format)

D. **Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/ Company.

* *Shareholders holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above*
* *Shareholders holding shares in **NSDL form,** shall provide 'D' above*

▸ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter).

▸ Click "confirm" (Your password is now generated).

3. Click on 'Login' under **'SHARE HOLDER'** tab.
4. Enter your User ID, Password, and Image Verification (CAPTCHA) Code and click on **'Submit'.**

Cast your vote electronically:

1. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon.
2. E-voting page will appear.
3. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link).
4. After selecting the desired option i.e. Favour / Against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes',** else to change your vote, click on 'No' and accordingly modify your vote.

Guidelines for Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund"):

STEP 1 – Registration

a) Visit URL: https://instavote.linkintime.co.in

b) Click on Sign up under "Corporate Body/ Custodian/ Mutual Fund"

c) Fill up your entity details and submit the form.

d) A declaration form and organization ID is generated and sent to the Primary contact person email ID (which is filled at the time of sign up at Sr.No. 2 above). The said form is to be signed by the Authorised Signatory, Director, Company Secretary of the entity & stamped and sent to insta.vote@linkintime.co.in.

e) Thereafter, Login credentials (User ID; Organisation ID; Password) will be sent to Primary contact person's email ID.

f) While first login, entity will be directed to change the password and login process is completed.

STEP 2 –Investor Mapping

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.

b) Click on "Investor Mapping" tab under the Menu Section

c) Map the Investor with the following details:

   a. 'Investor ID' -

      i. *Members holding shares in NSDL demat account shall provide 8 Character DP ID followed by 8 Digit Client ID i.e., IN00000012345678*

      ii. *Members holding shares in CDSL demat account shall provide 16 Digit Beneficiary ID.*

   b. 'Investor's Name - Enter full name of the entity.

   c. 'Investor PAN' - Enter your 10-digit PAN issued by Income Tax Department.

   d. 'Power of Attorney' - Attach Board resolution or Power of Attorney. File Name for the Board resolution/Power of Attorney shall be – DP ID and Client ID. Further, Custodians and Mutual Funds shall also upload specimen signature card.

d) Click on Submit button and investor will be mapped now.

e) The same can be viewed under the "Report Section".

STEP 3 – Voting through remote e-voting.

The corporate shareholder can vote by two methods, once remote e-voting is activated:

METHOD 1 - VOTES ENTRY

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.

b) Click on 'Votes Entry' tab under the Menu section.

c) Enter Event No. for which you want to cast vote. Event No. will be available on the home page of Instavote before the start of remote evoting.

d) Enter '16-digit Demat Account No.' for which you want to cast vote.

e) Refer the Resolution description and cast your vote by selecting your desired option 'Favour / Against' (If you wish to view the entire Resolution details, click on the '**View Resolution**' file link).

f) After selecting the desired option i.e., Favour / Against, click on 'Submit'.

g) A confirmation box will be displayed. If you wish to confirm your vote, click on 'Yes', else to change your vote, click on 'No' and accordingly modify your vote. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

OR

VOTES UPLOAD:

a) Visit URL: https://instavote.linkintime.co.in and login with credentials as received in Step 1 above.

b) You will be able to see the notification for e-voting in inbox.

c) Select **'View'** icon for '**Company's Name / Event number '**. E-voting page will appear.

d) Download sample vote file from 'Download Sample Vote File' option.

e) Cast your vote by selecting your desired option 'Favour / Against' in excel and upload the same under 'Upload Vote File' option.

f) Click on 'Submit'. 'Data uploaded successfully' message will be displayed. (Once you cast your vote on the resolution, you will not be allowed to modify or change it subsequently).

Helpdesk:

Helpdesk for Individual shareholders holding securities in physical form/ Non-Individual Shareholders holding securities in demat mode:

Shareholders facing any technical issue in login may contact Link Intime INSTAVOTE helpdesk by sending a request at enotices@linkintime.co.in or contact on: - Tel: 022 – 4918 6000.

Helpdesk for Individual Shareholders holding securities in demat mode:

Individual Shareholders holding securities in demat mode may contact the respective helpdesk 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.co.in or call at : 022 - 4886 7000 and 022 - 2499 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 toll free no. 1800 22 55 33

Forgot Password:

Individual shareholders holding securities in physical form has forgotten the password:

If an Individual shareholder holding securities in physical form has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**

- Enter User ID, select Mode and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

  In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#$&), at least one numeral, at least one alphabet and at least one capital letter.*

  User ID for Shareholders holding shares in Physical Form (i.e. Share Certificate): Your User ID is Event No + Folio Number registered with the Company

  User ID for Shareholders holding shares in NSDL demat account is 8 Character DP ID followed by 8 Digit Client ID

  User ID for Shareholders holding shares in CDSL demat account is 16 Digit Beneficiary ID.

  Institutional shareholders ("Corporate Body/ Custodian/Mutual Fund") has forgotten the password:

  If a Non-Individual Shareholders holding securities in demat mode has forgotten the USER ID [Login ID] or Password or both then the shareholder can use the "Forgot Password" option available on the e-Voting website of Link Intime: https://instavote.linkintime.co.in

- Click on **'Login'** under **'Corporate Body/ Custodian/ Mutual Fund'** tab and further Click **'forgot password?'**

- Enter User ID, Organization ID and Enter Image Verification code (CAPTCHA). Click on "SUBMIT".

  In case shareholders is having valid email address, Password will be sent to his / her registered e-mail address. Shareholders can set the password of his/ her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above. The password should contain a minimum of 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

  Individual Shareholders holding securities in demat mode with NSDL/ CDSL has forgotten the password:

  Shareholders who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

➢ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

➢ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

➢ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

➢ The official responsible to address the grievances connected with voting by electronic means: Mr. Shivam Aggarwal, Company Secretary & Compliance Officer, Ph. No. 011-41771850, email: cs@v2kart.com.

31. The Board of Directors has appointed Mr. Sharwan Kumar Goel (Kumar Sarwan & Co.), Chartered Accountant in Practice (Firm Registration No.027892N.) as the Scrutinizer, for conducting the voting and remote e-voting process in a fair and transparent manner.

32. The Scrutinizer shall within a period of three working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witnesses not in the employment of the Company and prepare the scrutinizer report of the votes cast in favour or against, if any, forthwith to the Chairman and in his absence to the Company Secretary of the Company.

33. The result of voting shall be declared by the Chairman of the meeting on or after the Annual General Meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.v2retail.com and on the website of the Link Intime immediately after the result is declared by the Chairman.

34. The result will also be communicated to stock exchange where the shares of the Company are listed.

35. In terms of the Articles of Association of the Company read with Section 152 of the Companies Act, 2013, Mr. Akash Agarwal, Whole time Director (DIN: 03194632), retires by rotation at the ensuing Meeting and being eligible, offers himself for re-

appointment. The Board of Directors of the Company recommends his re-appointment.

Details of Director, who is proposed to be re-appointed at the ensuing Annual General Meeting, as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 and Secretarial Standard 2, are as under:

Name of Director	Mr. Akash Agarwal
Date of Birth	24th April, 1992
Age	32 Years
DIN	03194632
Date of first Appointment in board	29th September, 2017
Expertise in Specific Functional Area	He has vast experience in E-Commerce, Procurement and Finance
Qualifications	Graduate in Business Administration from Lancaster University (UK) and International MBA from IE Business School, Spain
Terms and Conditions of appointment or re-appointment along with details of remuneration sought to be paid	Appointed as Whole-time Director being eligible to retire by rotation.
Last Drawn Remuneration	Rs. 5,00,000 Per Month as Whole-time Director
Directorship in Other Companies as on date	V2 Smart Manufacturing Private Limited V2 Conglomerate Limited
No. of Board Meeting attended during the year 2023-2024	03 (Three)
Membership/Chairmanship of Other Public Companies Committees	-
Relationship with other Directors	Mr. Akash Agarwal is the son of Mr. Ram Chandra Agarwal, Chairman & Managing Director & Mrs. Uma Agarwal, Whole-time Director of the Company
Shareholding in the Company	As on the date of Notice he holds 16,37,799 equity shares
Brief Resume	Mr. Akash Agarwal holds an International MBA from IE Business School, Spain and a Bachelor's degree in Business Administration (BBA) from Lancaster University (UK) and possesses around ten years of experience in the retail industry. He looks after E-Commerce, Procurement and Finance. He is on the Board of the Company since September, 2017 upto 3rd September, 2022 as Non-Executive Director and thereafter as Whole-time Director.

Except Mr. Ram Chandra Agarwal, Mrs. Uma Agarwal, Mr. Akash Agarwal, no other Director or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in the proposed resolution set out at Item No. 2 of the Notice.

By Order of the Board
For V2 Retail Limited

Shivam Aggarwal
Company Secretary & Compliance Officer
M. No.: A55785

Date: July 30, 2024
Place: New Delhi

DIRECTORS' REPORT

To the Members,

The Directors present this Annual Report of V2 Retail Limited ("the Company") along with the audited financial statements for the financial year ended March 31, 2024.

1. State of Company Affairs

V2 Retail Limited is part of the Retail Industry which continues to be one of the biggest and long-term sustainable business opportunities that our country offers. Indian Retail Industry has emerged as one of the most dynamic and fast-paced industries due to the opportunities it creates.

The operating environment during the year continued to be challenging for retail industry, however despite the challenging environment, your Company was able to post decent performance. During the year your Company reported total revenue of Rs. 1,164.73 Crores, and PAT/ (Loss) of Rs. 27.29 Crores on standalone basis.

In order to strengthen its market share, the Company have added 23 new stores and closed 09 stores during the year and also taken steps to improve the supply chain network. Besides, efficiency improvement and cost optimisation have been followed vigorously across all the functions of the organisation.

Financial Results

The operating results of the Company for the year under review are as follows:

(Rs. in lakhs)

Particulars	Standalone		Consolidated	
	For the Year ended 31.03.2024	For the Year ended 31.03.2023	For the Year ended 31.03.2024	For the Year ended 31.03.2023
Revenue from operation	1,16,472.71	83,888.30	1,16,472.71	83,888.30
Other Income	687.22	614.56	748.84	666.90
Total Income	**1,17,159.93**	**84,502.86**	**1,17,221.55**	**84,555.20**
Expenditure other than Depreciation and Finance cost	1,02,236.97	76,005.95	101,691.05	75,489.67
Interest & Finance Costs	4,612.00	3,988.12	4,721.88	4,055.31
Depreciation and amortisation	7,252.51	6,392.54	7,671.34	6,705.41
Total Expenses	**1,14,101.48**	**86,386.61**	**1,14,084.27**	**86,250.39**
Profit/(Loss) from Operations before Exceptional Items and Tax	**3,058.45**	**(1,883.75)**	**3,137.28**	**(1,695.19)**
Exceptional Items	**-**	**-**	**-**	**-**
Profit/(Loss) before Taxation	**3,058.45**	**(1,883.75)**	**3,137.28**	**(1,695.19)**
Total Tax Expenses	**329.84**	**(434.93)**	**356.21**	**(413.52)**
Profit/(Loss) After Taxation (1)	**2,728.61**	**(1,448.82)**	**2781.07**	**(1,281.67)**
Other Comprehensive Income/ (Loss) (2)	(22.58)	(15.98)	(27.08)	(18.12)
Total Comprehensive Income/ (Loss) (1+2)	**2,706.03**	**(1,464.80)**	**2,753.99**	**(1,299.79)**

2. Operations Review

The Company continued with its strategy to establish **"V2"** brand of Retail stores across north, east, south and central part of India during the year. It is one of the fastest growing retail Company in India and enjoys strong brand equity from customers across segments.

As on 31st March 2024, the company is having 117 (One Hundred and Seventeen) **"V2"** retail stores all over India and the total retail area covered stood to 12.54 Lakh Sq. Ft. During the year, the Company added **23 (Twenty-Three)** and closed **09 (Nine)** stores.

During the year under review, the Company continued to focus on enhancing the capability of the organization and towards the achievement of this goal, the Company has been taking a number of initiatives.

3. Dividend

Considering the industry outlook & financial position of the Company, your directors do not propose to declare any dividend for the financial year ended on 31st March 2024.

The Dividend Distribution Policy of the Company is available on the website of the Company at: https://www.v2retail.com/wp-content/uploads/2018/08/DIVIDEND-DISTRIBUTION-POLICY-1.pdf.

4. Transfer to Reserve

Your directors do not propose to transfer any amount to the general reserve.

5. Material changes and commitments

No material changes and commitments have occurred from the date of close of the financial year till the date of this Report, which might affect the financial position of the Company.

6. Share Capital

The authorized share capital of the Company has been divided as follows:

The equity share capital is Rs. 4000.00 Lakhs and preference share capital is Rs. 584.00 Lakhs as on March 31, 2024.

The paid - up share capital of the Company is Rs. 3,458.93 Lakhs as on March 31, 2024. During the year under review, Mr. Manshu Tandon (Chief Executive Officer) of the Company has been allotted 2,00,000 shares under the Employee Stock Option Scheme ("ESOP") by the company.

7. Transfer to Investor Education and Protection Fund

Pursuant to the provisions of Section 125 of the Companies Act, 2013, your Company was not required to transfer any amount during the year 2023-24 to the Investor Education and Protection Fund.

8. Details of significant and material orders passed by regulators/courts/ tribunals

During the year under review there was no instance of any material order passed by any regulators/courts/ tribunals impacting the *going concern* status of the Company.

9. Employee Stock Option Scheme

The Company has implemented a V2R-Employee Stock Option Scheme 2016 ('ESOP 2016'), which was approved by the members at the Annual General Meeting held on September 30, 2016. Your directors have approved grant of options to the eligible employees of the Company under the scheme 'V2R-Employee Stock Option Scheme 2016' ('ESOP 2016').

The information required to be disclosed under SEBI (Share Based Employee Benefits & Sweat Equity) Regulations, 2021 as on March 31, 2024, are as follows and respective disclosures are displayed on the website of the company i.e. www.v2retail.com.

Particulars	Details
Date of Shareholders Approval	September 30, 2016
Number of Options	12,44,380 (Twelve lakhs forty-four thousand three hundred eighty) options to be convertible into equal number of fully paid-up Equity Shares of the Company of face value of Rs. 10 each.
Number of options outstanding at the beginning of the year	2,25,000
Number of options granted during the year	-
Number of options forfeited / lapsed	25,000
Number of options vested during the year	-

Particulars	Details
Number of options exercised during the year	2,00,000
Number of shares arising as a result of exercise of options	2,00,000
Money realized by exercise of options	20,00,000
Number of options outstanding at the end of the year	-
Number of options exercisable at the end of the year	-
Exercise Pricing Formula	Exercise price is Face Value of the Share of the company as on date on which the options are exercised by employee.

None of options has granted during the year ended March 31, 2024.

10. Bonus Issue

Company has not allotted/transferred or issued any bonus shares during the year.

11. Change in the nature of the Business, if any

There was no change in the nature of business of the Company during the financial year ended March 31, 2024. However, Company is planning to broaden its operations by adding new retail stores for strengthening existence and to reach amongst the larger consumer base to enhance its turnover and operating revenue.

12. Internal Control systems and their adequacy

Your Company has in place, an adequate system of internal controls commensurate with its size, requirements and the nature of operations. Your Company has implemented robust processes to ensure that all IFCs are effectively working. These systems are designed keeping in view the nature of activities carried out at each location and various business operations.

Your Company's in-house internal audit department carries out internal audits at all stores locations, offices and warehouse / distribution centre across all locations of the country. Their objective is to assess the existence, adequacy and operation of financial and operating controls set up by the Company and to ensure compliance with the Companies Act, 2013, SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 (SEBI Listing Regulations, 2015) and corporate policies.

Board of Directors of the company has appointed M/s SMAM & CO., Chartered Accountants (FRN:028845C) as the Internal Auditor of the Company to conduct the Internal Audit Functions for Financial Year 2023-24.

A summary of all significant findings by the audit department along with the follow-up actions undertaken thereafter is placed before the Audit Committee for review. The Audit Committee reviews the comprehensiveness and effectiveness of the report and provides valuable suggestions and keeps the Board of Directors informed about its major observations, from time to time.

13. Internal Financial Controls

The Company has in place adequate financial controls commensurate with its size, scale and complexity of its operations. The Company has in place policies and procedures required to properly and efficiently conduct its business, safeguard its assets, detect frauds and errors, maintain accuracy and completeness of accounting records and prepare financial records in a timely and reliable manner.

14. Segment Reporting

The Board wishes to inform you that Segment Reporting is not applicable to the Company.

15. Cash Flow Analysis

The Cash Flow Statement for the year, under reference in terms of Regulation 36 of SEBI (LODR) Regulations, 2015 is annexed with the Annual Accounts of the Company.

16. Subsidiary Companies, Joint Ventures and Associate Companies

Your Company has a wholly owned subsidiary Company named as M/s V2 Smart Manufacturing Private Limited which was incorporated on 25.10.2019. Except this, your Company had no subsidiary and joint venture during the financial year 2023-24. Further, there are no associate companies within the meaning of Section 2(6) of the Companies Act, 2013 ("Act").

17. Consolidated Financial Statements

The Consolidated Profit and Loss Account for the period ended 31st March 2024, includes the Profit and Loss Account for the subsidiary for the complete financial year ended 31st March, 2024. The Board of Directors of the Company has, at its Meeting held on May 30, 2024, given consent for not attaching the Balance Sheets of the subsidiaries concerned.

The Consolidated Financial Statements of the Company including its subsidiaries duly audited by the statutory auditors are presented in the Annual Report. The Consolidated Financial Statements have been prepared in strict compliance with applicable Accounting Standards and where applicable, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as prescribed by the Securities and Exchange Board of India. A report on performance and financial position of the subsidiary companies included in the Consolidated Financial Statement is presented in a separate section in this Annual Report. Please refer **(AOC-1)** annexed to the financial statements in the Annual Report.

18. Deposits

During the year under review, the Company has not accepted any deposits covered under Chapter V of the Companies Act, 2013 read with The Companies (Acceptance of Deposits) Rules, 2014.

19. Secretarial Standards of ICSI

The Ministry of Corporate Affairs has mandated SS-1 and SS-2 with respect to board meetings and general meetings respectively. The Company is in compliance with the same.

20. Auditors and Auditors' Report

Statutory audit

Your Company's Auditors, M/s. Singhi & Co., Chartered Accountants, (Firm Registration No. 302049E), were appointed as the Statutory Auditors of the Company from the conclusion of 21st Annual General Meeting of the Company held on 30th September 2022, for a period of 5 (Five) Years till the conclusion of the 26th Annual General Meeting of the Company.

The Auditors have put certain qualifications in their report to which the management has put forward the following below mentioned replies;

Qualification and response to Auditor's Report:

As described in standalone financial statements, the Company has performed physical verification of property, plant and equipment during the year ended 31 March 2023 in accordance with the phased program of conducting such verification over a period of 3 years. However, the Company is in process of performing related reconciliation of such physical verification with the underlying fixed asset register maintained by the Company. Pending completion of the said reconciliation, we are unable to comment on any adjustment that may be required to the carrying value of such Property, Plant and Equipment as at 31 March 2024. Our opinion on the standalone financial results for the quarter and year ended March 31, 2024 is qualified in respect of this matter.

Management Response: The Company has performed physical verification of property, plant and equipment during the year ended 31 March 2023 in accordance with the phased program of conducting such verification over a period of 3 years. However, the Company is in process of performing related reconciliation of such physical verification with the underlying fixed asset register maintained by the Company. However, the management does not foresee resultant treatment to be material in the financial statements.

Secretarial Audit

Pursuant to the provisions of Section 204 of the Companies Act 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed M/s Sunpreet & Co., Company Secretaries, New Delhi, as its secretarial auditor to undertake the secretarial audit for FY 2023-24. The Secretarial Audit Report is certified by the Secretarial Auditors, in the specified form MR-3 is annexed herewith and forms part of this report and enclosed as **Annexure I**. The Secretarial Auditors have confirmed that your Company has complied with the applicable laws and that there are adequate systems and processes in your Company commensurate with its size and scale of operations to monitor and ensure compliance with the applicable laws. The secretarial audit report does not contain any qualifications, reservations or adverse remarks.

21. Frauds reported by auditor under section 143 (12) other than those which are reportable to the Central Government

There are no such frauds reported by auditor, which are committed against the Company by officers or employees of the Company.

22. Conservation energy, technology and foreign exchange outgo

The particulars of conservation of energy, technology absorption and foreign exchange earnings and outgo in accordance with the provisions of Section 134(3) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts of Companies) Rules, 2014, is annexed herewith and forms part of this Report and enclosed as **Annexure II.**

23. Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2024 is available on the Company's website at www.v2retail.com.

24. Corporate social responsibility

Corporate social responsibility forms an integral part of your Company's business activities. Your Company is a responsible corporate citizen, supporting activities which benefit the society as a whole. In compliance with Section 135 of the Companies Act, 2013 read with Companies (Corporate social Responsibility Policy) Rules, 2014, the Company has adopted a CSR policy which is available at www.v2retail.com.

The annual report on CSR activities pursuant to Rule 8 of Companies (Corporate Social Responsibility Policy) Rules, 2014 is provided in **Annexure – III** to this report.

25. Directors and Key Managerial Personnel

As of 31st March, 2024, your Company's Board had six members comprising of three Executive Directors and three Independent Directors including Woman Director. The details of Board and Committee composition, tenure of directors, and other details are available in the Corporate Governance Report, which forms part of this Annual Report. In terms of the requirement of the Listing Regulations, the Board has identified core skills, expertise, and competencies of the Directors in the context of your Company's business for effective functioning. The key skills, expertise and core competencies of the Board of Directors are detailed in Corporate Governance Report, which forms part of this Annual Report.

During the year under review, following changes took place in the Directorships:

Based on the recommendation of the Nomination and Remuneration Committee (NRC) and the Board, the members of the Company had approved the appointment of Mr. Akash Agarwal (DIN: 03194632) as the Whole Time Director of the Company for a period of 5 years commencing from August 12, 2023 to August 11, 2028 in the Annual General Meeting held on September 29, 2023.

Re-appointment of Director(s)retiring by rotation:

In accordance with provisions of Section 152 of the Act read with Rules made there under, Mr. Akash Agarwal (DIN: 03194632), Whole Time Director is liable to retire by rotation at the 23rd Annual General Meeting "AGM" and being eligible, offers himself for reappointment.

The Board recommends the re-appointment of Mr. Akash Agarwal (DIN: 03194632) as Directors, for your approval. Brief details, as required under Secretarial Standard-2 and Regulation 36 of SEBI Listing Regulations, are provided in the Notice of the ensuing AGM.

Declaration from Independent Directors:

Your Company has received declarations from all the Independent Directors confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Act and Regulation 16(1)(b) of the SEBI Listing Regulations and there has been no change in the circumstances which may affect their status as an Independent Director. The Independent Directors have also given declaration of compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to their name appearing in the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

None of the Directors of the Company is disqualified for being appointed as Director, as specified in Section 164(2) of the Companies Act, 2013 and Rule 14(1) of the Companies (Appointment and Qualification of Directors) Rules, 2014.

Key Managerial Personnel:

As on the date of this report, the following are Key Managerial Personnel ("KMPs") of your Company as per Sections 2(51) and 203 of the Act:

- Mr. Ram Chandra Agarwal, Chairman & Managing Director
- Mrs. Uma Agarwal, Whole-time Director
- Mr. Akash Agarwal, Whole-time Director
- Mr. Pratik Adukia, Chief Financial Officer
- Mr. Manshu Tandon, Chief Executive Officer
- Mr. Shivam Aggarwal, Company Secretary & Compliance Officer

26. Board Familiarization and Training Programme

Prior to the appointment of an Independent Director, the Company sends a formal invitation along with a detailed note on the profile of the Company, the Board structure and other relevant information. At the time of appointment of the Director, a formal letter of appointment which *inter-alia* explains the role, functions, and responsibilities expected of him/her as a Director of the Company is given. The Director is also explained in detail about the various compliances required from him/ her as a director under the various provisions of the Companies Act 2013, SEBI Listing Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015, the Code of Conduct of the Company and other relevant regulations.

A Director, upon appointment, is formally inducted to the Board. In order to familiarise the Independent Directors about the various business drivers, they are updated through presentations at Board Meetings about the performance and Financials of the Company. They are also provided presentations/booklets about the business and operations of the Company.

The Directors are also updated on the changes in relevant corporate laws relating to their roles and responsibilities as Directors. The details of the Board familiarization programme for the Independent Directors can be accessed at www.v2retail.com.

27. Performance evaluation

The Board adopted a formal mechanism for evaluating its performance and as well as that of its committees and individual Directors, including the Chairman of the Board.

A detailed Board effectiveness assessment questionnaire was developed based on the criteria and framework adopted by the Board. The results of the evaluation confirmed a high level of commitment and engagement of the Board, its various Committees and the senior leadership.

The recommendations arising from the evaluation process were discussed at the Independent Directors' meeting, the Nomination and Remuneration Committee meeting and the Board meeting. The same were considered by the Board with a view to optimize the effectiveness and functioning of the Board and its Committees.

28. Number of meetings of the Board

During the year under review, the Board of Directors held 4 (four) meetings on May 25, 2023, August 12, 2023, November 09, 2023, and February 10, 2024. The details of Board Meetings held and attendance of Directors are provided in the Report on Corporate Governance forming part of this report.

29. Separate meeting of Independent Directors

Details of the separate meeting of the Independent Directors held and attendance of Independent Directors therein are provided in the Report on Corporate Governance forming part of this report.

30. Committees of the Board

As required under the Act and the SEBI Listing Regulations, your Company has constituted various statutory committees. As on March 31, 2024, the Board has constituted the following committees/ sub-committees.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholders' Relationship Committee
- Risk Management Committee
- Corporate Social Responsibility Committee
- ESOP Committee

Details of all the above Committees along with composition and meetings held during the year under review are provided in the Report on Corporate Governance forming part of this report.

31. Whistle-blower policy/ vigil mechanism

Your Company believes in the conduct of the affairs of its constituents in a fair and transparent manner by adopting the highest standards of professionalism, honesty, integrity and ethical behaviour.

Pursuant to Section 177(9) of the Act, a vigil mechanism was established for directors and employees to report to the management instances of unethical behaviour, actual or suspected, fraud or violation of the Company's code of conduct or ethics policy. The Vigil Mechanism provides a mechanism for employees of the Company to approach the Chief Ethics Counsellor / Chairman of the Audit Committee of Directors of the Company for redressal. No person has been denied access to the Chairman of the Audit Committee of Directors.

The policy on vigil mechanism may be accessed on the Company's website at https://www.v2retail.com/wp-content/uploads/2018/08/Vigil-Mechanism-and-Whistle-Blower-Policy-1.pdf.

32. Remuneration policy

The remuneration policy of the Company aims to attract, retain and motivate qualified people at the executive and at the board levels. The remuneration policy seeks to employ people who not only fulfil the eligibility criteria but also have the attributes needed to fit into the corporate culture of the Company. The remuneration policy also seeks to provide well-balanced and performance related compensation packages, taking into account shareholder interests, industry standards and relevant regulations.

The remuneration policy ensures that the remuneration to the directors, key managerial personnel and the 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. The remuneration policy is consistent with the 'pay-for-performance' principle. The Company's policy on remuneration and appointment of Board members as mentioned in the Remuneration Policy has been disclosed at the company's website at https://www.v2retail.com/wp-content/uploads/2018/08/Remuneration_Policy-VRL.pdf.

33. Related party transactions

All related party transactions entered into by the Company during the financial year were at arm's length. During the year the Audit Committee had granted an omnibus approval for transactions which were repetitive in nature for one financial year and all such omnibus approvals were reviewed by the Audit Committee on a quarterly basis. Material contracts or arrangements with related parties were entered into during the year under review. All related party transactions were placed in the meetings of Audit Committee and the Board of Directors for the necessary review and approval.

Your Company's policy on related party transactions, as approved by the Board, can be accessed at https://www.v2retail.com/wp-content/uploads/2019/05/Revised-Related-Party-Transaction-Policy.pdf .

Accordingly, the disclosure of Related Party Transactions as required under Section 134(3)(h) of the Companies Act, 2013, in **Form AOC-2** is appended as **Annexure IV** to this report.

34. Particulars of loans, guarantees and investments under Section 186 of the Companies Act, 2013

The particulars of loans, guarantees and investments as per Section 186 of the Act by the Company, have been disclosed in the financial statements.

35. Particulars of employees and managerial remuneration

The statement of disclosure of Remuneration under Section 197(12) of the Act read with the Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 ('Rules') is appended as **Annexure V** to this Report.

The information as per the provisions of Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Rules is provided in a separate annexure forming part of this Report. However, the Annual Report is being sent to the Members of the Company excluding the said annexure. In terms of Section 136 of the Act, the said annexure is open for inspection at the Registered Office as well as Corporate Office of your Company. Any Member interested in obtaining a copy of the said statement may write to the Company Secretary of the Company.

36. Management discussion and analysis and Corporate Governance Report

As per Regulation 34(3) read with schedule V of the SEBI Listing Regulations 2015, Management Discussion Analysis, Corporate Governance Practices followed by your Company, together with a certificate from the Company Secretary in Practice confirming compliance of conditions of Corporate Governance are an integral part of this report.

37. Risk Management system

The Company has developed and implemented a risk management policy which is periodically reviewed by the management. In accordance with Regulation 21 of SEBI Listing Regulations, 2015, the enterprise risk management policy of the Company, which has been duly approved by the Board, is reviewed by the Audit Committee and the Board on a periodic basis. The risk management process encompasses practices relating to identification, assessment, monitoring and mitigation of various risks to key business objectives. Besides exploiting the business opportunities, the risk management process seeks to minimise adverse impacts of risk to key business objectives.

38. Prevention of sexual harassment at workplace

Your Company is committed to provide a work environment which ensures that every woman employee is treated with dignity, respect and equality. There is zero-tolerance towards sexual harassment and any act of sexual harassment invites serious disciplinary action.

The Company has established a policy against sexual harassment for its employees. The policy allows every employee to freely report any such act and prompt action will be taken thereon. The policy lays down severe punishment for any such act. Further, your directors state that during the year under review, there were no cases of sexual harassment reported to the Company pursuant to the sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

39. Industrial Relations

The Company maintained healthy, cordial and harmonious industrial relations at all levels. The enthusiasm and unstinting efforts of Employees have enabled the Company to remain at the leadership position in the industry. It has taken various steps to improve productivity across organization.

The Board also takes this opportunity to express its deep gratitude for the continued co-operation and support received from its valued shareholders.

40. General

Your directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review: -

a) Issue of the equity shares with differential rights as to dividend, voting or otherwise.

b) Issue of shares (including sweat equity shares) to Directors or employees except allotment of shares to respective employees pursuant to ESOP Scheme of the Company.

c) Purchase of or subscription for shares in the Company by the employees of the Company except ESOP.

d) The Company has a material wholly owned subsidiary, and the policy on material subsidiary is uploaded on the website of the Company.

e) Managing Director and Whole Time Directors of the Company does not receive any remuneration or commission from the Subsidiary Company of the Company and there is no holding Company of your Company.

f) Application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016.

41. Directors' Responsibility Statement

Pursuant to the provisions of Section 134(5) of the Act, the Board, to the best of their knowledge and based on the information and explanations received from the management of your Company, confirm that:

a) in the preparation of the Annual Financial Statements, the applicable accounting standards have been followed and there are no material departures;

b) they have selected such accounting policies and applied them consistently and judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;

c) proper and sufficient care has been taken for the 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;

d) the annual financial statements have been prepared on a going concern basis;

e) they have laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively;

f) proper systems have been devised to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

42. Acknowledgements

Your directors would like to acknowledge and place on record their sincere appreciation of all stakeholders – shareholders, bankers, dealers, vendors and other business partners for the excellent support received from them during the year under review. Your directors recognise and appreciate the efforts and hard work of all the employees of the Company and their continued contribution to its progress.

For and on behalf of the Board

Ram Chandra Agarwal
Chairman and Managing Director
DIN: 00491885

Date: July 30, 2024
Place: New Delhi

ANNEXURE-I

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
V2 Retail Limited
Add: Khasra No. 928, Extended Lal Dora Abadi
Village Kapashera, Tehsil Vasant Vihar,
New Delhi-110037

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **V2 Retail Limited** ("hereinafter called as the Company/ Company"). The Company is a listed Company, having CIN: L74999DL2001PLC147724. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, we hereby report that in our opinion, the company has, during the financial year from **01st April, 2023 to 31st March, 2024 ("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 **31st March 2024** according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under along with the provisions of the Companies Act, 1956 to the extent as applicable as amended;

(ii) The Securities Contract (Regulation) Act, 1956 ('SCRA") and the rules made there under as amended;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under as amended;

(iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act')

a. SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended;

b. SEBI (Prohibition of Insider Trading) Regulations, 2015 and Rules there under as amended;

c. SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended;(**Not Applicable**).

d. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on 02nd September, 2015 as amended.

e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended

f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; - (**Not Applicable**)

g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client as amended;

h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; (**Not Applicable**)

i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; (**Not Applicable**)

j. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 as amended;

k. The Employees State Insurance Act, 1948 as amended.

Other laws applicable to the Company has been comply by the Company as per information provided by the company.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

We report that:

a) 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.

b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

c) We have not verified the correctness and appropriateness of the financial statements of the Company

d) Wherever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

e) The compliance of the provisions of the Corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

f) 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.

We have checked the compliance management system of the Company, to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. We believe that the Audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

We further report that, the Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors.

Adequate notice is given to all its directors to schedule the Board Meetings. Agenda and detailed notes on agenda are sent in advance of the meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

Decisions at Board Meeting and Committee Meeting are carried out unanimously as recorded in the minutes of the meeting of the Board of Directors or Committee of the Board, as the case may be.

We further report that during the audit period, there were no instances of:

(i) Public/Rights/Preferential issue of debentures/sweat equity, etc.

(ii) Redemption/Buy back of securities.

(iii) Merger/Amalgamation/Reconstruction.

(iv) Foreign technical collaborations.

For **Sunpreet & Co.**
Company Secretaries

(Sunpreet Singh)
M. No. F11075
C.P. No. 16084
UDIN: F011075F000844831
Firm Unique Code
S2016DE418400

Place: New Delhi
Date: 29.07.2024

Form No. MR-3

SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED March 31, 2024
[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,
The Members,
V2 Smart Manufacturing Private Limited
Address: Plot IN Khasra No. 928, G/F
Village Kapashera, New Delhi-110037

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **V2 Smart Manufacturing Private Limited** ("hereinafter called as the Company/ Company") having CIN: U18209DL2019PTC356730. The Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory Compliances and expressing our opinion thereon.

Based on our verification of the company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31st March, 2024, 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 31st March, 2024 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under along with the provisions of the Companies Act, 1956 to the extent as applicable as amended;

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder as amended;

(iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under as amended;

(iv) Since the company is not listed on any stock exchange and is a closely held family company, the following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') do not apply to the company and consequently the company does not have any records with respect to:

a. SEBI (Substantial Acquisition of Shares and Takeovers) Regulations, 2011 as amended;

b. SEBI (Prohibition of Insider Trading) Regulations, 2015 and Rules there under as amended;

c. SEBI (Issue of Capital and Disclosure Requirement) Regulations, 2018 as amended;

d. Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 notified on 02nd September, 2015 as amended.

e. The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 as amended

f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

g. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client as amended;

h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021;

i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018;

j. The Employees' Provident Funds and Miscellaneous Provisions Act, 1952 as amended;

k. The Employees State Insurance Act, 1948 as amended.

Other laws applicable to the Company has been comply by the Company as per information provided by the company.

We have also examined compliance with the applicable clauses of the Secretarial Standards issued by the Institute of Company Secretaries of India.

However, there are some observations during the audit process that are follows:

1. ***As a matter of interpretation, Private Limited Company being subsidiary of listed Company shall be deemed Public Company, whereas as per Section 134 read with Section 203 of the Companies Act, 2013, the financial statements must be signed by the Chief financial officer and Company Secretary. However, the Company has failed to appoint the Key managerial personnel; the consequence of which Section 134(1) has not complied with.***

2. ***the Company has failed to appoint the Key managerial personnel as prescribed under Section 203 of the Companies Act, 2013.***

We report that:

a) 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.

b) We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.

c) We have not verified the correctness and appropriateness of the financial statements of the Company.

d) Where ever required, we have obtained the Management representation about the Compliance of laws, rules and regulations and happening of events etc.

e) The compliance of the provisions of the Corporate and other applicable laws, rules, regulation, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

f) 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.

We have checked the compliance management system of the Company, to obtain reasonable assurance about the adequacy of systems in place to ensure compliance of specifically applicable laws and this verification was done on test basis. We believe that the Audit evidence which we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

We further report that, the Board of Directors of the Company is constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. ***As a matter of interpretation, Private Limited Company being subsidiary of listed Company shall be deemed Public Company, whereas the Company has failed to appoint the Key managerial personnel as prescribed under Section 203 of the Companies Act, 2013.***

Adequate notice is given to all its directors to schedule the Board Meetings. Agenda and detailed notes on agenda are sent in advance of the meetings and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting for meaningful participation at the meeting.

Majority decision was carried through while the dissenting members' views were captured and recorded as part of the minutes.

We further report that during the audit period, there were no instances of:

(i) Public/Rights/Preferential issue of debentures/sweat equity/ Redemption/Buy back of securities.

(ii) Merger/Amalgamation/Reconstruction.

(iii) Foreign technical collaborations.

for Sunpreet Singh & Associates
Company Secretaries

Place: New Delhi
Date: 29.07.2024

(Sunpreet Singh)
M. No. 43116
C.P. No. 16084
UDIN: F011075F000844864
Firm Unique Code S2016DE418400

ANNEXURE-II

STATEMENT OF PARTICULARS UNDER RULE 8(3) OF THE COMPANIES (ACCOUNTS) RULES, 2014

A. Conservation of energy-

- Steps taken or impact on conservation of energy:

  The Board considers the conservation of energy as one of the most vital point and has taken steps for formulation of policy for energy consumption. During the year under review, further efforts were made to ensure optimum utilization of electricity.
- Steps taken by the Company for utilizing alternate sources of energy: Nil
- Capital invested on energy conservation equipment's: Nil

B. Technology absorption-

- Efforts made towards technology absorption: The Company is implementing the updated software's and other technology in the operations.
- Benefits derived like product improvement, cost reduction, product development or import substitution: Nil
- In case of imported technology (imported during the last three years reckoned from the beginning of the financial year): Nil
  - Details of technology imported - NA
  - Year of import - NA
  - Whether the technology been fully absorbed - NA
  - If not fully absorbed, areas where absorption has not taken place and the reasons thereof - NA
- Expenditure incurred on Research and Development – Nil

C. Foreign Exchange Earnings and outgo

The Company is not indulged into export of goods. No activities relating to exports have been undertaken by the Company during the financial year 2023-24.

Rs. in Lakhs

Particulars	2023-24	2022-23
Foreign Exchange Outgo		
Travelling	17.29	Nil
Consultancy	Nil	Nil
Others (license fee)	Nil	Nil
Imports		
Raw Materials	Nil	Nil
Finished Goods	Nil	Nil
Capital Goods	Nil	Nil
Others	Nil	Nil
Foreign Exchange Earnings		
Earnings in foreign exchange	Nil	Nil

ANNEXURE–III: Annual Report on CSR Activities

1. Brief outline on CSR Policy of the Company: The Corporate Social Responsibility Committee has formulated and recommended to the Board, a Corporate Social Responsibility Policy (CSR Policy), which has been approved by the Board and the policy is available on Companies website under the link: https://www.v2retail.com/wp-content/uploads/2018/08/Corporate-Social-Responsibility-Policy-1.pdf.

   The Company has identified Healthcare, water and sanitation, education, enhancing vocational skills and livelihood enhancement projects programmes and Rural development, social upliftment programs and promotion of art and Culture as core CSR activities.
2. Details of Composition of CSR Committee has been mentioned in the Corporate Governance Report which Form part of the Director's Report.
3. Web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the company.

   https://www.v2retail.com/corporate-social-responsibility-committee/

   https://www.v2retail.com/wp-content/uploads/2018/08/Corporate-Social-Responsibility-Policy-1.pdf
4. Executive summary along with web-link(s) of Impact Assessment of CSR Projects carried out in pursuance of sub-rule (3) of rule 8, if applicable. Not Applicable
5. (a) Average net profit of the Company for last three financial years: Rs. (1609.53) lakhs

   (b) Two percent of average net profit of the company as per section 135(5): NIL

   (c) Surplus arising out of the CSR projects or programmes or activities of the previous financial years: NIL

   (d) Amount required to be set off for the financial year, if any: NIL

   (e) Total CSR obligation for the financial year (5a+5b-5c): NIL
6. (a) Amount spent on CSR Projects (both Ongoing Project and other than Ongoing Project): NIL

   (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 (a+b+c): NIL

   (e) CSR spent or unspent for the financial year 2023-24:

Total Amount Spent for the Financial Year. (in Lakhs)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to section 135(5)		
	Amount.	Date of transfer.	Name of the Fund	Amount	Date of transfer
Not Applicable					

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

Sl. No.	Particular	Amount (in Lakhs)
(i)	Two percent of average net profit of the company as per section 135(5)	Nil
(ii)	Total amount spent for the Financial Year	Nil
(iii)	Excess amount spent for the financial year [(ii)-(i)]	Nil
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	-
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	Nil

7. Details of Unspent Corporate Social Responsibility amount for the preceding three Financial Years:

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under section 135 (6) (in ₹.)	Balance amount in Unspent CSR Account under section 135 (6) (in ₹.)	Amount spent in the reporting Financial Year (in ₹.)	Amount transferred to any fund specified under Schedule VII as per section 135(6), if any.		Amount remaining to be spent in succeeding financial years (₹ In Lakhs)	Deficiency if any
					Amount (in Rs)	Date of transfer		
1.	2020-21	Not Applicable						
2.	2021-22							
3.	2022-23							

8. Whether any capital assets have been created or acquired through Corporate Social Responsibility amount spent in the Financial Year: Not Applicable

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

On behalf of the Board
V2 Retail Limited

Ram Chandra Agarwal
(Chairman and Managing Director)
DIN 00491885

Archana Surendra Yadav
(Chairperson - CSR Committee)
DIN 07335198

Date: July 30, 2024
Place: New Delhi

ANNEXURE – IV

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014.

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.

1. Details of contracts or arrangements or transactions not at arm's length basis: NIL

2. Details of material contracts or arrangements or transactions at Arm's length basis.

Name (s) of the related party & nature of relationship	V2 Smart Manufacturing Private Limited (Wholly Owned Subsidiary)
Nature of contracts/ arrangements/ transactions	Purchases of Traded goods
Duration of the contracts/ arrangements/ transactions	One Year
Silent terms of the contracts or arrangements or transactions including the value, if any	Rs. 19020.12 Lakhs
Date(s) of approval by the Board, if any	February 09, 2023
Amount paid as advances, if any	Rs. 2873.67

On behalf of the Board

V2 Retail Limited
Ram Chandra Agarwal
(Chairman and Managing Director)
DIN 00491885

Date: July 30, 2024
Place: New Delhi

ANNEXURE – V

Statement of Disclosure of Remuneration under Section 197(12) of the Companies Act, 2013 and Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

i. **Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year 2023-24**

Sl. No.	Name	Ratio of Median Remuneration
1	Mr. Ram Chandra Agarwal	45.45
2	Mrs. Uma Agarwal	45.45
3	*Mr. Akash Agarwal	45.45
4	Mr. Arun Kumar Roopanwal	NA
5	Mrs. Archana Surendra Yadav	NA
6	Mr. Srinivas Anand Mannava	NA

*Appointed as whole-time director w.e.f. 12.08.2023

ii. **Percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary, if any, in Financial Year 2023-24**

Sl. No.	Name	Designation	% Increase/ (decrease) in remuneration
1	Mr. Ram Chandra Agarwal	Chairman & Managing Director	-
2	Mrs. Uma Agarwal	Whole Time Director	-
3	Mr. Akash Agarwal	Whole Time Director	-
4	Mr. Arun Kumar Roopanwal	Independent Director	NA
5	Mrs. Archana Surendra Yadav	Independent Director	NA
6	Mr. Srinivas Anand Mannava	Independent Director	NA
7	Mr. Pratik Adukia	CFO	21.90
8	Mr. Manshu Tandon	CEO	7.27
9	Mr. Sudhir Kumar	Company Secretary & Compliance Officer	31.17

iii. Percentage increase/(decrease) in the median remuneration of employees in the financial year: 4.55%

iv. Number of permanent employees on the rolls of Company as on March 31, 2024: 3350

v. Average percentiles 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;

The average increases in salaries of employees other than managerial personnel in Financial Year 2023-24 was 10.00%. Percentage increase in the KMP, other than Directors, managerial remuneration for the year was 20.11%.

vi. Affirmation that the remuneration is as per the remuneration policy of the Company

The Company's remuneration policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavours to attract, retain, develop and motivate a high-performance staff. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms remuneration is as per the remuneration policy of the Company.

CORPORATE GOVERNANCE REPORT

COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Effective corporate governance practices constitute the strong foundation on which successful commercial enterprises are built to last. The Company's philosophy on corporate governance oversees business strategies and ensures fiscal accountability, ethical corporate behaviour and fairness to all stakeholders comprising employees, investors, customers, regulators, suppliers and the society at large. Strong leadership and effective corporate governance practices have been the Company's hallmark.

Good governance practices stem from the culture and mindset of the organisation and at V2 Retail Limited we are committed to meet the aspirations of all our stakeholders. Our customers have benefited from products having value which is available at the most competitive prices.

The Company is in compliance with the requirements stipulated under Regulations 17 to 27 read with Schedule V and clauses (b) to (i) and (t) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

The Company lays a strong emphasis on ethical corporate citizenship and the establishment of good corporate culture. The corporate governance process and systems has gradually strengthened over the years. The Company endeavours not only to meet the statutory requirements in this regard but also to go well beyond them by instituting such systems and procedures as are in accordance with the latest global trends of making management completely transparent and institutionally sound.

The Company at the same time ensures full compliance with regulatory disclosure requirements. The Company further believes that the concept of corporate governance is founded upon the core values of transparency, empowerment, accountability, independent monitoring, and environmental consciousness. The Company has always given its best efforts to uphold and nurture these core values across all operational aspects.

BOARD OF DIRECTORS

The Board of Directors ('the Board') is the apex body, constituted by the shareholders, for overseeing the Company's overall functioning. The provides strategic direction, leadership and guidance to the Company Management as also monitors the performance of the Company with the objective of creating long-term value for the various stakeholders and the Company. The Board plays a pivotal role in ensuring good governance. The Board's role, functions, responsibility, and accountability are clearly defined in this regard.

The Board meeting is conducted at least once in every quarter to discuss the performance of the Company and its Quarterly Financial Results, along with other corporate matters. The Board also meets to consider other business(es), whenever required, from time to time. Agenda of the business(es) to be transacted at the Board Meeting along with explanatory notes thereto are drafted and circulated well in advance to the Board of Directors of the Company. The Company always ensures that Board members are presented with all the relevant information on vital matters affecting the working of the Company including the information as inter-alia specified under Part A of Schedule II of Regulation 17(7) of the SEBI Listing Regulations, 2015. Every Board Member is free to suggest the inclusion of any item on the agenda and hold due discussions thereto. The Chairman, Managing Director and Whole-time Directors are assisted by the CEOs/CFO/senior managerial personnel in overseeing the functional matters of the Company.

The Board reviews its strength and composition from time to time to ensure that it remains aligned with statutory as well as business requirements.

a. Composition of the Board

During the year under review, the composition of the Board was in conformity with Regulation 17 of the SEBI Listing Regulations read together with Section 149 and 152 of the Act and rules framed thereunder. As on March 31, 2024, the Board consisted of 6 (Six) Directors, out of which 3 (Three) Directors (50%) were Executive Directors. The Company has an Executive-Chairman and 3 Independent Directors ('IDs'), including 1 (One) Women ID. All IDs have confirmed in accordance with Regulation 25(8) of the SEBI Listing Regulations that they meet the independence criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations and Section 149 of the Act and the Rules framed thereunder. The IDs have further stated that they are unaware of any circumstance or situation, which exists or may be reasonably anticipated, that could impair or impact their ability to discharge their duties with an objective independent judgement and without any external influence. Based on the disclosures received from all the IDs and as determined at the Board Meeting held on May 30, 2024, the Board is of the opinion that the IDs fulfil the Conditions of Independence as specified in the Act, the SEBI Listing Regulations and that they are independent of the Management.

The Composition of the Board and category of Directors are as under:

Name and Category of Directors			
Promoter Directors (Executive Directors)		Non–Executive Independent Directors	
1	Mr. Ram Chandra Agarwal	1	Dr. Arun Kumar Roopanwal
2	Mrs. Uma Agarwal	2	Mrs. Archana Surendra Yadav
3	Mr. Akash Agarwal	3	Mr. Srinivas Anand Mannava

None of the Directors on the Board hold the office of Director in more than 20 companies, including 10 public companies, as disclosed under Section 184 of the Act read with Rules framed thereunder. None of the IDs serve as IDs in more than seven listed entities and none of the IDs are WTDs/EDs/ Managing Directors in any listed entity. Furthermore, none of the WTDs of the Company serve as IDs in more than three listed entities. In accordance with Regulation 26 of the SEBI Listing Regulations, none of the Directors are members in more than 10 committees or act as Chairperson of more than 5 committees (the committees being, Audit Committee and Stakeholders' Relationship Committee) across all public limited companies in which he/she is a director. All Non-Independent Directors on the Board are liable to retire by rotation.

b. Number of Board meetings and the Directors present therein

During the financial year ended 31st March, 2024, The Board of Directors held 4 (Four) meetings, as follows:

Details of board meetings held during the financial year and the number of Directors present			
Sl. No.	Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors Present
1	May 25, 2023	6	5
2	August 12, 2023	6	6
3	November 09, 2023	6	6
4	February 10, 2024	6	6

The maximum time gap between any two meetings was less than 120 days as prescribed under regulation 17(2) of SEBI Listing Regulations, 2015. Video conferencing facilities are also used to facilitate Directors at other locations to participate in the Board Meetings.

Agenda of the Meeting of Board of Directors/committees are circulated among the Directors/invitees; well in advance, in a structured format except unpublished price sensitive information. All material information is incorporated in the agenda papers to facilitate meaningful and focused discussions at the meeting. Where it is not practical to attach any document to the agenda, the same is tabled before the meeting with specific reference to this effect in the agenda and approval for the same is taken from the Board/committees as applicable. In special and exceptional circumstances, additional or supplementary item(s) on the agenda are permitted.

c. Attendance of Directors at Board meetings, last Annual General Meeting, relationship with other Directors and number of Directorships held, Chairmanship or memberships of committees of each Director in various companies as at March 31, 2024.

Details of Board Meetings held during the financial year and the number of Directors present:

Sl. No.	Name of Director & DIN	Position	Relationship with other Directors	Date of Joining	Number of Board Meetings attended	Number of Directorship as on March 31, 2024, in other company*	Number of Committee positions held**		Attendance at the last AGM	Directorship in other listed entities
							Chair-person	Mem-ber		
1.	Mr. Ram Chandra Agarwal 00491885	Managing Director & Executive Promoter	Husband of Mrs. Uma Agarwal & Father of Mr. Akash Agarwal	23.07.2001	4	6	-	2	√	-
2.	Mrs. Uma Agarwal 00495945	Executive Promoter Director	Wife of Mr. Ram Chandra Agarwal & Mother of Mr. Akash Agarwal	23.07.2001	4	7	-	1	√	-
3.	Mr. Akash Agarwal 03194632	Executive Promoter Director	Son of Mr. Ram Chandra Agarwal & Mrs. Uma Agarwal	29.09.2017	3	4	-	-	-	-
4.	Dr. Arun Kumar Roopanwal 00406817	Independent Director	N.A.	27.01.2020	4	-	1	1	√	-
5.	Mrs. Archana Surendra Yadav 07335198	Independent Director	N.A.	27.01.2020	4	3	3	2	√	Resonance Specialties Limited & J. Kumar Infraprojects Limited
6.	Mr. Srinivas Anand Mannava 09361339	Independent Director	N.A.	10.02.2023	4	-	-	1	√	-

*Other directorships do not include alternate directorships, Section 25/8 companies and companies incorporated outside India.

** In accordance with Regulation 26 of the SEBI Listing Regulations, 2015, Chairmanships / Memberships of Board Committees include only Audit and Stakeholders Relationship Committees of public limited companies (Listed & Unlisted) only.

Appointed as Whole Time Director w.e.f. 12.08.2023

d. Shares held by the Non – Executive Directors as on March 31, 2024

Sl. No.	Name of the Director	Category of Director	Number of Shares
1.	Dr. Arun Kumar Roopanwal	Independent Director	-
2.	Mrs. Archana Surendra Yadav	Independent Director	-
3.	Mr. Srinivas Anand Mannava	Independent Director	-

There is no pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity other than receipt of sitting fees for the meetings of Board and its Committees and their shareholding, if any, in the Company.

e. Skills/expertise/competencies of the Board of Directors

The Board is satisfied that the current composition reflects an appropriate mix of knowledge, skills, experience, diversity, and independence. The Board provides leadership, strategic guidance, objective, and an independent view to the Company's management while discharging its fiduciary responsibilities, thereby ensuring that the management adheres to high standards of ethics, transparency, and disclosure. The Board periodically evaluates the need for change in its composition and size. The Company requires skills/ expertise/competencies in the areas of strategy, finance, leadership, technology, governance, human resources, etc. to efficiently carry on its core businesses.

The Board has identified the following skills/expertise/ competencies fundamental for the effective functioning of the Company which are currently available with the Board:

Name of the Director	BROAD PARAMETERS (Core Skill/Expertise/Competencies)							
	Financial & Accounting Knowledge	Strategic Expertise	Risk Governance	Legal & Corporate Governance expertise	Retail Skills	Management Skills	Sustainability & CSR	Quality & Safety
Mr. Ram Chandra Agarwal	√	√	√	√	√	√	√	√
Mrs. Uma Agarwal	√	√	√	-	√	√	√	√
Mr. Akash Agarwal	√	√	√	√	√	√	√	√
Dr. Arun Kumar Roopanwal	√	√	√	√	√	√	√	√
Mrs. Archana Surendra Yadav	√	√	√	√	√	√	√	-
Mr. Srinivas Anand Mannava	√	√	√	√	√	√	√	√

f. Familiarization programme for Independent Directors

The Company has initiated a familiarization programme for the Independent Directors as required under Regulation 25(7) of the SEBI Listing Regulations 2015.

Independent Directors are regularly informed and updated on the business activities of the Company by providing them with the details of businesses of the Company as well as details of competitors, changes in relevant laws, their duties/responsibilities and liabilities as a director. Such information enables the Independent Directors to be familiarized with the Company's operations and the industry at large. The Company had also organized retail stores visits for the Independent Directors as a part of the familiarization programme.

Web link for familiarisation programmes imparted to independent directors: - www.v2retail.com

g. The role of Company Secretary in the overall governance process

The Company Secretary plays a vital role in ensuring that Board procedures are followed and regularly reviewed. The Company Secretary ensures that all relevant information, details, and documents are made available to the Directors and the senior management for effective decision making at the meeting.

h. Compliance

The Company Secretary is required to ensure adherence to all the applicable laws and regulations primarily the Companies Act, 2013 read with the rules thereunder and SEBI Listing Regulations, 2015; besides preparing the agenda, the notes on the agenda and minutes of the meeting, among others. The Company Secretary establishes and regularly monitors the compliance mechanism in place to carry out effective and timely compliance of relevant laws, rules and regulations.

A composite report of statutory compliances of all applicable laws, rules, and regulations among others along with the Certificates of Compliance duly signed by the respective heads of Department are placed before the Board on a quarterly basis. The Company has a dedicated team to monitor the compliance system and in turn is responsible for checking and reviewing the reports and preparing the Composite Compliance report. Based on the reports and certificates, a certificate of statutory compliances duly signed by the CEO/CFO is also placed before the Board during the year under review.

The Audit Committee and the Board of Directors review the compliance reports of the laws applicable to the Company as well as instances of non–compliances, if any, together with their possible impacts on the business, if any. A strict internal audit system is also in place to monitor and certify the compliance system.

The Company has complied with all the mandatory requirements of SEBI Listing Regulations, 2015.

i. Presentation by the management

Before putting on record the quarterly/annual financial results of the Company, a presentation is made before the Board on operations of the Company including corporate matters, initiatives taken for sales promotion and all other matters having impact on the business of the Company.

j. Succession plan

The Nomination & Remuneration Committee works with the Board on the leadership succession plan to ensure orderly succession in appointments to the Board and in the senior management. The Company strives to maintain an appropriate balance of skills and experience, within the organization and the Board, in an endeavour to introduce new perspectives, whilst maintaining experience and continuity. By integrating workforce planning with strategic business planning, the Company deploys the necessary financial and human resources to meet its objectives. Succession planning and elevation within the organization, fuel the ambitions of its talent force, to earn future leadership roles.

k. Whistle-blower/ Vigil mechanism

The Company believes in the conduct of the affairs of its various constituents fairly and transparently by committing the highest standards of professionalism, honesty, integrity and ethical behaviour. In line with this commitment, This Whistle Blower/Vigil Mechanism Policy ("the Policy") has been formulated to provide a mechanism for all stakeholders, including Directors, Employees, Customers, Vendors, Associates and Suppliers of the Company to raise concerns about suspected frauds, any violations of legal/ regulatory requirements or code of conduct/ policy of the Company, incorrect or misrepresentation of any financial statements and reports, etc.

This Policy is to encourage V2s stakeholders who have concerns about suspected misconduct to come forward and report any actual or potential unethical practices in violation of the code of conduct or the applicable laws, without fear of retaliation, punishment or unfair treatment.

The Audit Committee is empowered to monitor the functioning of the mechanism. It reviews the status of complaints received under this policy. The Committee has, in its report, affirmed that no personnel have been denied access to the Audit Committee.

The policy provides a mechanism whereby whistle-blowers may send protected disclosures directly to the Chairperson of the Audit Committee or Vigilance Officer. The Policy is available on the website of the Company i.e. www.v2retail.com.

l. Criteria for selection of Directors

The selection process of Board members is dependent on several parameters. The Company recognizes and embraces the benefits of having a diverse Board and believes that it will enhance the quality of the decisions of the Board by utilizing their varied skills, qualifications, professional experience, gender, knowledge, among others, of the members of the Board, which is necessary for achieving sustainable and balanced growth of the Company.

The Nomination and Remuneration Committee, in consultation with the Chairman of the Board, suggests appointment of suitable professionals who may be inducted into the Board. Upon fulfilment of the parameters, the Directors are appointed.

m. Terms and conditions for appointment of Independent Directors

The terms and conditions of appointment of the Independent Directors are subject to the provisions of the applicable laws, including the Companies Act, 2013, SEBI Listing Regulations 2015 along with the Articles of Association of the Company. Each Independent Director is issued a letter specifying the details of appointment at the time of joining. Every Independent Director sign a declaration to confirm that he/she fulfils all the conditions for being an Independent Director as laid down under the law.

n. Board diversity policy

The Company acknowledges the importance of diversity in its broadest sense in the Boardroom as a driver of Board effectiveness. Diversity encompasses diversity of perspective, experience, education, background, ethnicity and personal attributes. The Company recognizes that gender diversity is a significant aspect of diversity and acknowledges the role that directors with the right skills and experience can play in contributing to diversity of perspective in the Boardroom.

The Committee shall review and evaluate Board composition to ensure that the Board and its Committees have the appropriate mix of skills, experience, independence and knowledge to ensure their continued effectiveness. In doing so, it will take into account diversity, including diversity of gender, amongst other relevant factors.

The Committee shall monitor and periodically review the Board Diversity and recommend to the Board so as to improve one or more aspects of its diversity and measure progress accordingly.

The Board of Directors of the Company has an optimum combination of Executive and Non-Executive Directors, and Women Directors. The composition of the Board is in accordance with requirements of the Articles of Association of the Company, the Companies Act, 2013, SEBI Listing Regulations, 2015 and all other Statutory, Regulatory and Contractual obligations of the Company.

o. Board evaluation policy

The Board of Directors has carried out an annual evaluation of its own performance, board committees, and individual directors pursuant to the provisions of the Act and SEBI Listing Regulations, 2015.

The performance of the board was evaluated by the Board after seeking inputs from all the directors on the basis of criteria such as the board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the Board after seeking inputs from the committee members on the basis of criteria such as the composition of committees, effectiveness of committee meetings, etc.

The above criteria are broadly based on the Guidance Note on Board Evaluation issued by the Securities and

Exchange Board of India on January 5, 2017. In a separate meeting of Independent Directors, performance of non-independent directors, the Board as a whole and Chairman of the Company was evaluated, taking into account the views of executive directors and non-executive directors.

The Board and the Nomination and Remuneration Committee reviewed the performance of individual directors on the basis of criteria such as the contribution of the individual director to the board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

At the board meeting that followed the meeting of the independent directors and meeting of Nomination and Remuneration Committee, the performance of the Board, its committees, and individual directors was also discussed. Performance evaluation of independent directors was done by the entire Board, excluding the independent director being evaluated.

p. Post -meeting follow-up mechanism

The important decisions taken at the Board/Board-level Committee meetings are promptly communicated to the concerned departments/divisions. A report on the action taken on the decisions/suggestions of the previous meeting(s) is placed at the immediately succeeding meeting of the Board/committee for noting the same.

COMMITTEES OF THE BOARD

With an objective to have a more focused attention on various facets of business, better accountability and ensuring compliances, the Board has constituted under mentioned committees which complies with the requirements of the Companies Act, 2013 as well as SEBI Listing Regulations, 2015.

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee
5. Risk Management Committee
6. ESOP Committee

Each of these committees has been mandated to operate within a given framework. The details of composition of the above-mentioned committees are available on the company's website www.v2retail.com.

All the recommendations of the various mandatory committees were accepted by the Board.

1. Audit Committee

The Audit Committee acts as the link between the statutory auditors, the internal auditors, and the Board of Directors of the Company.

The terms of reference of the Audit Committee are as per the guidelines set out in Regulation 18 of the SEBI Listing Regulations, 2015 read with Section 177 of the Companies Act, 2013.

The Company has a well-defined and structured internal audit control system to ensure reliability of operational and financial information, statutory/ regulatory compliances, and safeguard of the assets of the Company.

The internal audit department governs its audit through modules/checklists to carry out process wise audit and to ensure effective discharges of their duties and compliance with SEBI Listing Regulations, 2015. The Audit process being used by Internal Audit Department is also reviewed from time to time with a view to bring it in line with the regulatory framework.

The representatives of statutory auditors are permanent invitees to the audit committee meeting. The Chairman & Managing Director is the member of the audit committee and CFO attends the Audit Committee as special invitees.

As on March 31, 2024, the Audit Committee comprises four (4) Directors out of whom three (3) are Independent Directors.

The Audit Committee held 4 (Four) meetings during the year on May 25, 2023, August 12, 2023, November 9, 2023, and February 10, 2024.

The Chairman of the Committee was duly present in Annual General Meeting held on September 29, 2023.

The gap between any two meetings did not exceed 120 days complying with the Companies Act, 2013 and provisions of SEBI Listing Regulations, 2015. The functions of the committee include:

- Overseeing the 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 statutory auditors of the Company;
- Approval of payment to statutory auditors for any other services rendered by them;
- Reviewing, with the management, the annual financial statements and 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 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; Qualifications in the draft audit report; if any.
- 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 raised through an issue (public issue, rights issue, preferential issue, among others), 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 or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Reviewing and monitoring the auditor's independence, performance and effectiveness of the audit process;
- Approval or any subsequent modification of transactions of the Company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the Company, wherever necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- 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;
- Discussion with internal auditors of any significant findings and follow-up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud, irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;
- Discussion with statutory auditors, before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- 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;
- Reviewing the functioning of the vigil mechanism and whistle-blower mechanism;
- Approval of appointment of CFO (i.e., Chief Financial Officer or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background among others of the candidate;
- Carrying out any other function mentioned in the terms of reference of the Audit Committee;
- Reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower;
- Consider and comment on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders;
- Reviewing the following information:

Management discussion and analysis of financial condition and results of operations; Management letters/letters of internal control weaknesses issued by the statutory auditors; Internal audit reports relating to internal control weaknesses; Appointment, removal, and terms of remuneration of the chief internal auditor and Statement of deviations:

(a) Quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).

(b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

Composition of the Committee and attendance of the Members at the meetings held during the year:

Name of the Member	Designation in the Committee	Directorship	Particular of Attendance	
			No. of meetings held during the Members' Tenure	No. of meetings attended by the Member
#Mrs. Archana Surendra Yadav	Chairperson	Independent Director	4	4
Mr. Ram Chandra Agarwal	Member	Executive Director	4	4
Mr. Arun Kumar Roopanwal	Member	Independent Director	4	4
##Mr. Srinivas Anand Mannava	Member	Independent Director	3	3

Designated as Chairperson w.e.f. 25.05.2023

Appointed as Member w.e.f. 25.05.2023

2. Nomination and Remuneration Committee

The Nomination and Remuneration Committee is constituted in compliance with the requirements of Regulation 19 of SEBI Listing Regulations, 2015 read with the provisions of Section 178 of the Companies Act, 2013. The Nomination and Remuneration Committee recommends the nomination of Directors and carries out evaluation of performance of individual Directors.

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Key Managerial Personnel, Senior Management, and their remuneration and for performance evaluation of Independent Directors.

The Committee comprises three (3) Independent Directors as on March 31, 2024.

During the financial year 2023-24, the Nomination and Remuneration Committee had met 2 (two) times i.e., May 25, 2023 & August 12, 2023.

The Chairman of the Committee was duly present at the Annual General Meeting held on September 29, 2023.

The functions of the Committee include:

- To formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to remuneration of the Directors, key managerial personnel and other employees.
- For every appointment of an independent director, the Nomination and Remuneration Committee shall evaluate the balance of skills, knowledge, and experience on the Board and on the basis of such evaluation, prepare a description of the role and capabilities required of an independent director. The person recommended to the Board for appointment as an independent director shall have the capabilities identified in such description. For the purpose of identifying suitable candidates, the Committee may:

  a. uses the services of an external agencies, if required;

  b. considers candidates from a wide range of backgrounds, having due regard to diversity; and

  c. considers the time commitments of the candidates.
- To formulate criteria for evaluation of Independent Directors and the Board.
- To devise a policy on Board diversity.
- To identify persons who are qualified to become a director and who may be appointed in senior management.
- To evaluate, review and recommend to the Board, the remuneration of the Executive Directors, striking a balance between the performance and achievement.
- Whether to extend or continue the terms of appointment of Independent Directors, on the basis of the report of performance evaluation of Independent Directors.
- To recommend to the board, all remuneration, in whatever form, payable to senior management.

Composition of the Committee and attendance of the Members at the meetings held during the year:

Name of the Member	Designation in the Committee	Directorship	Particular of Attendance	
			No. of meetings held during the Members' Tenure	No. of meetings attended by the Member
Dr. Arun Kumar Roopanwal	Chairman	Independent Director	2	2
Mrs. Archana Surendra Yadav##	Member	Independent Director	2	2
#Mr. Srinivas Anand Mannava	Member	Independent Director	1	1
##Akash Agarwal	Member	Director	1	0

Appointed as Member w.e.f. 25.05.2023

Ceased as Member w.e.f. 25.05.2023

Remuneration Policy

This remuneration policy has been prepared pursuant to the provisions of Section 178(3) of the Companies Act, 2013 ('Act') and Regulation 19 read with Part D of Schedule II of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations'). In case of any inconsistency between the provisions of law and this remuneration policy, the provisions of the law shall prevail and the company shall abide by the applicable law.

Executive Directors

The Nomination and Remuneration Committee takes into account experience, qualification and prevailing industry practices before giving its recommendations to the Board. The Board, based on the recommendations, decides the quantum of remuneration to be paid to Executive Directors, subject to approval by the shareholders in terms of the provisions of the Companies Act, 2013, read with Schedule V thereof. The Committee aims to reward stellar performances on a periodical basis.

The Company has entered into agreement with each of the Executive Directors which may be terminated by either party by giving to the other party one months' notice of such termination.

Non-Executive Directors

The Non – Executive/ Independent Director of the Board shall be entitled for sitting fees for attending the meeting of the Board or Committees thereof. The sitting fees paid to the Directors are within the limits prescribed under the Companies Act, 2013. An Independent Director shall not be eligible to get any stock options and also shall not be eligible to participate in any shares-based payment schemes of the Company. The Non – Executive Independent Director do not have any material pecuniary relationship or transactions with the Company. Tenure of Independent Directors is for 5 (Five) years from the date of appointment. There is no separate provision for payment of severance fees and a criterion of making payments to non-executive directors is available on the website of the Company i.e. www.v2retail.com

The aggregate sitting fees paid to Non-Executive Independent Directors for the FY 2023-24 amounted to Rs. 9 Lacs (excluding GST). Since, all the meetings were attended by the Non-Executive Directors via Video Conferencing only therefore no material expenses were incurred by the Independent Directors for attending the meeting and therefore no reimbursement in this regard took place.

Performance evaluation criteria for Independent Directors

As per the provisions of SEBI Listing Regulations, 2015 the Nomination and Remuneration Committee lays down the criteria for performance evaluation of Independent Directors and the Board. The Committee formulates evaluation criteria for the Independent Directors which is broadly based on:

- Knowledge to perform the role;
- Time and level of participation; Level of oversight; and
- Professional conduct and independence.

In terms of Section 134 of the Companies Act 2013, the Directors' Report also includes a statement indicating the process in which the Board has done formal annual evaluation of its own performance, performance of Committees and individual Directors of the Company.

Company also conducts familiarisation programme for Independent Directors covering business overview, store visits, operational updates & such other matters.

3. Stakeholders Relationship Committee

The Stakeholders' Relationship Committee of the Board was constituted in compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation

20 of the SEBI Listing Regulations, 2015. This Committee deals with stakeholder relations and grievances raised by the investors in a timely and effective manner and to the satisfaction of investors. The Committee oversees the performance of the Registrar and Share Transfer Agents of the Company relating to investor services and recommends measures for improvement.

The Committee held 1 (One) meeting during the year on May 25, 2023.

The functions of the committee include:

- Approval of transfer/transmission/consolidation of securities of the Company;
- Overseeing of the performance of the registrar and share transfer agents of the Company;
- Redressal/resolving the grievances of the security holders of the Company related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividend, among others, issue of new/duplicate certificates, general meetings;
- Review of measures taken for effective exercise of voting rights by shareholders;
- Review of adherence to the service standards adopted by the listed entity in respect of various services being rendered by the Registrar & Share Transfer Agent;
- 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;
- Disposal of old stationeries of dividend warrants, among others;
- Issue of duplicate share certificates;
- Recommending upgradation measures for the standard of service to investors;
- Any other matter(s) out of and incidental to these functions and such other acts assigned by the Board.

Composition of the Committee and attendance of the Members at the meetings held during the year:

Name of the Member	Designation in the Committee	Directorship	Particular of Attendance	
			No. of meetings held during the Members' Tenure	No. of meetings attended by the Member
Dr. Arun Kumar Roopanwal	Chairman	Independent Director	1	1
Mrs. Uma Agarwal	Member	Executive Director	1	1
Mrs. Archana Surendra Yadav	Member	Independent Director	1	1
Mr. Ram Chandra Agarwal	Member	Executive Director	1	1

Mr. Shivam Aggarwal, Company Secretary of the Company is the Compliance Officer as per the SEBI Listing Regulations, 2015. Details of the complaints received and redressed/disposed during the year ended March 31, 2024, are as follows:

Nature of Complaint	Pending as on 1st April 2023	Received During the Year	Disposed during the year	Pending as on 31st March 2024
Investor Complaints	0	0	0	0

4. Corporate Social Responsibility Committee

In accordance with Section 135 of the Companies Act, 2013 read with (Corporate Social Responsibility Policy) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being enforce), the Corporate Social Responsibility (CSR) Committee has been constituted by the Board of Directors to formally look into the CSR activities of the Company in line with requirements of the Companies Act, 2013. The Committee's prime responsibility is to assist the Board in discharging its social responsibilities by way of formulating and monitoring implementation of the framework of 'Corporate Social Responsibility Policy'.

The committee has held 2 (Two) meetings during the year on May 25, 2023 and August 12, 2023.

The Committee is delegated and empowered to do the following:

- Formulate and recommend to the Board, a corporate social responsibility policy which shall indicate the CSR activities to be undertaken by the Company in areas or subject specified in Schedule VII of the Companies Act, 2013;
- Recommend the amount of expenditure to be incurred on the CSR activities;
- Monitor the expenses incurred as per the CSR policy of the Company from time to time;
- Any other matters as may be considered expedient by the members in furtherance of and to comply with the CSR policy of the Company.

The Company has adopted a CSR policy which indicates the activities to be undertaken by the Company as specified in Schedule VII to the Act. The policy, including overview of projects or programs proposed to be undertaken, is provided on the Company's website at https://www.v2retail.com/wp-content/uploads/2018/08/Corporate-Social-Responsibility-Policy-1.pdf

Composition, category of Directors and number of meetings attended:

Name of the Member	Designation in the Committee	Directorship	Particular of Attendance	
			No. of meetings held during the Members' Tenure	No. of meetings attended by the Member
Mrs. Archana Surendra Yadav	Chairperson	Independent Director	2	2
Mr. Ram Chandra Agarwal	Member	Executive Director	2	2
Mr. Akash Agarwal	Member	Executive Director	2	1
Dr. Arun Kumar Roopanwal	Member	Independent Director	2	2

5. RISK MANAGEMENT COMMITTEE

The Company has constituted a Risk Management Committee in accordance with provisions of Regulation 21 of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Section 134 of the Companies Act, 2013.

The committee has held 3 (Three) meetings during the year on August 12, 2023, November 09, 2023 and February 10, 2024.

Composition, category of Directors and number of meetings attended:

Name of the Member	Designation in the Committee	Directorship	Particular of Attendance	
			No. of meetings held during the Members' Tenure	No. of meetings attended by the Member
#Dr. Arun Kumar Roopanwal	Chairperson	Independent Director	3	3
##Mr. Akash Agarwal	Member	Executive Director	3	3
*Mr. Manshu Tandon	Member	Executive Member	3	3
###Mr. Srinivas Anand Mannava	Member	Independent Director	3	3

Designated as Chairperson w.e.f. 25.05.2023.
Designated as Member w.e.f. 25.05.2023.
* Mr. Manshu Tandon is designated as CEO of the Company.
Appointed as Member w.e.f. 25.05.2023.

The Committee is delegated and empowered to do the following:

- Monitoring and reviewing of the risk management plan of the Company;
- Review/monitor the cyber security/cyber risk to the Company's business;
- To formulate a detailed risk management policy which shall include:
  a. A framework for identification of internal and external risks specifically faced by the listed entity, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.
  b. Measures for risk mitigation including systems and processes for internal control of identified risks.
  c. Business continuity plan.
- To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;
- To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

- To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;
- To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;
- The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee.
- The Committee has the powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise,

6. ESOP Committee

The Board of Directors of the Company has also constituted an ESOP allotment Committee, the said Committee has been constituted with the primary objective/function of allotment of equity shares to the employees of the Company upon exercise of ESOP Options under Company's ESOP Scheme, 2016.

The Composition, category of Directors and number of meetings held of the said committee during are as under:

Name of the Member	Designation in the Committee	Directorship	Particular of Attendance	
			Meetings held	Attendance at the Meeting
Mr. Ram Chandra Agarwal	Chairperson	Executive Director	1	1
Mrs. Uma Agarwal	Member	Executive Director	1	1
Mr. Akash Agarwal	Member	Executive Director	1	1

7. Separate meeting of the Independent Directors

During the year under review, a separate meeting of Independent Director's was held on March 30, 2024 as required under Schedule IV (Code of Independent Directors) of the Companies Act, 2013, and Regulation 25(3) of the SEBI Listing Regulations, 2015 inter alia to:

- Review the performance of Non - Independent Director's and the Board as a whole;
- Review the Performance of the Managing Director of the Company, taking in to account the views of Non – Executive Directors;
- Assess the quality, quantity and timeline of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.
- Develop understanding of Company's people and its key stakeholders.

SENIOR MANAGEMENT

S. No.	Name of Dept. Head (s)	Dept. Name
1	Surinder Kumar	Administration
2	Pardeep Jajoria	Allocation, Replenishment & Planning
3	Abhishek Khemka	Sourcing and Production
4	Pratik Adukia	Finance & Buying & Merchandising
5	Amarnath Yadav	Finance & Accounts, Taxation
6	Manoranjan Senapati	Human Resource Officer
7	#Shivam Aggarwal	Legal & Secretarial
8	Nikhil Chokra	Information Technology
9	Anupam Kumar Singh	MDM
10	Yogesh Kumar	MIS
11	Sunil Kumar	Production
12	Shakti Prasad Mohanty	Business development & Project
13	Pappu Kumar	Retail Operations
14	Rajnish Singh	Internal Audit/Inventory

#Shivam Aggarwal, was appointed as Company Secretary & Compliance Officer on May 30, 2024.

REMUNERATION TO DIRECTORS

The details of sitting fees paid to Independent Directors during the financial year are as under:

(In Rs.)

Particulars	Dr. Arun Kumar Roopanwal	Mrs. Archana Surendra Yadav	Mr. Srinivas Anand Mannava
Sitting fees for the Board Meetings	3,00,000	3,00,000	3,00,000
Sitting fees, the committee Meetings	-	-	-
Commission	-	-	-
Others, please specify	-	-	-
Total	**3,00,000**	**3,00,000**	**3,00,000**

Managing Directors & Executive Directors

During the year, Company has paid remuneration to its Executive Directors by way of salary and perquisites, within the limits stipulated under the Companies Act, 2013 and as per the approval sought from the shareholders of the Company. The details of remuneration paid to the Executive Directors of the Company during the financial year 2023-24 are as under:

Name of the Director	Basic Salary (Rs.)	Contribution to PF	Value of Perquisites**	Variable	Total (Rs.)
Mr. Ram Chandra Agarwal	60,00,000	-	-	-	60,00,000
Mrs. Uma Agarwal	60,00,000	-	-	-	60,00,000
*Mr. Akash Agarwal	40,00,000	-	-	-	40,00,000
Total	**1,60,00,000**	**-**	**-**	**-**	**1,60,00,000**

*Appointed as whole-time Director w.e.f. 12.08.2023

** Perquisites value includes amount paid in lieu of leave encashment and other benefits.

Service contracts, notice period, severance fees:

Appointment of Whole time Directors is on contractual basis with the notice period of one month from either side, and there is no provision of payment of severance fees.

Stock option details, if any and whether issued at a discount as well as the period over which accrued and over which exercisable: Not Applicable

Governance in Subsidiary Companies

The Company has one wholly owned unlisted subsidiary incorporated in India, namely V2 Smart Manufacture Private Limited, which was incorporated on October 25, 2019.

The Board has approved a "Policy for determining Material Subsidiaries" of the Company and the same is available on the website of the Company at https://www.v2retail.com/wp-content/uploads/2018/08/investors_166241221.pdf

The Audit Committee of the Company reviews the financial statements of its subsidiary, in particular, the investments made by the subsidiary company.

The Minutes of the Board Meetings of the unlisted subsidiary company are placed at the Board Meeting(s) of the Company held at the end of every quarter for approval of financial results.

The Management periodically brings to the attention of the Board of Directors, a statement of all significant transactions and arrangements entered into by the unlisted subsidiary company.

GENERAL BODY MEETINGS

The location and time of the last three Annual General Meetings and special resolutions passed therein are as follows:

a) Details of last three Annual General Meeting Held

Financial year	Date	Time	Venue	Special Business transacted and resolution passed if any
2022-23	September 29, 2023	11:00 A.M.	Through Video Conferencing (VC)	• Appointment of Mr. Akash Agarwal (DIN 03194632) as Whole Time Director.
2021-22	September 30, 2022	10:00 A.M.	Through Video Conferencing (VC)	• Appointment of Mr. Akash Agarwal (DIN 03194632) as Non- Executive Director.
2020-21	September 28, 2021	10:00 A.M.	Through Video Conferencing (VC)	• Re-appointment of Mr. Ram Chandra Agarwal as Chairman & Managing Director and payment of remuneration upto Rs. 5,00,000/- per month.

b) **whether any special resolution passed last year through postal ballot:** No

c) **Whether any special resolution passed through postal ballot during the year:** No

d) **Whether any special/ordinary resolution is proposed to be conducted through postal ballot:** No

e) **Details of resolutions passed through e-voting:**

In compliance with the provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company provided members the facility to exercise their right to vote on resolutions transacted at AGM by electronic means.

Consolidation of Folios and avoidance of multiple mailing

The members who are holding multiple folios are requested to consolidate their holding under single folio to avoid multiple mailing which will reduce cost and duplicity of efforts.

Code for prevention of Insider-Trading practices

As per the SEBI (Prohibition of Insider Trading) Regulations 2015 as amended, the Company Secretary is the compliance officer and is responsible for setting forth policies, procedures, monitoring adherence to the rules for the preservation of price-sensitive information, pre-clearance of trade, monitoring of trades and implementation of the code of conduct for trading in Company's securities under the overall supervision of the Board.

The Company has adopted the code of conduct for regulating, monitoring and reporting of trading by designated person for the prevention of insider trading as well as a code of fair disclosure and price sensitive information. All the Directors on the Board, senior management at all locations and other designated persons who could be privy to unpublished price sensitive information of the Company are governed by these codes and the same are available on the Company's website i.e. www.v2retail.com.

Means of communication

i. Quarterly /Annual results

The Notice and Financial Result are generally published in The Mint/Financial Express / Business Standard/ Jansatta/Naya India within 48 Hours after approval of Board of Directors and are displayed on the Company's website www.v2retail.com.

ii. Presentations/News releases

Presentations and official press release made to the media, analysts, and institutional investors, among others are displayed on the Company's website www.v2retail.com. The same are also disseminated to the Stock Exchanges as per the SEBI Listing Regulations, 2015.

iii. Website

The Company's corporate website www.v2retail.com contains comprehensive information about the Company. An exclusive section is for investors wherein annual reports, quarterly/half-yearly financial results, notices, shareholding patterns, policies among others are available for reference or download.

iv. Annual report

The annual report containing inter alia audited annual accounts, financial statements, reports of the auditors and directors, chairman's statement, management discussion and analysis report and other important information is circulated to the members and displayed on the Company's website.

v. Designated exclusive mail-id

The Company has designated email-id exclusive for investor services– investors' cs@v2kart.com which has been displaced on the Company's website www.v2retail.com.

vi. Intimation to stock exchanges

The Company intimates the Stock Exchanges about all price sensitive information or such other matters which in its opinion are material and of relevance to the shareholders.

vii. Investor relations

The Company's executives participate in investor meetings including conferences in India and abroad from time to time organized by financial institutions, analyst and broking houses. A conference call is done every quarter after declaration of financial results to address the queries of analysts.

General Shareholders' information

a) Annual General Meeting for the Financial Year 2023-24:

Day and Date	Friday, September 27, 2024
Time	02:00 P.M.
Venue	The Company is conducting meeting through Video Conferencing (VC) / Other Audio-Visual Means (OAVM)
Financial Year	April 01, 2023 to March 31, 2024
Book Closure Dates	21st September, 2024 to 27th September, 2024
Dividend Payment Date	~~N.A.~~
Registered Office	Khasra No. 928, Extended Lal Dora Abadi Village Kapashera, Tehsil Vasant Vihar New Delhi South-West Delhi -110037
Corporate Office	Khasra No. 928, Extended Lal Dora Abadi Village Kapashera, Tehsil Vasant Vihar New Delhi South West Delhi -110037

b) Company Registration Details:

The Company is registered in Delhi, India, under the jurisdiction of Registrar of Companies, Delhi. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L74999DL2001PLC147724.

c) Financial Year

April 01, 2023 to March 31, 2024

d) Stock Exchange Info:

Stock Exchange on which shares are listed	BSE Limited - Mumbai National Stock Exchange of India Limited – Mumbai
Stock Code	BSE Limited: 532867 National Stock Exchange of India Limited: V2RETAIL
Listing Fees	The Company has paid the requisite Annual Listing and Custodial Fees to the Stock Exchanges and Depositories viz. Central Depository Services (India) Limited (CDSL) and NSDL, respectively for the financial year 2023-24.

e) Market Price Data:

The Company's equity shares are listed on BSE Limited & National Stock Exchange of India Limited. The high and low share prices of your Company's shares at BSE and NSE (based on closing price) for the year is as under:

(In Rs.)

Month	BSE		NSE	
	High	Low	High	Low
Apr-23	89	70	86.9	70.3
May-23	97.04	76.2	96.95	75.1
Jun-23	136.73	100.6	135	101
Jul-23	153.5	120.75	151.45	120
Aug-23	154	123.35	151.85	126
Sep-23	176.15	133	175.5	135.15
Oct-23	197.25	162.8	197.7	162.7
Nov-23	235.15	201.1	236	201.65
Dec-23	321.9	221.5	320	224
Jan-24	389.25	301.5	388.25	300.5
Feb-24	413.4	342.45	413.45	338.05
Mar-24	443.65	335.3	444.05	335

Graphical Representation of share price of V2 Retail Limited at BSE

Graphical Representation of share price of V2 Retail Limited at NSE

f) Registrar and Share Transfer Agent

Link Intime India Private Limited
Noble Height, 1st Floor, Plot No. NH-2, C-1 Block, LSC,
Near Savitri Market, Janakpuri, New Delhi-110058
Tel No: 011-41410592
Email: delhi@linkintime.co.in

All activities in relation to both share transfer facility are maintained by the registrar and Share transfer agent of the Company, a compliance certificate in this respect duly signed by the compliance officer and the authorised representative of the share transfer agent is submitted to the exchanges within 30 days from the end of the financial year with the requirements of sub- regulation 7(3) of SEBI Listing Regulations, 2015.

As per the SEBI Listing Regulations, 2015, the requests for effecting transfer of securities shall not be processed unless the securities are held in the dematerialised form with a depository and transmission, or transposition of securities held in physical or dematerialised form shall be affected only in dematerialised form.

Applications for transfer of shares are received at the office of the Registrar and Share transfer agent of the Company. All valid transfers/requests are processed within 15 days from the date of receipt.

Physical shares received for dematerialization are processed and completed within a period of 21 days from the date of receipt, provided they are in order in all respects. Bad deliveries are immediately returned to depository participants under advice to the shareholders.

Pursuant to the provisions of Regulation 40(9) of SEBI Listing Regulations, 2015, a certificate on the compliance of share transfer formalities on annual basis, quarterly certificate for timely dematerialization of the shares as per SEBI (Depositories & Participants) Regulation, 2018 are sent to the Stock Exchanges where the shares are listed.

g) Distribution of Shareholding as on March 31, 2024

DISTRIBUTION OF SHAREHOLDING (SHARES)							
Sr. No.	Shareholding of Shares			Shareholder	% of Total	Total Shares	% of Total
1	1	to	500	15061	90.6143	11,39,029	3.2930
2	501	to	1000	664	3.9949	5,30,382	1.5334
3	1001	to	2000	344	2.0697	5,13,937	1.4858
4	2001	to	3000	124	0.746	3,21,137	0.9284
5	3001	to	4000	63	0.379	2,26,848	0.6558
6	4001	to	5000	54	0.3249	2,52,176	0.7291
7	5001	to	10000	122	0.734	9,05,712	2.6185
8	10001	to	**********	189	1.1371	3,07,00,120	88.7560
Total				16621	100.00	3,45,89,341	100.00

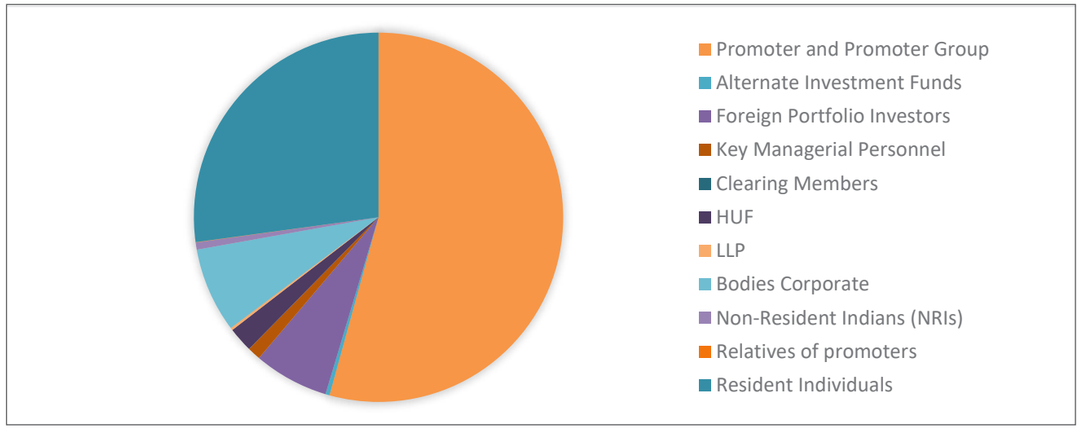
h) Share Transfer System

Transfers of Equity Shares are handled by Link Intime India Private Limited. The transferee is required to furnish transfer deed duly completed in all respects together with share certificate to Link Intime India Private Limited at the below address in order to enable the Registrar and transfer agent to process the transfer and during the FY 2023-24, company has complied with the process of transfer and consolidation of the shares.

Demat requests are confirmed within stipulated time period from the date of receipt of request. The Company obtains from a Company Secretary in Practice half yearly Certificate of Compliance with the share transfer formalities as required under Regulation 40(9) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and files a copy of the said certificate with Stock Exchanges.

i) Category-Wise Shareholding Pattern as on March 31, 2024

Category	Total No. Shares	% Of holding
Promoter and Promoter Group	18773947	54.28
Alternate Investment Funds	124730	0.36
Foreign Portfolio Investors	2272393	6.57
Key Managerial Personnel	399965	1.16
Clearing Members	2013	0.01
HUF	753338	2.18
LLP	73352	0.21
Bodies Corporate	2569963	7.43
Non-Resident Indians (NRIs)	216738	0.63
Relatives of promoters	10416	0.03
Resident Individuals	9392486	27.14
Total	34589341	100



j) Dematerialization of Shares and Liquidity

The Equity Shares of your Company are under compulsory dematerialization mode as on March 31, 2024. The ISIN for the Equity Shares of the Company is INE945H01013.

99.80% of shares of the Company are dematerialized as on March 31, 2024. Trading in Equity shares of the Company is permitted only in Demat mode.

k) Outstanding GDRs / ADRs/ Warrants or any Convertible Instruments, Conversion date and likely impact on Equity

There are no GDR/ ADR/ Warrants or any Convertible Instruments pending conversion or any other instruments which can have an impact on the equity share capital of the Company.

l) Address of Correspondence

Mr. Shivam Aggarwal
Company Secretary & Compliance Officer
Khasra No. 928, Extended Lal Dora Abadi Village Kapashera, Tehsil Vasant Vihar New Delhi South- West Delhi – 110037
Tel No: 011-41771850
Email: cs@v2kart.com

m) Financial Calendar for 2024-25

The Company's financial year starts on April 1 and ends on March 31 every year. The calendar for approval of quarterly financial results is as under:

Period	First Quarter	Second Quarter	Third Quarter	Fourth Quarter
Date	On or before August 14, 2024	On or before November 14, 2024	On or before February 14, 2025	On or before May 30, 2025

n) Credit Ratings

ICRA Limited has assigned **'BBB'(Stable)** credit rating during the year to the Company for its Fund based working capital facilities (Cash Credit) to the extent of Rs. 125 crores availed by the Company.

The said rating was revised from 'BBB-'(Stable) Issuer not cooperating to 'BBB'(Stable) during the year by ICRA Limited.

OTHER DISCLOSURES

a. Related-party transactions

In accordance with relevant provisions of the Companies Act 2013 and SEBI Listing Regulations, 2015 the Company has formulated a policy on materiality of related party transactions and on dealings with related party transactions. The policy for Transactions with Related Parties can be accessed at: www.v2retail.com.

All related party transactions are approved by the audit committee prior to the transaction. Related party transactions of repetitive natures are approved by audit committee on omnibus basis for one financial year at a time. All transactions pursuant to omnibus approval are reviewed by the audit committee on a quarterly basis.

A confirmation as to compliance of related party transaction as per SEBI Listing Regulations, 2015 is also sent along with quarterly compliance report on corporate governance.

There were material related-party transactions between the Holding Company and Wholly Owned Subsidiary and all contracts / agreements/ transactions entered into during the period with the related parties were carried out at arm's length at the fair market value.

Details of such transactions as per requirements of IND AS-24 are disclosed in Notes to the audited accounts. A statement of these transactions was also placed before the Audit Committee and in the Board meetings from time to time.

b. **Details of non-compliance by the Company, penalties and strictures imposed on the Company by the stock exchanges or SEBI or any statutory authority, on any matter related to capital markets, during the last three years.**

There has been no instance of any non-compliance.

c. Disclosure of Vigil Mechanism Policy and access to the Chairman of the Audit Committee

The Company believes in the conduct of the affairs of its various constituents fairly and transparently by committing the highest standards of professionalism, honesty, integrity and ethical behaviour. In line with this commitment, This Whistle Blower/Vigil Mechanism Policy ("the Policy") has been formulated to provide a mechanism for all stakeholders, including Directors, Employees, Customers, Vendors, Associates and Suppliers of the Company to raise concerns about suspected frauds, any violations of legal/ regulatory requirements or code of conduct/ policy of the Company, incorrect or misrepresentation of any financial statements and reports, etc.

This Policy is to encourage V2 stakeholders who have concerns about suspected misconduct to come forward and report any actual or potential unethical practices in violation of the code of conduct or the applicable laws, without fear of retaliation, punishment or unfair treatment.

The Audit Committee is empowered to monitor the functioning of the mechanism. It reviews the status of complaints received under this policy. The Committee has, in its report, affirmed that no personnel have been denied access to the Audit Committee.

The policy provides a mechanism whereby whistle-blowers may send protected disclosures directly to the Chairperson of the Audit Committee or Vigilance Officer. The Policy is available on the website of the Company i.e. www.v2retail.com.

The Company did not receive any complaint from any Director and employee pursuant to Vigil Mechanism Policy during the financial year 2023-24.

d. Policy on determination of materiality for disclosures

The Company has adopted a policy on determination of materiality for disclosures and the same is available on the website of the Company at https://www.v2retail.com/wp-content/uploads/2018/08/statutory-policy-document.pdf. The company has complied with Regulation 23 of SEBI Listing Regulations, 2015.

e. Policy on related party transactions

Your Company's policy on related party transactions, as approved by the Board, can be accessed at https://www.v2retail.com/wp-content/uploads/2019/05/Revised-Related-Party-Transaction-Policy.pdf.

f. **Certificate from a company secretary in practice that none of the directors on the board of the company have been debarred or disqualified from being appointed or continuing as Directors of Companies by the Board/Ministry of Corporate Affairs or any such statutory authority**

On the basis of written representations/ declaration received from the Directors, as on 31st March 2024, M/s Don Banthia & Associates, Company Secretaries (Membership No. A33869, CP No. 23427), have issued a certificate, confirming that none of the Directors on Board of the Company has been debarred or disqualified from being appointed or continuing as Director of Companies by SEBI/ MCA or any such authority is annexed to this report.

g. **Details of fees paid/payable to the Statutory Auditors and all entities in the network firm/ network entity of which the Statutory Auditor is a part, by the Company and its subsidiaries during the year, are given below:**

(In Rs.)

Particulars	By the Company	By Subsidiary	Total Amount
Statutory Audit	27,00,000	3,00,000	**30,00,000**
Out of Pocket Expenses	-	-	**-**
Total	27,00,000	3,00,000	**30,00,000**

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

The Company has zero tolerance for sexual harassment and has always believed in providing a safe and harassment- free workplace for every individual working in the Company. The Company has complied with the applicable provisions of the aforesaid Act, and the rules framed thereunder, including constitution of the Internal Committee. The Company has in place an Anti-Sexual Harassment Policy in line with the requirements of the aforesaid Act, and the same is available on the Company's website at https://www.v2retail.com/wp-content/uploads/2018/08/investors_78424736.pdf. All employees (permanent, contractual, temporary and trainees, etc.) are covered under this Policy. The Company took many initiatives for spreading awareness like Prevention of Sexual Harassment (POSH) posters, POSH films, caricature series, different competition regarding POSH, POSH stories in English and local languages. Going beyond, the Company arranged awareness and sensitization programmed for regular employees, contract employees, trainees on regular basis. POSH awareness is made part of induction process for new joiners. Status of complaints as on March 31, 2024:

S. No.	Particulars	Number of Complaints
1.	Number of complaints filed during the financial year	Nil
2.	Number of complaints disposed off during the financial year	Nil
3.	Number of complaints pending at the end of the financial year	Nil

i. **Details of material subsidiaries of the listed entity**

S. No.	Name of the Material Subsidiary	Date and place of Incorporation	Name and date of appointment of the Statutory Auditors
1	V2 Smart Manufacturing Private Limited	25th October, 2019 at Delhi	MNRS & Associates appointed on 30th September, 2022

UNCLAIMED SHARES

Disclosure in regard to the provisions of Regulation 34(3) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 read with Schedule V (F) are given below:

- Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the beginning of the year: **Nil**
- Number of shareholders who approached the issuer for transfer of shares from the Unclaimed Suspense Account during the year: **Nil**
- Number of shareholders to whom shares were transferred from the Unclaimed Suspense Account during the year: **Nil**
- Aggregate number of shareholders and the outstanding shares lying in the Unclaimed Suspense Account at the end of the year: **Nil**

Disclosure of certain types of agreements binding listed entities: NA

Mandatory requirements

The Company was fully compliant with mandatory requirements SEBI Listing Regulations, 2015 as on March 31, 2024.

Non-mandatory requirements:

The Board

The Board periodically reviewed the compliance of all the applicable laws and steps taken by your Company to rectify instances of non-compliance, if any. Your Company is in compliance with all mandatory requirements of the Listing Regulations. The Company has an Executive Chairman and as such does not require a Non-Executive Chairman's Office.

Shareholders' Right

Your Company ensures that the disclosure of all the information is disseminated on a non-discretionary basis to all the Shareholders. The quarterly results along with the press release, investor presentations, and earnings call are uploaded on the website of the Company www.v2retail.com. The same are also available on the websites of stock exchanges (BSE and NSE) where the equity shares of your Company are listed.

Audit qualification

Statutory Auditor of the company has given the modified/ qualified Auditor Report for the year ended March 31, 2024 and same has been specified in Board Report along with management response thereon.

Reporting of Internal Auditor

The Internal Auditor of your Company is a permanent invitee to the Audit Committee Meetings and regularly attends the Meetings for reporting their findings of the internal audit to the Audit Committee Members.

Separate posts of Chairperson and Chief Executive Officer

Mr. Ram Chandra Agarwal is the Chairman & Managing Director and Mr. Manshu Tandon is the CEO of the Company. Both these positions have distinct and well-articulated roles and responsibilities. They are not related to each other.

DISCLOSURE ON COMPLIANCE WITH CORPORATE GOVERNANCE REQUIREMENTS SPECIFIED IN SEBI LISTING REGULATIONS, 2015

The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of the SEBI Listing Regulations. It has obtained a certificate affirming the compliances from CS Don Banthia, M/s Don Banthia & Associates, Practising Company Secretaries, affirming the compliance of Corporate Governance requirements during the FY 2023-24 and the same is attached to this Report.

Code of conduct

The Company has its code of conduct for all the members of the Board including Independent Directors, Committees and employees working at the level of Heads of Departments. In compliance with SEBI Listing Regulations, 2015 and Companies Act, 2013 the code of conduct suitably lays down the duties of the Independent Director. The said code is displayed on the Company's website, www.v2retail.com. All the Board Members and Employees have affirmed compliance with the said code for the year ended March 31, 2024. A declaration signed by the Chief Executive Officer of the Company in this regard, is reproduced below:

Declaration

I, Manshu Tandon, Chief Executive Officer of V2 Retail Limited, to the best of my knowledge and belief, declare that all the members of the Board of Directors and senior management personnel have affirmed compliance with the code of conduct of Board of Directors & Senior Management for the year ended March 31, 2024.

Date: May 30, 2024
Place: New Delhi

Manshu Tandon
(Chief Executive Officer)

CERTIFICATION BY CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO)

We have reviewed the financial statements and the cash flow statements for the year ended March 31, 2024 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading.
2. 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.
3. To the best of our knowledge and belief, no transactions entered into by the Company during the year ended March 31, 2024 which are fraudulent, illegal or violation of the Company's Code of Conduct.
4. We accept responsibility for establishing and maintaining internal control system and that we have evaluated the effectiveness of the internal control system of the Company and we have disclosed to the auditors and the Audit Committee, efficiencies in the design or operation of internal control system, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
5. We further certify that we have indicated to the auditors and the Audit Committee:
   a) There have been no significant changes in internal control system during the year;
   b) There have been no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
   c) There have been no instances of significant fraud of which we have become aware, involving management or an employee having a significant role in the Company's internal control system over financial reporting.

Date: May 30, 2024
Place: New Delhi

Pratik Adukia
(Chief Financial Officer)

Manshu Tandon
(Chief Executive Officer)

CORPORATE GOVERNANCE COMPLIANCE CERTIFICATE

To
The Members
V2 Retail Limited
Khasra No. 928, Extended Lal Dora Abadi Village
Kapashera, Tehsil Vasant Vihar,
South West Delhi, New Delhi 110037 India.

We have examined all the relevant records of V2 Retail Limited ('the Company') for the purpose of certifying compliance with the conditions of the Corporate Governance under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") as amended, for the financial year ended March 31, 2024.

We have obtained all the information and explanation which to the best of our knowledge and belief were necessary for the purpose of certification. We have carried out an examination of the relevant records of the Company in accordance with the Guidance Note on Certification of Corporate Governance issued by the Institute of the Company Secretaries of India ("the ICSI").

In our opinion and to the best of our information and according to the explanations and information furnished to us, we certify that the Company has complied with all material requirements of Corporate Governance as stipulated in Regulation 17 to 27, Clauses (b) to (i) and (t) of Sub Regulation 2 of the Regulation 46 and Para C, D and E of the Schedule V of the SEBI Listing Regulations.

The Compliance conditions of Corporate Governance is the responsibility of the Management of the Company. Our examination was limited to the review of procedures and implementation thereof, as adopted by the Company to ensure compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

This certificate is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

The certificate is addressed and provided to the members of the Company solely for the purpose of enabling the Company to comply with the requirement of the SEBI Listing Regulations, and it should not be used by any other person for any other purpose.

Accordingly, we do not accept or assume any liability or any duty of care for any other purpose or to any other person to whom this certificate is shown or into whose hands it may come without our prior consent in writing.

FOR DON BANTHIA & ASSOCIATES
COMPANY SECRETARIES

CS DON BANTHIA
ACS NO.: 33869
COP NO.: 23427
UDIN: A033869F000831292
PEER REVIEW CODE: 5880/2024

Date: 30.07.2024
Place: JAIPUR

CERTIFICATE OF NON-DISQUALIFICATION OF DIRECTORS

[Pursuant to Regulation 34(3) and Schedule V Para C clause (10) (i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

To,
The Members of
V2 RETAIL LIMITED
Khasra No. 928 Extended Lal Dora
Abadi Village Kapashera Tehsil Vasant Vihar,
South West Delhi – 110037

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of M/s V2 Retail Limited having CIN L74999DL2001PLC147724 and having registered office at Khasra No. 928 Extended Lal Dora Abadi Village Kapashera Tehsil Vasant Vihar Delhi-110037 (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 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 me by the Company & its officers, I hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on 31st March, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India, Ministry of Corporate Affairs or any such authority.

Sl. No.	Name of the Director	DIN	Date of Appointment in Company
1	Mr. Ram Chandra Agarwal	00491885	23/07/2001
2	Ms. Uma Agarwal	00495945	23/07/2001
3	Mr. Akash Agarwal	03194632	29/09/2017
4	Mr. Arun Kumar Roopanwal	00406817	27/01/2020
5	Ms. Archana Surendra Yadav	07335198	27/01/2020
6	Mr. Srinivas Anand Mannava	09361339	10/02/2023

Ensuring the eligibility of 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 DON BANTHIA & ASSOCIATES
COMPANY SECRETARIES

CS DON BANTHIA
ACS NO.: 33869
COP NO.: 23427
UDIN: A033869F000878460
PEER REVIEW CODE: 5880/2024

DATE: 30.07.2024
PLACE: JAIPUR

Independent Auditor's Report

To the Members of V2 Retail Limited

Report on the Audit of the Standalone Financial Statements

Qualified Opinion

We have audited the accompanying standalone financial statements of V2 Retail Limited ("the Company"), which comprise the Balance sheet as at March 31, 2024, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended, and notes to the standalone financial statements, including a summary of material accounting policies and other explanatory information (hereinafter referred to as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, except for the possible effects of the matters described in the Basis for Qualified Opinion section of our report 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 accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2024, its profit including other comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Basis for Qualified Opinion

As described in Note 46 to the accompanying standalone financial statement, the Company has performed physical verification of property, plant and equipment during the year ended March 31, 2023 in accordance with the phased program of conducting such verification over a period of 3 years. However, the Company is in process of performing related reconciliation of such physical verification with the underlying fixed asset register maintained by the Company. Pending completion of the said reconciliation, we are unable to comment on any adjustment that may be required to the carrying value of such Property, Plant and Equipment as at March 31, 2024. Our opinion on the standalone financial statements for year ended March 31, 2024 is qualified in respect of this matter.

We conducted our audit of the standalone financial statements in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Standalone Financial Statement' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the 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 qualified opinion on the standalone financial statements.

Emphasis of Matter

We draw attention to Note 43 of the accompanying standalone financial statement, which describes that an advance amounting to Rs. 1,553.48 lakhs outstanding since April 2019, has been considered good basis management's assessment of extension of the underlying contract with Bennett, Coleman and Co. Limited ('BCCL') till July 07, 2024. The management is confident of the utilization of such advance against future advertisement services to be provided by BCCL within the extended period of the contract and hence, has considered the aforesaid balance as fully recoverable as on date. Our opinion is not qualified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements for the financial year ended March 31, 2024. 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 matters described below to be the key audit matters to be communicated in our report.

S.N.	Key Audit Matter	Auditor's Response
1.	**Existence and valuation of Inventories:** As at March 31, 2024, the total carrying amount of inventories was Rs. 35,996.77 Lakhs (Refer note 1(v)(i) for material accounting policy and note 9 and 36 for the financial statement disclosure). At the end of each reporting period, management of the Company assesses whether there is adequate provision for inventory losses on account of lower net realizable value and obsolete inventory. The management applies judgement in determining appropriate provisions for inventory losses which include: a) Applying specific identification process to ascertain slow moving and obsolete inventory. b) Assessing the net realizable value of such slow moving and obsolete inventory. In addition to the above, the management adopts a cyclical count for physical verification of inventory which is a complex exercise owing to the nature of the inventory and the multiple locations covered in such cyclical counts. Considering the aforesaid complexities involved in cyclical physical verification of inventory which required us to undertake alternate audit techniques as described in this key audit matter, and significant management judgements and estimates required with respect to allowance for inventory loss, existence and valuation of inventory was determined to be a key audit matter for the current year audit.	How our audit addressed the key audit matter: Our audit included, but was not limited to, the following audit procedures over inventory existence and valuation: • Understood the management process for cyclical physical counts, identification of slow moving, nonmoving or obsolete inventories and determining net realisable value, and evaluated whether such processes are consistently followed. • Evaluated design and tested the operating effectiveness of controls implemented around above mentioned processes throughout the year. **Cyclical physical counts and physical count performed subsequent to year end:** • Inspected management's inventory count records and observed physical inventory verification for locations selected based on materiality and risk considerations. • Performed independent test counts to corroborate the management count for the locations selected as above performed roll-back procedures by verification of movement between the year-end date and sample test count date with the supporting documents which included purchase invoice, sales invoice, dispatch register, gate inward/outward register, etc. to substantiate the existence of inventory as at the reporting date; • Tested the adjustment made in the books of accounts basis the results of the physical counts performed by the management. **Slow-moving/obsolete inventory provisions:** • Tested inventory ageing obtained through system reports, where applicable. • Obtained from management the list of slow and non-moving inventories identified as at March 31, 2024 and their corresponding expected sales in future periods. • Tested the computation for allowance for slow moving, non-moving and obsolete inventories by performing an independent age-wise analysis of the inventory line items. • Tested the net realizable value of traded goods inventory on a sample basis to recent selling prices. • Compared and assessed the actual utilization/sales to the previous estimates done by the management in prior periods to determine the efficacy of the process of estimation by the management. Obtained written representations from management on the completeness and adequacy of inventory allowance as at the year end.

S.N.	Key Audit Matter	Auditor's Response
2.	**Accounting of Leases Under Ind AS 116-(Leases) :** Leases Refer note 1(v)(f) for material accounting policy and note 45 for the financial statement disclosure relating to accounting for leases in accordance with Ind AS 116, Leases ('Ind AS 116'). The Company has recognised the Right of Use asset (ROU) and corresponding lease liability amounting to Rs 35,225.32 lakhs and Rs 42,480.17 lakhs as at March 31, 2024, respectively. Owing to the volume of the lease contracts, and the estimates involved, we have considered this matter to be a key audit matter in our audit.	How our audit addressed the key audit matter: Our audit included, but was not limited to, the following audit procedures: • Understood the management process for identification of leasing arrangements for accounting of leases by applying the practical expedient. • Evaluated design and tested the operating effectiveness of controls implemented around above mentioned process throughout the year. • Reviewed the overall impact analysis prepared by the Company including completeness of lease contracts and application of practical expedients. • Tested the accuracy of the revised lease agreements entered for a sample of leases through the inspection of lease documentation. • Verified the accuracy of the underlying lease data used to calculate the lease liability, by agreeing a representative sample of leases to original contracts or other supporting information. • Evaluated the appropriateness and adequacy of disclosures made in the financial statements with respect to Lease liability, Right of Use Assets and application of practical expedient, in conformity with the Ind AS 116 (Leases). Obtained written representations from management on the completeness of lease data and application of practical expedient.

Other Information

The Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion & Analysis, Board's Report and Corporate Governance Report, including Annexures, but does not include the, consolidated financial statements, standalone financial statements and our auditor's reports thereon.

The other information 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 do 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 financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

Responsibilities of Management for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these Standalone Financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under Section 133 of the Act. This responsibility also includes 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 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 Standalone Financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the standalone financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The Board of Directors are also responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Standalone Financial Statements

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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the 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 system in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure, and content of the 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.

Materiality is the magnitude of misstatements in the standalone financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the standalone financial statements may be influenced. We consider quantitative materiality and qualitative factors in planning the scope of our audit work and in evaluating the results of our work and to evaluate the effect of any identified misstatements in the standalone financial statements.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the standalone financial statements for the financial year ended March 31, 2024 and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2020 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. A. As required by Section 143(3) of the Act, we report that:

   a. We have sought and, except for the matters described in the Basis for Qualified Opinion section, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit;

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books, except that the backups of books of account maintained in electronic mode has not been maintained on daily basis and for the matters described in the Basis for Qualified Opinion section and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;

   c. The Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Change in Equity and the Statement of Cash Flows dealt with by this Report are in agreement with the books of account;

   d. Except for the matters described in the Basis for Qualified Opinion section, in our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act;

   e. Qualification on financial statement has no adverse effect on the functioning of the Company;

   f. On the basis of the written representations received from the directors as at March 31, 2024 taken on record by the Board of Directors, none of the directors is disqualified as at March 31, 2024 from being appointed as a director in terms of Section 164 (2) of the Act;

   g. The qualification relating to the maintenance of accounts and other matters connected therewith are as stated in Basis for Qualified Opinion section, paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;

   h. With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B" to this report;

   B. 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:

   a. The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements – Refer Note 34 to the standalone financial statements;

   b. The Company did not have any material foreseeable losses in long-term contracts including derivative contracts;

   c. The Company did not have any amounts that were required to be transferred to the Investor Education and Protection Fund.

   d. i. The management has represented that, to the best of it's knowledge and belief, as disclosed in the Note 48(vii) to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) during the year by the Company to or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediaries shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

ii. The management has represented, that, to the best of it's knowledge and belief, as disclosed in the Note 48(viii) to the standalone financial statements, no funds have been received by the Company from any persons or entities, including foreign entities ("Funding Parties") during the year, 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

iii. Based on such audit procedures, we have considered reasonable and appropriate in the circumstances, nothing has come to their notice that has caused them to believe that the representations under sub-clause (d)(i) and (d)(ii) contain any material mis-statement

e. The Company has not declared/paid any dividend during the year therefore reporting regarding compliance of section 123 of the Companies Act, 2013 is not applicable.

f. The Company has accounting software (SAP) for maintaining its books of account which has a feature of recording audit trail (edit log) facility but that audit trail was not enabled at the application level to log any direct data changes. In the absence of supporting evidences for audit trail configuration change logs and samples, we are unable to comment on whether the audit trail was operated at database level throughout the year and whether there was any audit trail feature has been tempered with.

The Company has also other accounting softwares for invoicing to customers and processing payroll which is maintained by third party software service provider. In the absence of supporting evidences for audit trail configurations, we are unable to comment on whether these softwares have feature of recording audit trail (edit log) facility at application level and database level to any direct data change in these softwares and operated throughout the year and whether there was any audit trail feature has been tempered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

C. With respect to the matter to be included in the Auditor's Report under Section 197(16) of the Act:

In our opinion, the Company has paid/ provided for managerial remuneration in accordance with the requisite approvals mandated by the provisions of Section 197 read with Schedule V to the Act.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Bimal Kumar Sipani
Partner
Place: Noida (Delhi-NCR) Membership No. 088926
May 30, 2024 UDIN: 24088926BKELYG6843

Annexure A to Independent Auditor's Report of even date to the members of V2 Retail Limited on the Standalone Financial Statements as of and for the year ended on March 31, 2024 (refer to in paragraph 1 of our report on other legal and regulatory requirements)

i) (a) (A) The Company has maintained proper records showing full particulars including quantitative details and situation of Property, Plant and Equipment. However the same shall be updated after reconciliations of physical verification of Property, Plant and Equipment.

(B) The Company has maintained proper records showing full particulars of intangible assets.

(b) The Company has a regular program of physical verification of its Property, Plant and Equipment under which Property, Plant and Equipment are verified in a phased manner over a period of 3 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 program, certain Property, Plant and Equipment were verified by the management during the year ended March 31, 2023 but the reconciliation of physically verified property, plant, and equipment with the books of account was in process as at year ended as stated in note 46 to the standalone financial statements. Therefore, we are unable to comment on the discrepancies, if any, pending finalization of reconciliation process.

(c) According to the information and explanations given to us, the Company does not own any immovable property (including investment properties) (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) On the basis of our examination of records of the Company, the Company has not revalued any of its Property, Plant and Equipment (including Right of Use assets) or intangible assets during the year. Therefore, provisions of clause 3(i)(d) of the Order are not applicable to the Company.

(e) According to the information and explanations given to us, no proceeding has been initiated or is pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and the rules made thereunder. Therefore, provisions of clause 3(i)(e) of the Order are not applicable to the Company.

ii) (a) According to the information and explanations given to us and records examined by us, the inventories have been physically verified by the management during the year and in our opinion, coverage and procedure of such verification by the management is appropriate having regard to the size of the Company and nature of its business. No discrepancies of 10% or more in the aggregate for each class of inventory were noticed as compared to the book records.

(b) According to the information and explanations given to us and records examined by us, the Company has been sanctioned working capital limits in excess of five crore rupees in aggregate, from banks on the basis of security of current assets. There are differences between books of account of the respective quarters and quarterly returns/ statements filed by the Company with the bank as disclosed in the Note 48(xi) to the standalone financial statements. The Company has not been sanctioned working capital limits from any financial institution.

iii) (a) Based on the books of account examined by us and according to information and explanation given to us, the Company has granted unsecured loans or provided advances in the nature of loans, or stood guarantee, or provided security during the year to the followings:

Particulars (in ₹ Lakhs)	Guarantees	Security	Loans	Advances in nature of Loans
Aggregate amount granted/provided during the year:				
-Subsidiary	485.00	-	-	-
-Associates	-	-	-	-
-Joint Ventures	-	-	-	-
-Others	-	-	-	-
Balance outstanding as at balance sheet date in respect of above cases:				
-Subsidiary	485.00	-	-	-
-Associates	-	-	-	-
-Joint Ventures	-	-	-	-
-Others	-	-	-	-

(b) In our opinion and according to the information and explanations given to us, the terms and conditions of the grant of guarantee provided is, prima facie, not prejudicial to the Company's interest.

(c) Based on the books of account examined by us and according to information and explanation given to us, the Company has not granted any loans or any advances in the nature of loans. Therefore, the provision of clause 3(iii)(c) to 3(iii)(f) of the Order are not applicable to the Company.

iv) According to information and explanations given to us and based on audit procedures performed by us, the Company has complied with provisions of Section 186 of the Companies Act, 2013 in respect of guarantee given during the year. The Company has not granted any loan or made investment or provided any security during the year under Section 186 of the Companies Act, 2013. There is no loan granted or guarantee or security provided under section 185 of the Companies Act, 2013.

v) The Company has not accepted deposits or amount which are deemed to be deposits covered under section 73 to 76 of the Act read with the Companies (Acceptance of Deposits) Rules, 2014, (as amended) during the year. Therefore, provisions of clause 3(v) of the Order are not applicable to the Company.

vi) The maintenance of cost records has not been prescribed by the Central Government under the section 148 (1) of the Act read with Companies (Cost Records and Audit) Rules, 2014 for the operation operated by the Company. Therefore, provisions of clause 3(vi) of the Order are not applicable to the Company.

vii) a. According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-tax, Sales tax, Service tax, Duty of customs, Duty of excise, Value Added tax, Cess and other statutory dues, to the extent applicable, have generally been regularly deposited with the appropriate authorities. There were no undisputed outstanding statutory dues as at the year end for a period of more than six months from the date they became payable.

b. According to the information and explanation given to us and the records of the Company examined by us, there are no statutory dues referred to in sub-clause (a) on account of any dispute except the followings:

Name of Statue	Nature of Dues	Period to which it relates	Amount* (Rs. In Lakhs)	Forum where dispute is pending
The Uttar Pradesh Value Added Tax Act, 2008	Sales Tax	2009-10	71.83	Additional Commissioner (Appeals)
Goods and Service Tax Act, 2017	GST	2017-18	19.90	Appellate Authority
The West Bengal Value added Tax Act, 2003	Sales Tax	2008-09	2250.00	Deputy Commissioner
Haryana Value Added Tax, 2003	Sales Tax	2013-14	34.79	Deputy Commissioner (Appeals)
Bihar Value Added tax, 2005	Sales Tax	2016-17	181.28	Additional Commissioner(Appeals)
Bihar Value Added tax, 2005	Sales Tax	2017-18	116.95	Additional Commissioner(Appeals)
Finance Act, 1994	Service Tax	2006-07 To 2010-11	227.08	Commission of Service Tax
The Income Tax Act, 1961	Income Tax	2009-10	975.17	High Court (Calcutta)
The Income Tax Act, 1961	Income Tax	2017-18	29.61	National Faceless Appeal Centre
The Income Tax Act, 1961	Income Tax	2018-19	36.14	National Faceless Appeal Centre
The Income Tax Act, 1961	Income Tax	2019-20	1.62	Centralized Processing Center (CPC)

* Net of amount deposited under protest

viii) 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 surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

ix) a. The Company has not defaulted in repayment of loans and in the payment of interest thereon during the year.

b. According to the information and explanations given to us and on the basis of our audit procedures, We report that the Company has not been declared willful defaulter by any bank or financial institution or Government or any Government authority.

c. Based on the books of account examined by us, term loans were applied for the purpose for which the loans were obtained during the year.

d. According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that no funds raised on short-term basis during the year have been used for long-term purposes by the Company.

e. According to the information and explanations given to us, the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary company. The Company has no associates, or joint ventures. Therefore, the provisions of clause 3(ix)(e) of the Order are not applicable to the Company.

f. According to the information and explanations given to us, the Company has not raised loan during the year on the pledge of securities held in its subsidiary company. The Company has no joint ventures, or associates.

x) a. During the year, the Company did not raise any money by way of initial public offer or further public offer (including debt instruments). Therefore, provisions of clause 3(x)(a) of the Order are not applicable to the Company.

b. The Company has not made any preferential allotment or private placement of shares or convertible debentures (fully, partially or optionally convertible) during the year. Therefore, the provisions of clause 3(x)(b) of the Order are not applicable to the Company.

xi) a. Based upon the audit procedures performed and considering the principles of materiality outlined in Standards on Auditing, for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to us, we have neither come across any instance of fraud by the Company or on the Company noticed or reported during the year nor have we been informed of any such case by the management during the course of the audit.

b. According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Companies Act, 2013 has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government during the year.

c. According to the information and explanations given to us, no whistle blower complaints were received by the Company during the year.

xii) In our opinion and according to the information and explanations given to us, the Company is not a Nidhi Company and therefore, the provisions of Clause 3(xii) of the Order are not applicable.

xiii) According to the information and explanations given to us and based on our examination of the records of the Company, transactions with the related parties are in compliance with section 177 and 188 of the Companies Act, 2013 where applicable and details for the same have been disclosed in the standalone financial statements as required by the applicable Indian Accounting Standards.

xiv) a. In our opinion and according to information and explanations given to us, the Company has an internal audit system commensurate with the size and nature of its business.

b. We have considered the internal audit reports of the Company issued till date for the period under audit.

xv) According to the information and explanations given by the management, the Company has not entered into any non-cash transactions with directors or persons connected with them as referred to in section 192 of the Companies Act, 2013. Therefore, the provisions of clause 3(xv) of the Order is not applicable to the Company.

xvi) a. In our opinion, the Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Therefore, the provisions of clause 3(xvi)(a) of the Order are not applicable to the Company.

b. In our opinion, the Company has not conducted any Non-Banking Financial or Housing Finance activities during the year. Therefore, the provisions of clause 3(xvi)(b) of the Order are not applicable to the Company.

c. In our opinion, the Company is not a Core Investment Company (CIC) as defined in the

regulations made by the Reserve Bank of India. Therefore, the provisions of clause 3(xvi)(c) of the Order are not applicable to the Company.

d. According to the representations given by the management, there is no CIC as part of the Group.

xvii) The Company has not incurred cash loss in the current financial year and in the immediately preceding financial year. Therefore, the provisions of clause 3(xvii) of the Order are not applicable to the Company.

xviii) There has been no resignation of statutory auditor during the year. Therefore, the provisions of clause 3(xviii) of the Order are 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 realization of financial assets and payment of financial liabilities, other information accompanying the financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

xx) According to the information and explanations given to us, there is no requirement for the Company to spend any amount under section 135 of the Act. Accordingly, reporting under clause 3(xx) of the Order is not applicable to the Company.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Bimal Kumar Sipani
Partner
Membership No. 088926
UDIN:24088926BKELYG6843

Place: Noida (Delhi-NCR)
Date: May 30, 2024

Annexure B to Independent Auditor's Report of even date to the members of V2 Retail Limited on the Standalone Financial Statements as of and for the year ended on March 31, 2024 (refer to in paragraph 2(H) of our report on other legal and regulatory requirements)

We have audited the internal financial controls with reference to standalone financial statements of V2 Retail Limited ("the Company") as of March 31, 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over the financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to standalone financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "guidance Note") and the Standards on Auditing, prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to as audit of internal financial controls with reference to standalone financial statements, Those Standards and the Guidance Note require that we comply with ethical requirements of and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to standalone financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to standalone financial statements and their operating effectiveness. Our audit of internal financial controls with reference to standalone financial statements included obtaining an understanding of internal financial controls with reference to standalone financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to standalone financial statements.

Meaning of Internal Financial controls with reference to standalone financial statements

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 control with reference to standalone financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of 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 authorization of management and directors of the Company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the 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

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.

Qualified opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified in the operating effectiveness of the Company's internal financial controls with reference to standalone financial statements as at March 31, 2024:

The Company's internal financial controls system over the reconciliation of physically verified property, plant and equipment with the books of account were not operating effectively, which could lead to a potential material misstatement in the carrying value of the PPE and its consequential impact on earnings, other equity and related disclosures in the accompanying financial statements.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial controls with reference to standalone financial statements, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to standalone financial statements and such internal financial controls with reference to standalone financial statements were operating effectively as at March 31, 2024 except for the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, based on the criteria for internal control with reference to standalone financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the standalone financial statements of the Company as at and for the year ended March 31, 2024, and these material weaknesses mentioned above paragraphs have affected our opinion on the standalone financial statements of the Company and we have issued a qualified opinion on the standalone financial statements.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Bimal Kumar Sipani
Partner
Membership No. 088926
UDIN:24088926BKELYG6843

Place: Noida (Delhi-NCR)
Date: May 30, 2024

Standalone Balance Sheet as at 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Note	As at 31 March 2024	As at 31 March 2023
ASSETS			
Non-current assets			
Property, plant and equipment	2 (i)	9,516.70	8,569.90
Capital work-in-progress	2 (ii)	22.55	10.98
Right of use assets (ROU)	3 (i)	35,225.32	30,029.30
Other Intangible assets	3(ii)	151.55	307.21
Intangible assets under development	3(iii)	-	29.94
Financial assets		-	-
Investment in subsidiary	4	1,500.00	1,500.00
Other financial assets	5	877.76	790.41
Deferred tax assets (net)	6	2,787.30	3,117.79
Other non-current assets	7	2,029.99	1,774.71
Income tax assets (net)	8	61.44	47.43
Total non-current assets		**52,172.61**	**46,177.67**
Current assets			
Inventories	9	35,996.77	24,646.88
Financial assets			
Trade Receivables	10	5.54	6.70
Cash and cash equivalents	11	621.09	193.66
Other bank balances	12	44.10	21.54
Other financial assets	13	806.08	729.79
Other current assets	14	6,963.42	4,747.79
Total current assets		**44,437.00**	**30,346.36**
Total assets		**96,609.61**	**76,524.03**
EQUITY AND LIABILITIES			
Equity			
Share capital	15	3,458.93	3,438.93
Other equity	16	23,994.07	21,283.14
Total equity		**27,453.00**	**24,722.07**
Non-current liabilities			
Financial liabilities			
Borrowings	17	387.03	-
Lease Liabilities	3 (i)	38,097.74	32,634.84
Provisions	18	599.60	429.23
Other non-current liabilities		-	-
Total non-current liabilities		**39,084.37**	**33,064.07**
Current liabilities			
Financial liabilities			
Borrowings	19	7,354.70	4,647.62
Lease Liabilities	3 (i)	4,382.43	3,765.58
Trade payables	20		
(a) Total outstanding dues of micro enterprises and small enterprises		3,858.13	417.29
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		12,081.21	8,887.22
Other financial liabilities	21	1,724.98	644.15
Provisions	22	303.73	232.37
Other current liabilities	23	367.06	143.66
Total current liabilities		**30,072.24**	**18,737.89**
Total liabilities		**96,609.61**	**76,524.03**

Material Accounting Policies and other notes to standalone financial statements 1 to 52
The accompanying notes form an integral part of these financial statements
As per our report of even date attached

For **Singhi & Co.**
Chartered Accountants
Firm Registration Number: 302049E

Bimal Kumar Sipani
Partner
Membership No. 088926

For and on behalf of the Board of Directors of V2 Retail Limited

Ram Chandra Agarwal
Chairman and Managing Director
DIN: 00491885

Uma Agarwal
Whole Time Director
DIN: 00495945

Manshu Tandon
Chief Executive Officer

Pratik Adukia
Chief Financial Officer

Shivam Aggarwal
Company Secretary
M.No. A55785

Place: New Delhi
Date: May 30, 2024

Standalone Statement of Profit and Loss for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

	Note	For the year ended 31 March 2024	For the year ended 31 March 2023
I. Income			
Revenue from operations	24	116,472.71	83,888.30
Other income	25	687.22	614.56
Total income (I)		**117,159.93**	**84,502.86**
II. Expenses			
Purchase of stock-in-trade	26	95,856.96	57,535.47
Changes in inventories of stock-in-trade	27	(11,349.90)	2,016.10
Employee benefits expense	28	9,264.84	8,168.25
Finance costs	29	4,612.00	3,988.12
Depreciation and amortization expense	30	7,252.51	6,392.54
Other expenses	31	8,465.07	8,286.13
Total expenses (II)		**114,101.48**	**86,386.61**
III. Profit/(Loss) before exceptional items and tax (I-II)		**3,058.45**	**(1,883.75)**
IV. Exceptional item		-	-
V. Profit/(Loss) before tax (III-IV)		**3,058.45**	**(1,883.75)**
VI. Tax expense:	6		
Current tax		-	-
Tax expense of earlier years		-	(7.85)
Deferred tax (income)/charge		329.84	(427.08)
Total tax expense		**329.84**	**(434.93)**
VII. Profit/(Loss) for the year (V-VI)		**2,728.61**	**(1,448.82)**
VIII. Other comprehensive Income			
Items that will not be reclassified to profit and loss			
Re-measurement gain/(loss) of defined employee benefit plans		(30.18)	(21.36)
Income tax relating to items that will not be reclassified to profit or loss		7.60	5.38
Items that will be reclassified to profit and loss		-	-
Other comprehensive Income for the year		**(22.58)**	**(15.98)**
IX. Total comprehensive Income for the year (VII+VIII)		**2,706.03**	**(1,464.80)**
Earnings per share (face value of ₹ 10 each)	33		
Basic (₹)		7.89	(4.21)
Diluted (₹)		7.89	(4.21)

Material Accounting Policies and other notes to standalone financial statements 1 to 52
The accompanying notes form an integral part of these financial statements

For **Singhi & Co.**
Chartered Accountants
Firm Registration Number: 302049E

Bimal Kumar Sipani
Partner
Membership No. 088926

For and on behalf of the Board of Directors of V2 Retail Limited

Ram Chandra Agarwal
Chairman and Managing Director
DIN: 00491885

Uma Agarwal
Whole Time Director
DIN: 00495945

Manshu Tandon
Chief Executive Officer

Pratik Adukia
Chief Financial Officer

Shivam Aggarwal
Company Secretary
M.No. A55785

Place: New Delhi
Date: May 30, 2024

Standalone Statement of Cash flows for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

	Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
A.	**Cash flow from operating activities**		
	Profit/ (Loss) before tax	3,058.45	(1,883.75)
	Adjustments for:		
	Depreciation and amortisation expense	7,252.51	6,392.54
	Interest income	(85.83)	(95.83)
	(Gain) / Loss on derecognition of lease liabilities including security deposits	(321.92)	(379.42)
	Rent concession on lease rentals	-	(29.33)
	Intangible assets under development written-off	29.94	-
	Finance cost	4,612.00	3,988.12
	Provision no longer required written back	(58.80)	-
	Sundry balances written back	(141.01)	-
	(Profit) / loss on sale of property, plant and equipment (net)	(9.04)	(5.61)
	Provision against inventory	1,646.50	689.34
	Provision against doubtful advances	-	42.47
	Provision for expected credit losses	-	38.21
	Sundry balances written off	191.84	-
	Share based payment expense	13.17	172.38
	Operating profit before working capital changes	**16,187.81**	**8,929.12**
	Movement in working capital		
	Movement in trade payables	6,834.62	(1,884.05)
	Movement in trade receivables	1.15	87.50
	Movement in provisions	211.55	23.42
	Movement in other liabilities	223.41	(21.85)
	Movement in other financial liabilities	718.18	(288.80)
	Movement in inventories	(12,996.39)	1,397.90
	Movement in other financial assets	(36.50)	911.08
	Movement in other assets	(2,574.04)	(1,262.25)
	Cash flows generated from/(used in) operating activities post working capital changes	**8,569.79**	**7,892.05**
	Income taxes (paid) / refund (net)	(14.00)	107.34
	Net cash flows generated from/(used in) operating activities (A)	**8,555.79**	**7,999.39**
B.	**Cash flows from investing activities**		
	Purchase of property, plant and equipment and right of use assets (including capital work-in-progress and payable towards property, plant and equipment)	(3,051.53)	(947.79)
	Sale of property, plant and equipment	200.69	20.28
	Purchase of intangible assets including intangible assets under development	(9.80)	(43.78)
	Movement in fixed deposits (net)	(39.94)	53.45
	Interest received	5.12	7.00
	Net cash flows generated from/(used in) Investing activities (B)	**(2,895.46)**	**(910.84)**
C.	**Cash flows from financing activities**		
	Proceeds from issuance of equity share	20.00	-
	(Repayment of) / proceeds from current borrowings (net)	2,625.29	(245.01)
	Proceeds from non current borrowings	520.86	-
	(Repayment of) non current borrowings	(52.04)	-
	Payment of lease liabilities	(3,738.08)	(3,255.84)
	Interest paid	(4,608.95)	(3,988.12)
	Net cash flows generated from/(used in) financing activities (C)	**(5,232.92)**	**(7,488.97)**
	Net increase/(decrease) in cash and cash equivalents (A+B+C)	427.42	(400.43)
	Cash and cash equivalents at the beginning of the year	193.66	594.09
	Cash and cash equivalents at the end of the year	**621.08**	**193.66**
	Components of cash and cash equivalents at the end of the year		
	Cash on hand	477.40	134.75
	Balance with banks:		
	-in current accounts	143.68	58.91
	Total	**621.08**	**193.66**

Note:
1. The cash flow has been prepared under the "Indirect method", as set out in Indian Accounting Standard (Ind AS) 7 - Statement of Cash Flows.
2. Additional disclosure required under Ind AS 7 (Refer note 19b)

The accompanying notes form an integral part of these financial statements

For **Singhi & Co.**
Chartered Accountants
Firm Registration Number: 302049E

Bimal Kumar Sipani
Partner
Membership No. 088926

For and on behalf of the Board of Directors of V2 Retail Limited

Ram Chandra Agarwal
Chairman and Managing Director
DIN: 00491885

Uma Agarwal
Whole Time Director
DIN: 00495945

Manshu Tandon
Chief Executive Officer

Pratik Adukia
Chief Financial Officer

Shivam Aggarwal
Company Secretary
M.No. A55785

Place: New Delhi
Date: May 30, 2024

Standalone Statement of changes in equity for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

A Equity share capital

Particulars	31 March 2024	31 March 2023
Opening balance	**3,438.93**	**3,438.93**
Changes in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the year	3,438.93	3,438.93
Changes in equity share capital during the year	20.00	-
Closing Balance	**3,458.93**	**3,438.93**

B Other equity

Particulars	Attributable to owners of the Company				Total
	Reserves and surplus				
	Retained earnings	Securities premium reserve	Capital reserve	Share options outstanding account	
Balance as at 1 April 2023	(70,013.74)	29,971.38	61,043.56	281.93	21,283.14
Profit/(Loss) for the year	2,728.61	-	-	-	2,728.61
Other comprehensive income for the year (net of tax)	(22.58)	-	-	-	(22.58)
Total comprehensive income for the year	**2,706.03**	**-**	**-**	**-**	**2,706.03**
Employee stock options charge for the year (refer note 28)	-	-	-	13.17	13.17
Employee stock options exercised during the year	-	262.32	-	(262.32)	-
Employee stock options lapsed during the year	-	-	-	(32.78)	(32.78)
ESOP reserve reversal due to non exercising of options (net of tax)	24.54	-	-	-	24.54
Balance as at 31 March 2024	**(67,283.18)**	**30,233.70**	**61,043.56**	**-**	**23,994.07**
Balance as at 01 April 2022	**(68,548.94)**	**29,971.38**	**61,043.56**	**109.55**	**22,575.54**
Profit/(Loss) for the year	(1,448.82)	-	-	-	(1,448.82)
Other comprehensive income (net of tax)	(15.98)	-	-	-	(15.98)
Total comprehensive income for the year	**(1,464.80)**	**-**	**-**	**-**	**(1,464.80)**
Employee stock options charge for the year (refer note 28)	-	-	-	172.38	172.38
Employee stock options exercised during the year	-	-	-	-	-
Balance as at 31 March 2023	**(70,013.74)**	**29,971.38**	**61,043.56**	**281.93**	**21,283.14**

There are no changes in other equity due to prior period errors in above.

The accompanying notes form an integral part of these standalone financial statements

As per our report of even date attached

For **Singhi & Co.**
Chartered Accountants
Firm Registration Number: 302049E

Bimal Kumar Sipani
Partner
Membership No. 088926

For and on behalf of the Board of Directors of V2 Retail Limited

Ram Chandra Agarwal
Chairman and Managing Director
DIN: 00491885

Uma Agarwal
Whole Time Director
DIN: 00495945

Manshu Tandon
Chief Executive Officer

Pratik Adukia
Chief Financial Officer

Shivam Aggarwal
Company Secretary
M.No. A55785

Place: New Delhi
Date: May 30, 2024

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2024
(All amounts in ₹ in lakh unless otherwise stated)

1. i) Corporate information

V2 Retail Limited formerly known as Vishal Retail Limited (the Company) is a public Company domiciled in India and incorporated under the provisions of Companies Act, 1956. The Company's ethos stands for "value and variety" and remains focused on selling quality fashion garments for significant lower prices targeting the very core of the nation. The Company is listed on both National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) having its registered office located at Khasra No. 928, Extended Lal Dora Abadi Village, Kapashera Border, Tehsil Vasant Vihar, New Delhi – 110037.

The financial statements of the Company for the year ended March 31, 2024 were approved for issue by the board of directors on May 30, 2024. However, the shareholders of the Company have the power to amend the Financial Statements after the issue.

ii) Statement of Compliance

These financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and the guidelines issued by Securities and Exchange Board of India to the extent applicable.

iii) Basis of preparation

The financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the financial statements. All assets and liabilities have been classified as current or non-current as per the Company's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. Based on the nature of products and the time between acquisition of assets for processing and their realisation 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.

The financial statements have been prepared under the historical cost convention basis except for the following –

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments); and
- Defined benefit plans – plan assets measured at fair value.
- Share based payments are initially measured at fair value.

The financial statements of the Company are presented in Indian Rupees (INR), which is also its functional currency and all amounts disclosed in the financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III to the Act, unless otherwise stated.

iv) Use of estimates

The preparation of the financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2024
(All amounts in ₹ in lakh unless otherwise stated)

v) Material accounting policies

a) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle*
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle*
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Company classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

*Based on the nature of products and the time between acquisition of assets for processing and their realisation 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.

b) Property, plant and equipment

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benets attributable to such subsequent cost associated with the item will ow to the Company. All other repair and maintenance costs are recognized in statement of prot or loss as incurred. Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

In case an item of property, plant and equipment is acquired on deferred payment basis, interest expenses included in deferred payment is recognized as interest expense and not included in cost of asset.

Subsequent measurement (depreciation and useful lives)

Depreciation on property, plant and equipment is provided on the straight-line method arrived on the basis of the useful life which are equal to those prescribed under Schedule II of the Companies Act, 2013 except for furniture and fixtures and vehicles in which useful lives are different from those prescribed under Schedule II of the Companies Act, 2013. In respect of furniture and fixtures and vehicles, the management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The following useful life of assets has been taken by the Company:

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2024
(All amounts in ₹ in lakh unless otherwise stated)

Tangible Assets	Useful Life as per the Schedule II	Useful Life as assessed by the management
Plant and machinery	15 Years	15 Years
Furniture and fittings	10 Years	8 to 10 Years
Retail Accessories	Not Specified	3 Years
Vehicles-Motor Cycle	10 Years	10 Years
Vehicles-Motor cars	8 Years	8 Years
Office equipment	5 Years	5 Years
Computer equipment	3 Years	3 Years
Servers and networking equipment	6 Years	6 Years
Electrical equipment &fittings	10 Years	10 Years
Air conditioners	10 Years	9 Years
Generator sets	15 Years	15 Years

Lease hold improvements are depreciated over the period of lease term.

The residual values, useful lives and method of depreciation are reviewed at each financial year end and adjusted prospectively, if appropriate.

Where, during any financial year, any addition has been made to any asset, or where any asset has been sold, discarded, demolished or destroyed, or significate components replaced; depreciation on such assets is calculated on a pro rata basis as individual assets with specific useful life from the month of such addition or, as the case may be, up to the month on which such asset has been sold, discarded, demolished or destroyed or replaced.

De-recognition

An item of property, plant and equipment and any significate part initially recognized is de-recognized upon disposal or when no future economic benefit are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

c) Intangible Assets

Recognition and initial measurement

Purchased intangible assets are stated at cost less accumulated amortization and impairment, if any.

Subsequent measurement (amortization)

All finite-lived intangible assets are accounted for using the cost model whereby capitalized costs are amortized on a straight-line basis over their estimated useful lives. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash flows from the asset. The following useful lives are applied:

Intangible assets	Useful life (in years)
Software	Amortized over a period of 3 years

De-recognition

An intangible asset is de-recognised on disposal, or when no future economic benefits are expected from use or disposal.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2024
(All amounts in ₹ in lakh unless otherwise stated)

Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the statement of profit or loss when the asset is derecognised.

d) Impairment of non-financial assets

The Company assesses, at each reporting date, whether there is an indication that an asset(other than inventories and deferred tax assets) may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Company estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Impairment losses of continuing operations are recognized in the statement of Profit and Loss.

Reversal of impairment losses is recorded when there is an indication that the impairment losses recognised for the assets no longer exist or have decreased.

e) Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale in its present condition rather than through continuing use and a sale is considered highly probable and it is expected that sale will be completed within one year from the date of classification. They are measured at the lower of their carrying amount and fair value less costs to sell.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

f) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest calculated using the effective interest rate (EIR) and other costs like finance charges in respect of the leases recognized in accordance with Ind AS 116, that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

g) Functional and presentation currency

The financial statements are presented in Indian Rupees (INR), which is also the Company's functional currency.

Foreign currencies

Transactions and balances

Initial recognition

Transactions in foreign currencies are initially recorded by the Company at its functional currency spot rates at the date the transaction first qualifies for recognition.

Subsequent measurement

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2024
(All amounts in ₹ in lakh unless otherwise stated)

Exchange differences arising on settlement or translation of monetary items are recognized in profit or loss. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

h) Leases

(i) The Company as a lessee

The Company's lease asset classes primarily consist of property leases. The Company assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified 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: (i) the contract involves the use of an identified asset (ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Company recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Company changes its assessment if whether it will exercise an extension or a termination option. For lease liabilities that are not accounted for as a separate lease the Company accounts for the remeasurement of the lease liability, in case of partial or full termination of the lease for lease modifications, by decreasing the carrying amount of the right-of-use asset to reflect that decrease the scope of the lease and recognizing any gain or loss relating to the partial or full termination of the lease in profit or loss account and in case of other lease modification making a corresponding adjustment to the right-of-use asset.

i) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2024
(All amounts in ₹ in lakh unless otherwise stated)

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

j) Trade receivables

Trade receivables are recognised initially at transaction price and subsequently measured at amortised cost less provision for impairment.

k) Inventories

The Company has trading goods and stores & consumables in its inventory which is valued at lower of cost and net realizable value. Cost of inventory comprises of cost of purchases and other costs incurred in bringing the inventories to their present condition and location. Cost is determined by the weighted average cost method.

Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs necessary to make the sale.

l) Revenue recognition

Revenue from contracts with customers is recognised upon transfer of control of promised goods/ services to customers at an amount that reflects the consideration to which the Company expect to be entitled for those goods/ services. To recognize revenues, the company applies the following five-step approach:

- Identify the contract with a customer
- Identify the performance obligations in the contract
- Determine the transaction price
- Allocate the transaction price to the performance obligations in the contract and
- Recognise revenues when a performance obligation is satisfied.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2024
(All amounts in ₹ in lakh unless otherwise stated)

Sale of goods

Revenue is measured at transaction price which represents value of goods after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and service tax (GST).

The Company recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity.It is the Company's policy to sell its products to the end customer with a right of return within 7 days. Accumulated experience is used to estimate and provide for such returns at the time of sale. The Company bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Income from services

Revenues from rent and display activities are recognized as per the terms of the contract.

Interest income

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

For all financial assets measured at amortized cost, interest income is recorded using the effective interest rate (EIR) i.e. the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial assets. The future cash flows include all other transaction costs paid or received, premiums or discounts if any, etc.

Contract Liability

A contract liability is recognised when the Company is under an obligation to redeem discount coupon, credit vouchers etc. given to customer on existing sales. Contract liabilities are recognised as revenue when the Company performs under the contract (i.e.transfers control of the related goods or services to the customer).

m) Financial instruments

Financial instruments are recognized when the Company becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

If the Company determines that the fair value at initial recognition differs from the transaction price, the Company accounts for that instrument at that date as follows:

- at the measurement basis mentioned above if that fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation technique that uses only data from observable markets. The Company recognizes the difference between the fair value at initial recognition and the transaction price as a gain or loss.
- in all other cases, at the measurement basis mentioned above, adjusted to defer the difference between the fair value at initial recognition and the transaction price. After initial recognition, the Company recognizes that deferred difference as a gain or loss only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability.

Subsequent measurement of financial assets and financial liabilities is described below.

Financial assets

Classification and subsequent measurement

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2024
(All amounts in ₹ in lakh unless otherwise stated)

i. **Financial assets at amortized cost –** a financial instrument is measured at amortized cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and
- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest method.

ii. **Financial assets at fair value**

- **Investments in equity instruments other than above –** All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are generally classified as at fair value through profit and loss (FVTPL). For all other equity instruments, the Company decides to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). The Company makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Company decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income (OCI). There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Company may transfer the cumulative gain or loss within equity. Dividends on such investments are recognized in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

De-recognition of financial assets

A financial asset is primarily de-recognized when the rights to receive cash flows from the asset have expired or the Company has transferred its rights to receive cash flows from the asset.

Financial liabilities

Subsequent measurement

After initial recognition, the financial liabilities, other than derivative liabilities, are subsequently measured at amortized cost using the effective interest method (EIR).

Amortized cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The effect of EIR amortization is included as finance costs in the statement of profit and loss.

De-recognition of financial liabilities

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2024
(All amounts in ₹ in lakh unless otherwise stated)

Impairment of financial assets

The Company assesses on a forward-looking basis the expected credit losses associated with its assets carried at amortized cost and FVOCI debt instruments.

For trade receivables only, the Company applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables

n) **Retirement and other employee benefits**

Defined Contribution plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Company makes defined contribution to Government Employee Provident Fund, Employee Deposit Linked Insurance and ESI which are recognized in the statement of profit and loss on accrual basis.

The Company recognizes contributions payable to the provident fund scheme as an expenditure, when an employee renders the related services. The Company has no obligation other than the contribution payable to the Provided Fund. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Defined benefit plan

The Company operates a defined benefit gratuity plan in India. The cost of providing benefits under the defined benefit plan is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Remeasurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

Other employee benefits

Compensated absences

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognized on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the actuarial valuation performed by an independent actuary using the projected unit credit method. The benefits are discounted using the appropriate market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Re-measurement as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Other short-term benefits

Expense in respect of other short-term benefits is recognized on the basis of amount paid or payable for the period during which services are rendered by the employees.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2024
(All amounts in ₹ in lakh unless otherwise stated)

o) Employee stock option plan

The cost of equity settled share-based plan is recognized based on the fair value of the options as at the grant date. The fair value of options granted is recognised as an employee benefits expense with a corresponding increase in other equity. The total expense is recognised over the vesting period, which is period over which all of the specified vesting conditions are satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of revision to original estimates, if any, in statement of profit and loss, with a corresponding adjustment to equity. The fair value of options is determined using the Black Scholes valuation model.

p) Provisions

Provisions are recognized when the Company has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Company expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the statement of Profit and Loss net of any reimbursement.

Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

q) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Potential ordinary shares shall be treated as dilutive when, and only when, their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations.

r) Taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Company operates and generates taxable income.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and unused tax losses can be utilized. Deferred tax relating to items recognized outside profit or loss is recognized

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2024
(All amounts in ₹ in lakh unless otherwise stated)

outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

s) Segment reporting

The Company is engaged in the business of retail trade of garments, textiles and accessories in India and there are no separate reportable segments as per Ind AS 108 'Segment Reporting'.

t) Cash and cash equivalents

Cash and cash equivalent 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.

u) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Company or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Company does not recognize a contingent liability but discloses its existence in the financial statements.

v) Significant management judgements in applying accounting policies and estimation uncertainty

The following are the critical judgments and the key estimates concerning the future that management has made in the process of applying the Company's accounting policies and that may have the most significant effect on the amounts recognized in the financial Statements or that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

i. Useful lives of depreciable/amortizable assets/Right of use assets – Management reviews its estimate of the useful lives of depreciable/amortizable/Right of use assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, IT equipment and other plant and equipment.

ii. Defined benefit obligation (DBO) – Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

iii. Evaluation of indicators for impairment of assets – The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

iv. Recognition of deferred tax assets - The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2024
(All amounts in ₹ in lakh unless otherwise stated)

v. **Contingent liabilities** – The Company is the subject of legal proceedings and tax issues covering a range of matters, which are pending in various jurisdictions. Due to the uncertainty inherent in such matters, it is difficult to predict the final outcome of such matters. The cases and claims against the Company often raise difficult and complex factual and legal issues, which are subject to many uncertainties, including but not limited to the facts and circumstances of each particular case and claim, the jurisdiction and the differences in applicable law. In the normal course of business, management consults with legal counsel and certain other experts on matters related to litigation and taxes. The Company accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated.

vi. **Inventories** – The Company estimates the net realizable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realisation of these inventories may be affected by future technology or other market-driven changes that may reduce future selling prices. Further, the Company also estimate expected loss due to shrinkage, pilferage etc. along with NRV impact on old inventory taking into account most reliable information available at the reporting date.

vii. Employee stock option plan – Assessment of appropriate input to the Black Scholes valuation model for valuation of share based payment including expected life of share option, volatility and divided yield and making assumption about them.

viii. Fair values hierarchy–Assessment of reliability of inputs considered for fair valuation of financial assets and liabilities falls under hierarchy Level 3.

w) Standard issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2024, MCA has not notified any new standards or amendments to existing standards applicable to the Company.

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

2 (i) Property, plant and equipment

Description	Leasehold improvements	Vehicle	Office equipments	Plant and machinery	Electrical equipments	Furniture and fixture	Computer hardware	Total
Gross carrying value								
As at 1 April 2022	540.44	352.49	2,713.63	1,853.30	3,395.14	6,871.77	2,065.53	17,792.30
Additions	56.54	25.05	184.11	14.63	224.65	384.73	261.02	1,150.72
Disposals	-	-	(12.34)	-	(0.31)	(11.07)	(2.45)	(26.17)
As at 31 March 2023	**596.98**	**377.54**	**2,885.40**	**1,867.93**	**3,619.48**	**7,245.43**	**2,324.10**	**18,916.85**
Additions	14.26	561.46	567.87	32.39	614.16	904.34	396.65	3,091.12
Disposals	(1.54)	(181.34)	(13.02)	(1.90)	(44.24)	(77.72)	(25.00)	(344.76)
As at 31 March 2024	**609.69**	**757.66**	**3,440.25**	**1,898.42**	**4,189.40**	**8,072.05**	**2,695.75**	**21,663.21**
Accumulated depreciation								
As at 1 April 2022	181.08	144.73	1,379.65	480.84	1,449.19	3,450.20	1,543.83	8,629.53
Charge for the year	61.55	41.99	364.35	52.05	319.57	664.22	225.18	1,728.93
Disposals	-	-	(4.10)	-	(0.08)	(5.60)	(1.72)	(11.51)
As at 31 March 2023	**242.64**	**186.72**	**1,739.90**	**532.89**	**1,768.69**	**4,108.82**	**1,767.29**	**10,346.95**
Charge for the year	75.18	65.41	351.60	53.16	335.33	809.41	262.59	1,952.67
Disposals	(0.24)	(86.25)	(6.47)	(0.02)	(0.96)	(49.11)	(10.07)	(153.11)
As at 31 March 2024	**317.58**	**165.89**	**2,085.03**	**586.03**	**2,103.06**	**4,869.12**	**2,019.81**	**12,146.51**
Net block as at 31 March 2023	**354.34**	**190.81**	**1,145.50**	**1,335.04**	**1,850.79**	**3,136.61**	**556.81**	**8,569.90**
Net block as at 31 March 2024	**292.12**	**591.77**	**1,355.22**	**1,312.39**	**2,086.34**	**3,202.93**	**675.94**	**9,516.70**

Notes:

a. **Contractual obligations**
Refer note 34(b) for disclosure of contractual commitments for the acquisition of property, plant and equipment.

b. **Capitalised borrowing cost**
The Company has not capitalised any borrowing costs during the year ended 31 March 2024 and 31 March 2023.

c. Refer note 17(a) for vehicle hypothecated against borrowings.

d. Refer note 19(a) for security given.

2 (ii)

Capital work-in-progress	As at 31 March 2024	As at 31 March 2023
Capital work-in-progress	22.55	10.98
	22.55	**10.98**

Particulars	Amount
Capital work-in-progress as at 1 April 2022	24.44
Add: Additions during the year	(13.46)
Less: Capitalisation during the year	**10.98**
Capital work-in-progress as at 31 March 2023	
Add: Additions during the year	86.38
Less: Capitalisation during the year	(74.81)
Capital work-in-progress as at 31 March 2024	**22.55**

#Capital work-in-progress include office equipment and furniture & fixtures amounting to Rs. 22.55 lakhs (31 Mar 2023: Rs. 10.98 lakhs) which are pending for capitalisation.

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

3 (i) **Right of use assets and lease liabilities**

Set out below are the carrying amounts of right of use assets and lease liabilities and the movements during the year:

Particulars	Total
(a) Right-of-use assets	
Cost	
Balance as on 1 April 2022	47,105.22
Add: Additions during the year	8,839.73
Less: Deletion during the year	(10,207.84)
Balance as at 31 March 2023	45,737.11
Add: Additions during the year	12,328.39
Less: Deletion during the year	(2,710.18)
Balance as at 31 March 2024	55,355.33
Accumulated amortisation	
Balance as on 1 April 2022	19,252.90
Add: Amortisation for the year (refer note 30)	4,502.16
Less: Deletion/modification during the year	(8,047.25)
Balance as at 31 March 2023	15,707.81
Add: Amortisation for the year (refer note 30)	5,134.37
Less: Deletion/modification during the year	(712.16)
Balance as at 31 March 2024	20,130.01
Balance as at 31 March 2023	15,707.81
Net carrying amount	
Balance as at 31 March 2023	30,029.30
Balance as at 31 March 2024	35,225.32

(b) Lease liabilities

	31 March 2024	31 March 2023
Opening Balance	36,400.42	33,475.14
Add: Addition in lease liabilities during the year	12,108.68	8,702.15
Add: Deletion in lease liabilities during the year	(2,290.86)	(2,491.70)
Add: Interest on lease liabilities (refer note 29)	3,896.69	3,523.96
Less: Rent concession on lease rentals	-	(29.33)
Less: Lease liabilities paid	(7,634.76)	(6,779.79)
Closing balance	42,480.17	36,400.42
Current	4,382.43	3,765.58
Non-current	38,097.74	32,634.84

3(ii) **Other Intangible assets**

Description	Computer software	Total
Gross carrying value		
As at 1 April 2022	840.60	840.60
Additions	13.84	13.84
Disposals	-	-
As at 31 March 2023	854.43	854.43
Additions	9.80	9.80
Disposals	-	-
As at 31 March 2024	864.23	864.23
Accumulated amortization		
As at 1 April 2022	385.77	385.77
Amortisation	161.45	161.45
Disposals	-	-
As at 31 March 2023	547.23	547.23
Amortisation	165.46	165.46
Disposals	-	-
As at 31 March 2024	712.69	712.69
Net block as at 31 March 2023	307.21	307.21
Net block as at 31 March 2024	151.55	151.55

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

	As at 31 March 2024	As at 31 March 2023
3(iii) **Intangible assets under development**		
Intangible assets under development	-	29.94
	-	29.94

Particulars	Amount
Intangible assets under development as at 1 April 2022	-
Add: Additions during the year	29.94
Less: Capitalisation during the year	-
Less: Charged to Profit and Loss account	-
Intangible assets under development as at 31 March 2023	29.94
Add: Additions during the year	-
Less: Capitalisation during the year	-
Less: Charged to Profit and Loss account	(29.94)
Intangible assets under development as at 31 March 2024	-

Intangible assets under development ageing schedule as on 31 March 2024

Particulars	Amount for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended	-	-	-	-	-

Intangible assets under development ageing schedule as on 31 March 2023

Particulars	Amount for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	29.94	-	-	-	29.94
Projects temporarily suspended	-	-	-	-	-

	As at 31 March 2024	As at 31 March 2023
4 **Investment in subsidiary (Measured at cost)**		
Investment in 150,00,000 (31 March 2023 :150,00,000) equity shares of V2 Smart Manufacturing Private Limited	1500.00	1,500.00
	1,500.00	1,500.00
Aggregate cost of unquoted investments	1,500.00	1,500.00

Above investment is not listed on any stock exchange in India or outside India and is carried at cost. There is no accumulated impairment as at current or previous year end.

	As at 31 March 2024	As at 31 March 2023
5 **Other financial assets**		
(Unsecured, Considered Good Unless Stated Otherwise)	67.61	50.23
Fixed deposits having maturity of more than 12 months*	810.15	740.18
Security deposits	877.76	790.41

*Fixed deposits amounting to Rs. 67.61 lakhs (31 March 2023: Rs. 50.23 lakhs) are held as margin money towards bank guarantees.

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

		As at 31 March 2024	As at 31 March 2023
6	(i) Deferred tax assets (net)		
	Deferred tax asset arising on account of:		
	Property, plant and equipment	324.26	205.01
	Provision for employee benefits	262.65	190.70
	Provision for doubtful and obsolescence	14.48	20.31
	Unabsorbed business losses	183.22	1,010.72
	Lease liabilities	10,691.41	9,161.25
	Fair valuation of interest free security deposits	176.78	144.46
		11,652.81	10,732.44
	Deferred tax liability arising on account of:		
	Right of use assets	8,865.51	7,557.77
	Others	-	56.88
		8,865.51	7,614.65
	Net deferred tax assets	2,787.30	3,117.79

Notes:

(a) Movement in deferred tax assets/(liabilities) for the year ended 31 March 2024 is as follows:

Description	Opening Balance	Recognised/ (reversed) through profit and loss	Recognised / (reversed) in other comprehensive income	Recognised / (reversed) retained earnings	Closing Balance
Deferred tax assets in relation to:					
Property, plant and equipment	205.01	119.25	-	-	324.26
Provision for employee benefits	190.70	72.60	7.60	(8.25)	262.65
Provision for doubtful and obsolescence	20.31	(5.83)	-	-	14.48
Unabsorbed business losses	1,010.72	(827.50)	-	-	183.22
Lease liabilities	9,161.25	1,530.16	-	-	10,691.41
Fair valuation of interest free security deposits	144.46	32.32	-	-	176.78
Sub-total (a)	10,732.45	921.02	7.60	(8.25)	11,652.81
Deferred tax liabilities in relation to:					
Right of use assets	7,557.77	1,307.74	-	-	8,865.51
Others	56.88	(56.88)	-	-	-
Sub-total (b)	7,614.65	1,250.86	-	-	8,865.51
			-	-	-
Total (a-b)	3,117.79	(329.84)	7.60	(8.25)	2,787.30

(b) Movement in deferred tax assets/(liabilities) for the year ended 31 March 2023 is as follows:

Description	Opening Balance	Recognised/ (reversed) through profit and loss	Recognised / (reversed) in other comprehensive income	Recognised / (reversed) retained earnings	Closing Balance
Deferred tax assets in relation to:					
Property, plant and equipment	125.04	79.98	-	-	205.01
Provision for employee benefits	219.10	(33.79)	5.38	-	190.70
Provision for doubtful and obsolescence	172.55	(152.23)	-	-	20.31
Unabsorbed business losses	618.07	392.65	-	-	1,010.72
Lease liabilities	8,425.02	736.23	-	-	9,161.25
Fair valuation of interest free security deposits	135.43	9.02	-	-	144.46
Sub-total (a)	9,695.21	1,031.85	5.38	-	10,732.44
Deferred tax liabilities in relation to:					
Right of use assets	7,009.87	547.89	-	-	7,557.77
Others	-	56.88	-	-	56.88
Sub-total (b)	7,009.87	604.77	-	-	7,614.65
		-	-	-	-
Total (a-b)	2,685.34	427.08	5.38	-	3,117.79

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

	Year ended 31 March 2024	Year ended 31 March 2023
(ii) Tax expense		
The income tax expense consists of the following:		
Recognised in profit and loss		
Current tax expense	-	-
Tax expense of earlier years	-	(7.85)
Deferred tax expense/ (credit)	329.84	(427.08)
Total income tax expense	329.84	(434.93)

		Year ended 31 March 2024	Year ended 31 March 2023
(a)	The major components of income tax expense and the reconciliation of expense based on the domestic effective tax rate of at 25.17% (31 March 2023: 25.17%) and the reported tax expense in profit or loss are as follows:		
	Profit before income tax	3,058.45	(1,883.75)
	Income tax using the Company's domestic tax rate *	25.17%	25.17%
	Expected tax expense [A]	769.75	(474.10)
	Tax effect of adjustment to reconcile expected income tax expense to reported income tax expense	-	-
	Tax expense of earlier years	-	(7.85)
	Items of permanent difference on which deferred tax not created	32.34	1.78
	Tax effect of unabsorbed depreciation adjusted against taxable income for the current year	223.24	-
	Deferred tax assets created during the year on brought forward unabsorbed depreciation	183.22	-
	Others	1.11	45.25
	Total adjustments [B]	439.91	39.17
	Actual tax expense [C=A+B]	329.84	(434.93)
	* Domestic tax rate applicable to the Company has been computed as follows	22%	22%
	Base tax rate	10%	10%
	Surcharge (% of tax)	4%	4%
	Cess (% of tax)	25.17%	25.17%
	Applicable rate		

(b) Unused tax losses and credits on which deferred tax assets has not been recognised

	As at 31 March 2024	As at 31 March 2023
Long Term Capital Loss		
2017-2018 (2025-26*)	1127.49	1127.49
2020-2021 (2028-29*)	175.18	175.18
	1302.67	1302.67
* Assessment year of expiry		
Unabsorbed Depreciation on which Deferred tax assets has not been recognised	-	1,615.00
Total tax losses and unabsorbed depreciation	1302.67	2917.67

(c) The Company has brought forward unabsorbed depreciation of Rs.1614.99 lakhs on which deferred tax assets was not created in earlier years, out of which Rs. 886.98 lakhs has been adjusted against the current year taxable income and on balance brought forward unabsorbed depreciation of Rs.728.01 lakhs, deferred tax assets of Rs.183.22 lakhs created during the year.

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

		As at 31 March 2024	As at 31 March 2023
7	**Other non-current assets**		
	Advance for services (refer note 43)	1,553.48	1,557.65
	Deposits paid under protest for various matters	387.79	217.06
	Capital Advance	88.72	-
		2,029.99	1,774.71

		As at 31 March 2024	As at 31 March 2023
8	**Income tax assets (net)**		
	Advance tax (net of provision of tax)	61.44	47.43
		61.44	47.43

9	**Inventories (Refer note 36)**		
	(Valued at lower of cost and net realisable value, unless otherwise stated)		
	Stock-in-trade*	35,996.77	24,646.88
		35,996.77	24,646.88

* Includes stock in transit of Rs. 208.10 lakhs (31 Mar 2023: Rs. 50.69 lakhs)
Refer note 19(a) for security given.

		As at 31 March 2024	As at 31 March 2023
10	**Trade receivables**		
	Unsecured		
	Considered good	5.54	6.70
	Have Significant increase in Credit Risk	-	38.21
	Less: Expected credit loss	-	(38.21)
		5.54	6.70

a) Refer note 19(a) for security given.
b) For details of receivable from related parties, Refer note 40, Related party disclosures.
c) Trade Receivables ageing is as follow:

Particulars	As at 31 March 2024					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	4.11	-	1.43	-	-	5.54
Have Significant increase in Credit Risk	-	-	-	-	-	-
Less: Expected credit loss	-	-	-	-	-	-
Total	**4.11**	**-**	**1.43**	**-**	**-**	**5.54**

Particulars	As at 31 March 20223					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	-	3.72	2.98	-	-	6.70
Have Significant increase in Credit Risk	-	-	23.56	12.28	2.37	38.21
Less: Expected credit loss	-	-	23.56	12.28	2.37	38.21
Total	**-**	**3.72**	**2.98**	**-**	**-**	**6.70**

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

		As at 31 March 2024	As at 31 March 2023
11	**Cash and cash equivalents**		
	Cash on hand	477.41	134.75
	Balance with banks:		
	-in current accounts	143.68	58.91
		621.09	193.66

		As at 31 March 2024	As at 31 March 2023
12	**Other bank balances**		
	Fixed deposits having maturity of more than 3 months but less than 12 months *	44.10	21.54
		44.10	21.54

* Fixed deposits amounting to Rs. 44.10 lakh (Rs 21.54 lakh) are held as margin money towards bank guarantees.

		As at 31 March 2024	As at 31 March 2023
13	**Other financial assets**		
	Current		
	Credit card receivables against sales	427.59	70.53
	Receivables for Corporate Guarantee	5.63	-
	Security Deposits	158.87	38.75
	Receivable against goods other than traded goods	213.99	620.51
		806.08	729.79

a) The carrying values are considered to be a reasonable approximation of fair value.
b) Refer note 41 for disclosure of fair values in respect of financial assets measured at amortised cost.
c) For details of receivable for Corporate Guarentee from related parties, Refer note 40, Related party disclosures.

		As at 31 March 2024	As at 31 March 2023
14	**Other current assets**		
	Prepaid expenses	68.45	9.80
	Advances recoverable in kind or value to be received	43.58	13.13
	Advance to suppliers*	3,073.54	1,628.86
	Advance to employees	35.86	16.68
	Balance with statutory authorities (Input tax credit)	3,622.32	3,079.32
	Others#	119.68	-
		6,963.43	4,747.79

*For details of advance given to related party, Refer note 40, Related party disclosures.
#Recoverable from vendors for non availing of GST input credit on account of non filing of GST returns.

		As at 31 March 2024	As at 31 March 2023
15	**Equity share capital**		
	Authorised		
	40,000,000 equity shares of Rs. 10 each (31 March 2023: 40,000,000 equity shares of Rs. 10 each)	4,000.00	4,000.00
	400,000 preference shares of Rs. 146 each (31 March 2023: 400,000 preference shares of Rs. 146 each)	584.00	584.00
	Issued, subscribed and fully paid-up		
	34,589,341 equity shares of Rs. 10 each (31 March 2023: 34,389,341 equity shares of Rs. 10 each)	3458.93	3,438.93
		3,458.93	3,438.93

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

	31 March 2024		31 March 20223	
	No of shares	Amount	No of shares	Amount
(a) Reconciliation of number of shares				
Equity shares at the beginning of the year	34,389,341	3,438.93	34,389,341	3,438.93
Changes during the year*	200,000	20.00	-	-
Equity shares at the end of the year	34,589,341	3,458.93	34,389,341	3,438.93

(b) Terms/rights attached to equity shares/warrants

The Company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. Dividend, if any, proposed by the board of Directors is subject to approval of shareholders in an annual general meeting except in the case of interim dividend. In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

*During the year ended 31 March 2024, the Company has made allotment of 200,000 equity shares at Rs 10 per equity share to the eligible employees on exercise of employee stock option scheme.

	31 March 2024		31 March 2023	
	No of shares	% holding	No of shares	% holding
(c) Details of shareholders holding more than 5% shares in the company				
Ricon Commodities Private Limited	12,862,710	37.19%	12,862,710	37.40%
Mr. Ram Chandra Agarwal	3,207,908	9.27%	3,207,911	9.33%
"India 2020 Fund II, Limited"	2,200,000	6.36%	2,200,000	6.40%
	18,270,618		18,270,621	

Details of promoters share holding in the company as on 31 March 2024	Shareholding as on 01 April 2023	Purchase/ Acquisition during the year	Sales/ transfer during the year	Shareholding as on 31 March 2024	% Change in shareholding
(d) Details of promoters share holding in the company					
Ram Chandra Agarwal	3,207,911	-	3	3,207,908	0.00%
Uma Agarwal	344,000	-	200,000	144,000	-58.14%
Ramchandra Agarwal (HUF)	155,000	-	-	155,000	0.00%
Akash Agarwal	133,480	206,299	-	339,779	154.55%
Ricon Commodities Private Limited	12,862,710	-	-	12,862,710	0.00%
Unicon Marketing Private Limited	-	-	-	-	0.00%
Vishal Waterworld Private Limited	1,084,134	347,834	-	1,431,968	32.08%
V2 Conglomerate Limited	632,582	-	-	632,582	0.00%
Sunita Fashion Private Limited	-	-	-	-	0.00%
Total	18,419,817	554,133	200,003	18,773,947	

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

"Details of promoters share holding in the company as on 31 March 2023"	Shareholding as on 01 April 2022	Purchase/ Acquisition during the year	Sales/transfer during the year	Shareholding as on 31 March 2023	% Change in shareholding
Details of promoters share holding in the company					
Ram Chandra Agarwal	3,207,911	-	-	3,207,911	0.00%
Uma Agarwal	344,000	-	-	344,000	0.00%
Ramchandra Agarwal (HUF)	155,000	-	-	155,000	0.00%
Akash Agarwal	133,480	-	-	133,480	0.00%
Ricon Commodities Private Limited	7,170,000	5,692,710	-	12,862,710	79.40%
Unicon Marketing Private Limited	5,444,710	-	5,444,710	-	-100.00%
Vishal Waterworld Private Limited	1,084,134	-	-	1,084,134	0.00%
V2 Conglomerate Limited	632,582	-	-	632,582	0.00%
Sunita Fashion Private Limited	248,000	-	248,000	-	-100.00%
Total	18,419,817	5,692,710	5,692,710	18,419,817	

(e) The Company has not issued any shares pursuant to contract without payment being received in cash, or allotted as fully paid up by way of bonus shares or bought back any shares during the period of immediately preceding five years except for equity shares allotted under the Employee stock option plan as consideration for services rendered by employees for which only exercise price has been received in cash.

		As at 31 March 2024	As at 31 March 2023
16	Other equity		
	Securities premium account	29,971.38	29,971.38
	Opening balance	-	-
	Change during the year	262.32	-
	ESOP reserve reversal due to exercising of option	30,233.70	29,971.38
	Capital reserve [refer note (a) below]	61,043.56	61,043.56
	Opening balance	-	-
	Change during the year	61,043.56	61,043.56
	Employees' stock option outstanding account	281.93	109.55
	Opening balance	13.17	172.38
	Charge for the year	(295.10)	-
	Employee stock options exercised and lapsed during the year	-	281.93
	Retained earnings		
	Opening balance	(70,013.74)	(68,548.94)
	Net profit/(loss) for the year	2,728.61	(1,448.82)
	ESOP reserve reversal due to non exercising of options (net of tax)	24.54	-
	Remeasurement benefit of defined benefit plans (net of tax)	(22.58)	(15.98)
		(67,283.18)	(70,013.74)
		23,994.07	21,283.14

(a) The Company restructured its business in the financial year 2010-11 resulting in creation of Capital Reserve amounting to Rs. 60,523.24 lakhs. The aforementioned reserve has been reconciled to amount recognised in the books of accounts except for Rs. 365.36 lakhs. In view of very old matter, probability of reconciliation is remote and also being amount not material in comparison to total capital reserve, the Company, as conservative measure, has decided to carry the same under Capital Reserve. The management believes that there is no impact of the same on statement of profit and loss.

(b) **Nature and purpose of other reserves**

(i) **Securities premium**

Securities premium represents premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(ii) **Capital reserve:**

This reserve represents the excess of net assets taken, over the cost of consideration paid at the time of amalgamation done in prior years. This reserve is not available for the distribution to the shareholders.

(iii) **Employees' stock options outstanding account**

The account is used to recognise the grant date value of options issued to employees under Employee stock option plan and adjusted as and when such options are exercised or otherwise expire.

(iv) **Retained earnings**

Retained earnings comprise of the Company's accumulated undistributed profits/(losses) after taxes.

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

		As at 31 March 2024	As at 31 March 2023
17	**Non-current borrowings**		
	Term loan		
	Secured		
	Vehicle (Car) loans from banks	206.55	-
	Commercial vehicle loans from a bank	262.27	-
		468.82	**-**
	Less: Current maturities of long-term borrowings (refer note 19)	81.79	-
		387.03	**-**

Notes:

(a) Vehicle loan of Rs. 150.00 lakhs from ICICI Bank Limited against which outstanding Rs. 143.92 lakhs (31 March 2023: Rs. Nil) carries an interest @ 10.25% per annum and repayable in 84 EMI (remaining EMIs 79). The loan is secured against hypothecation of vehicle.

Vehicle loan of Rs. 71.68 lakhs from Axis Bank Limited against which outstanding Rs. 62.63 lakhs (31 March 2023: Rs. Nil) carries an interest @ 8.75% per annum and repayable in 60 EMIs (remaining EMIs 51). The loan is secured against hypothecation of vehicle.

Commercial vehicle loans of Rs. 299.18 lakhs from HDFC Bank Limited against which outstanding Rs. 262.27 lakhs (31 March 2023: Rs. Nil) carries an interest @ 8.56% to 9.17% per annum and each loan repayable in 60 EMIs (remaining EMIs 50-51). The loans are secured against hypothecation of respective vehicles.

(b) Refer note 41 and 41(a) for disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles.

		As at 31 March 2024	As at 31 March 2023
18	**Provisions**		
	Non-current		
	Provision for employee benefits		
	Provision for gratuity	351.39	277.20
	Provision for compensated absences	248.21	152.03
		599.60	**429.23**

Refer note 37 for disclosures on Gratuity.

		As at 31 March 2024	As at 31 March 2023
19	**Short-term borrowings**		
	Secured		
	Working capital facility from bank (refer note below)	7,272.91	**4,647.62**
	Current maturities of long-term borrowings (refer note 17)	81.79	**-**
		7,354.70	**4,647.62**

Note

a. Working capital facility sanctioned of Rs. 7500 lakhs from a bank carries an interest rate based upon MCLR @ 8.50% per annum. This facility is secured against stock and book debts of the Company and first charge on existing Block of assets (Property, Plant and Equipment) excluding vehicles on which separate charge has been created. Further secured by corporate guarantee and hypothecation/mortgage of block of assets/immoveable properties given by a related party (Vishal Water World Private Limited) and personal guarantees given by Mr. Ram Chandra Agarwal & Ms. Uma Agarwal, directors of the Company.

b. **Reconciliation of liabilities arising from financing activities pursuant to Ind AS 7 - Cash flows:**

Particulars	As at 1 April 2023	Cash Inflow / (Outflows)	Non cash changes			As at 31 March 2024
			Lease additions	Impact of rent concession & leases closed	Interest expenses	
Non Current borrowings (net)*	-	468.82	-	-	-	**468.82**
Lease liabilities (including current maturities)	36,400.42	(3,738.08)	12,108.68	(2,290.86)	-	**42,480.17**
Current borrowings (net)	4,647.62	2,625.29	-	-	-	**7,272.91**
Interest accrued	-	(4,608.95)	-	-	4,612.00	**3.05**
Total liabilities from financial activities	**41,048.04**	**(5,252.92)**	**12,108.68**	**(2,290.86)**	**4,612.00**	**50,224.95**

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 1 April 20212	Cash Inflow / (Outflows)	Non cash changes			As at 31 March 2023
			Lease additions	Impact of rent concession & leases closed	Interest expenses	
Non Current borrowings (net)*	-	-	-	-	-	-
Lease liabilities (including current maturities)	33,475.14	(3,255.84)	8,702.15	(2,521.03)	-	**36,400.42**
Current borrowings (net)	4,892.63	(245.01)	-	-	-	**4,647.62**
Interest accrued	-	(3,988.12)	-	-	**3,988.12**	-
Total liabilities from financial activities	**38,367.77**	**(7,488.96)**	**8,702.15**	**(2,521.03)**	**3,988.12**	**41,048.04**

*Including Current maturities of long-term borrowings

		As at 31 March 2024	As at 31 March 2023
20	**Trade payables**		
	i. Total outstanding dues of micro enterprises and small enterprises	3,858.13	417.29
	ii. Total outstanding dues of creditors other than micro enterprises and small enterprises	12,081.21	8,887.22
	Total	**15,939.34**	**9,304.51**

(a) **Due to micro, small and medium enterprises as defined under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006**

	Particulars	31 March 2024	31 March 2023
i)	the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year		
	Principal amount remaining unpaid	3,731.59	417.29
	Interest accrued and remaining unpaid as at year end	-	-
ii)	Amount of interest paid by the Company to the suppliers in terms of section 16 of the Act along with amount paid to the suppliers beyond the respective due date.	-	-
iii)	Amount of interest due and payable for the period of delay in payments (which have been paid but beyond the due date during the year) but without adding the interest specified under the Act.	126.54	-
iv)	Amount of interest accrued and remaining unpaid at the end of accounting period.	126.54	-
v)	Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of this Act.	126.54	-

(b) **Trade payables ageing is as follows:**

Particulars	As at 31 March 2024					
	Not due*	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed- MSME	3,731.59	126.54	-	-	-	3,858.13
(ii) Undisputed- Others	11,622.88	386.76	5.46	19.34	21.70	12,056.14
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	25.07	25.07
Total	**15,354.46**	**513.30**	**5.46**	**19.34**	**46.77**	**15,939.34**

*Includes unbilled amount of Rs. 456.12 Lakhs

Particulars	As at 31 March 2023					
	Not due*	Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed- MSME	339.60	77.69		-	-	417.29
(ii) Undisputed- Others	6,161.69	2,494.43	105.78	44.33	55.92	8,862.15
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	25.07	25.07
Total	**6,501.29**	**2,572.13**	**105.78**	**44.33**	**80.99**	**9,304.51**

*Includes unbilled amount of Rs. 739.44 Lakhs

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

		As at 31 March 2024	As at 31 March 2023
21	**Other financial liabilities**		
	Current		
	Interest accrued but not due on borrowings	3.05	-
	Employee related payables	964.49	244.54
	Creditors for capital purchases	727.04	367.45
	Security deposits*	12.88	22.78
	Other payable	12.82	9.39
	Other Liabilities - financial guarantee	4.70	-
		1,724.98	**644.15**

*includes security deposits received from shop-in-shop vendors.

		As at 31 March 2024	As at 31 March 2023
22	**Provisions**		
	Current		
	Provision for gratuity	164.51	136.99
	Provision for compensated absences	139.22	95.38
		303.73	**232.37**

Refer note 37 for disclosures on Gratuity.

		As at 31 March 2024	As at 31 March 2023
23	**Other current liabilities**		
	Statutory liabilities	263.02	131.75
	Contract liability (refer note 39)	104.03	11.91
		367.06	**143.66**

		Year ended 31 March 2024	Year ended 31 March 2023
24	**Revenue from operations**		
	Operating revenue		
	Traded goods*	116,068.92	83,612.62
	Other operating revenue		
	Scrap sales	207.29	164.96
	Display income	196.50	110.72
		116,472.71	**83,888.30**
	*** Details of sale of traded goods**		
	Apparels	105,885.89	80,611.44
	Non-apparels	10,183.04	3,001.18
		116,068.92	**83,612.62**
	Detail of Operating revenue by Geographical locations		
	In India	116,068.92	83,612.62
	Outside India	-	-
	Total	**116,068.92**	**83,612.62**

For additional disclosures required under Ind AS 115 (Refer note 39)

		Year ended 31 March 2024	Year ended 31 March 2023
25	**Other income**		
	Interest Income on:		
	-Bank deposits	5.12	7.00
	-Other financial assets carried at amortised cost	80.70	67.33
	-Interest on Income tax refund	0.01	21.49
	Gain on derecognition of lease liabilities including security deposits	321.92	379.42
	Rent concession received from landlords (refer note 45)	-	29.33
	Profit on sale of property, plant and equipment (net)	9.04	5.61

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

		Year ended 31 March 2024	Year ended 31 March 2023
	Insurance claim received	4.57	8.08
	Sales of consumables	11.03	3.89
	Sundry balances written back	141.01	-
	Commission on financial guarantee	0.15	-
	Provision no longer required	58.80	-
	Miscellaneous income	54.87	92.41
		687.22	**614.56**

		Year ended 31 March 2024	Year ended 31 March 2023
26	**Purchase of stock-in-trade**		
	Purchase of stock-in-trade (refer note below)	95,856.96	57,535.47
		95,856.96	**57,535.47**
a.	**Details of purchase of stock-in-trade**		
	Apparels	84,165.42	48,262.95
	Non-apparels	11,691.54	9,272.52
		95,856.96	**57,535.47**

		Year ended 31 March 2024	Year ended 31 March 2023
27	**Changes in inventories of stock-in-trade**		
	Traded goods		
	Closing stock (refer note below)	35,996.77	24,646.87
	Opening stock	24,646.87	26,662.97
		(11,349.90)	**2,016.10**
a.	**Details of closing stock**		
	Apparels	31,588.94	20,741.33
	Non-apparel	4,407.83	3,905.54
		35,996.77	**24,646.87**

		Year ended 31 March 2024	Year ended 31 March 2023
28	**Employee benefit expense**		
	Salaries, wages and bonus	8,352.07	7,179.58
	Gratuity expenses	111.06	86.45
	Contribution to provident and other funds	542.41	390.90
	Share based payments to employees (refer note 38)	13.17	172.38
	Staff welfare	246.13	338.94
		9,264.84	**8,168.25**

		Year ended 31 March 2024	Year ended 31 March 2023
29	**Finance costs**		
	Interest on:		
	Term loans	33.72	0.49
	Working capital loans	543.35	449.92
	Lease liabilities	3,896.69	3,523.96
	Delayed payment to MSME vendors	126.54	-
	Other borrowing cost	11.70	13.75
		4,612.00	**3,988.12**

		Year ended 31 March 2024	Year ended 31 March 2023
30	**Depreciation and amortisation**		
	Depreciation on property, plant and equipment	1,952.67	1,728.93
	Amortization of intangible assets	165.46	161.45
	Depreciation on right of use assets	5,134.37	4,502.16
		7,252.51	**6,392.54**

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

		Year ended 31 March 2024	Year ended 31 March 2023
31 Other expenses			
Power, fuel and electricity		2,764.85	2,644.14
Water charges		15.79	16.06
Repair and maintenance			
- Building		82.10	53.48
- Plant and machinery		4.11	8.28
- Others		379.23	272.97
Rent (refer note 45)		84.91	157.37
Insurance charges		29.50	37.78
Rates and taxes		123.15	188.94
Bank charges		42.94	66.29
Legal and professional		431.72	521.09
Provision for expected credit loss		-	38.21
Provision against doubtful advances		-	42.47
Bad debts	38.21		-
Less: Provision for expected credit loss	(38.21)	-	-
Sundry Balances written off	234.31		-
Less: Provision against above	(42.47)	191.84	-
Motor vehicle expenses		35.30	29.91
Printing and stationery		60.96	39.73
Packing materials & expenses		890.48	902.34
Security service charges		340.24	304.15
Housekeeping expenses		217.25	205.12
Telephone expenses		60.98	93.58
E-Commerce expenses		0.74	76.90
Traveling and conveyance		251.75	234.89
Postage and telephones		5.88	4.13
Payment to auditors (refer note a below)		27.00	33.58
Credit cards charges		89.20	80.34
Advertisement & sales promotion		421.15	555.61
Commission charges		3.05	2.53
Compensation to landlord		-	85.70
Transportation charges		1,791.53	1,454.41
Intangible assets under development written-off		29.94	-
Miscellaneous expenses		89.48	136.13
Total		**8,465.07**	**8,286.13**

	Year ended 31 March 2024	Year ended 31 March 2023
a. **Auditors' remuneration**		
Statutory audit	18.00	18.00
Limited reviews*	9.00	10.85
Other services	-	0.15
Out of pocket expenses	-	4.58
	27.00	**33.58**

*Previous year remuneration includes Rs. 3.85 lakhs paid to previous auditor

32 The Company has no obligations under Section 135 of the Companies Act, 2013 towards corporate social responsibility.

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

	Year ended 31 March 2024	Year ended 31 March 2023
33 Earnings per share		
Profit/(Loss) attributable to equity shareholders before exceptional items (A)	2,728.61	(1,448.82)
Nominal value per share	10.00	10.00
Weighted-average number of ordinary shares (basic)		
Numbers of weighted average equity share outstanding at the beginning	34,389,341	34,389,341
Issued ordinary shares	181,967	-
Weighted average number of equity shares outstanding during the year (B)	**34,571,308**	**34,389,341**

Particulars	31 March 2024	31 March 2023
Average price of the share	-	108.95
Face Value	10	10
Exercise price	10	10
Diluted shares (nos.)	-	**204,348**
Weighted average number of equity shares adjusted for the effect of dilution (C)	34,571,308	34,593,689
Basic earning/(loss) per equity share (Amount in Rs.) (A/B)	7.89	(4.21)
***Diluted earning/(loss) per equity share (Amount in Rs.) (A/C)**	7.89	(4.21)

The effect of potential equity shares was anti dilutive in nature accordingly not considered for the purpose of arriving at dilutive earning per share for the year ended March 2023.

	31 March 2024	31 March 2023
34 Contingencies and commitments		
(a) Contingent liabilities (to the extend quantified by respective authorities)		
Claims against the Company not acknowledged as debt [refer note (i) below]	1,579.67	1,597.17
Dispute under sales tax law (matters under appeal) [refer note (ii) below]	2,953.20	2,520.94
Dispute under service tax law (matters under appeal) [refer note (iii) below]	302.08	302.08
Disputes under income tax law	1042.54	1,014.34

(i) The Company has certain cases/disputes aggregating to Rs. 1,579.67 lakhs (31 March 2023: Rs. 1,597.17 lakhs) involving customers, vendors and ex-employees. Whilst the impact of these litigations on these financial statements can only be ascertained on the settlement of such cases/disputes, management has broadly assessed that based on the merits of such cases, the Company has reasonably good chances of succeeding and accordingly, no provision has been recognised in these standalone financial statements.

(ii) The Company has certain litigations related to Sales tax and Values added tax (VAT) pending under West Bengal Value Added Tax Act, 2003 aggregating to Rs. 2,250 lakhs (31 March 2023 Rs. 2,250 lakhs), The Assam Value Added Tax Act, 2003 aggregating to Rs. Nil (31 March 2023 Rs. 7.20 lakhs), The Uttar Pradesh Value Added Tax Act, 2008 aggregating to Rs. 261.72 lakhs (31 March 2023 Rs. 24.46 Lakhs), The Haryana Value Added Tax Act, 2003 aggregating to Rs. 59.79 lakhs(31 March 2023 Rs. 59.79 lakhs) and The Bihar Value Added Tax Act, 2005 Rs. 381.69 lakhs (31 March 2023 Rs. 179.49 lakhs). Whilst the impact of these litigations on these financial statements can only be ascertained on the settlement of such cases/disputes, management has broadly assessed that based on the merits of such cases, the Company has reasonably good chances of succeeding and accordingly, no provision has been recognised in these standalone financial statements.

(iii) The Company has pending litigation related to service tax under Finance Act, 1994 amounting to Rs. 302.08 lakhs (31 March 2023: Rs. 302.08 lakhs). Whilst the impact of these litigations on these financial statements can only be ascertained on the settlement of such cases/disputes, management has broadly assessed that based on the merits of such cases, the Company has reasonably good chances of succeeding and accordingly, no provision has been recognised in these standalone financial statements.

(b) Commitments		31 March 2024	31 March 2023
i.	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of advance)	532.54	207.77
ii	The Company has entered into lease arrangements during the year for which company is liable to pay rent of Rs. 1,362.53 lakhs on commencement of store for non cancellable period subject to compliance of terms and conditions of lease agreements.		

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

35 **Segment information**

In accordance with Ind AS 108, the Board of directors, being the Chief operating decision maker of the Company, has determined that the Company is engaged in the business of retail trade of garments, textiles and accessories in India and there are no separate reportable segments as per Ind AS 108. The Company's operations are confined only to India. There are no customer accounting for more than 10% of its revenue.

36 a) During the year provision of Rs. 1646.50 lakhs (31 March 2023: Rs. 689.34 lakhs) on account of written down of inventories has been charged to Statement of Profit and Loss on account and included in change of inventories of stock in trade.

b) The Company carries a provision of Rs. 2343.16 lakhs as at 31 March 2024 (31 March 2023: Rs. 696.66 lakhs) in view of management this provision is adequate to meet future realisation loss on sale of old inventories.

c) Based on the physical verification, the Company has written-off inventory Rs. 634.46 lakhs in previous year which has been adjusted against the provision created in earlier years.

37 **Post employment benefit plans**

Particulars	31 March 2024		31 March 2023	
	Current	Non-current	Current	Non-current
Gratuity	164.51	351.39	136.99	277.20
	164.51	**351.39**	**136.99**	**277.20**

A **Gratuity**

The Company operates gratuity plan where in every employee is entitled to benefit equivalent to 15 days salary (includes dearness allowance) last drawn for each completed year of service. The same is payable on termination of service, or retirement, or death whichever is earlier. The benefits vests after five years of continuous service. Gratuity benefits valued were in accordance with The Payment of Gratuity Act, 1972.

The following tables summarise the components of net benefit expense recognised in the statement of profit or loss and amounts recognised in the balance sheet for the Gratuity plan:

(i) **Amount recognised in the statement of profit and loss is as under:**

Description	31 March 2024	31 March 2023
Current service cost	81.90	68.43
Interest cost	29.16	18.02
Amount recognised in the statement of profit and loss	**111.06**	**86.45**
(ii) **Changes in the present value of the defined benefit obligation are as follows :**		
Description		
Present value of defined benefit obligation as at the start of the year	**414.19**	**362.60**
Obligation transferred from subsidiary company	1.39	-
Current service cost	81.90	68.43
Interest cost	29.16	18.02
Actuarial loss/(gain) recognised during the year	30.18	21.36
Benefits paid	(40.92)	(56.22)
Present value of defined benefit obligation as at the start of the year	**515.90**	**414.19**
(iii) **Amount recognised in Other comprehensive income is as under:**		
Description		
Actuarial loss on arising from change in demographic assumption	-	-
Actuarial (gain)/loss on arising from change in financial assumption	0.26	(22.67)
Actuarial loss on arising from experience adjustment	29.91	44.03
Total actuarial (gain)/loss	**30.18**	**21.36**

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

	Description	31 March 2024	31 March 2023
(iv)	**The principal assumptions used in determining gratuity benefit obligations for the Company are shown below**		
	Description		
	Discount rate	7.02%	7.04%
	Retirement age	58 years	58 years
	Mortality rates inclusive of provision for disability	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)
	Attrition at ages:		
	- Upto 30 years	50.00%	50.00%
	- From 31 to 44 years	40.00%	40.00%
	- Above 44 years	20.00%	20.00%
	Rate of increase in compensation	10.00%	10.00%
(v)	**Sensitivity analysis for gratuity liability**		
	Description		
	Impact of the change in discount rate		
	Present value of obligation at the end of the year	**515.90**	**414.19**
	- Impact due to increase of 0.50 %	(6.63)	(5.13)
	- Impact due to decrease of 0.50 %	6.85	5.30
	Impact of the change in salary increase		
	Present value of obligation at the end of the year	**515.90**	**414.19**
	- Impact due to increase of 0.50 %	5.94	4.60
	- Impact due to decrease of 0.50 %	(5.84)	(4.52)

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change materially compared to prior period.

		31 March 2024	31 March 2023
	Expected contribution to Gratuity in next year	117.83	92.53
(vi)	**Maturity profile of defined benefit obligation**		
	Description		
	Within next 12 months	164.51	136.98
	Between 2-5 years	263.90	211.58
	Beyond 5 years	87.49	65.64

Notes:

1 The discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of obligations.

2 The estimates of future salary increase considered takes into account the inflations, seniority, promotion and other relevant factors on long term basis.

3 The weighted average duration to the payment of these cash flows is 1.71 years (31 March 2023: 1.73 years).

B **Defined contribution scheme**

The Company's state governed provident fund scheme and employee state insurance scheme are considered as defined contribution plans. The contribution under the schemes is recognised as an expense in the statement of profit and loss, when an employee renders the related service. There are no other obligations other than the contribution payable to the respective funds. The amount of contribution made by the Company to employees' provident fund and employee state insurance is Rs. 435.30 lakhs and Rs. 107.11 Lakhs, respectively (31 March 2023: Rs. 300.54 lakhs and Rs. 90.36 lakhs).

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

38 Share based payment (ESOP)

The Company provides Share-Based Payment Scheme to its employees. During the year ended 31 March 2017, an Employee Stock Option Plan was introduced. In the Annual General Meeting held on 30 September 2016, the share holders has approved V2 R-Employee Stock Option Scheme 2016 ('ESOP 2016') and grant of options to the eligible employee of the company under the Scheme.

a) Employee stock option scheme :
As at 31 March 2023 the Company had the following outstanding share based payment arrangements:

Particulars	ESOP Scheme	Method of Settlement	Vesting period	Grant Date	No. of Options granted	Exercise price per share (₹)	Market price on the date of granting of option (₹)
Tranche -I-2021	Scheme 2016	Equity	22 Months	28 June 2021	2,25,000	10	128.55

The granted options can be exercised at any time before the expiry of 3 months from vesting date.

Employees benefits expense includes Rs. 13.17 lakhs (31 March 2023: Rs. 172.38 lakhs) towards proportionate cost of ESOP options granted. During the current year the Company has issued 200,000 equity shares to eligible employee on exercise of their options and balance 25,000 ESOP has lapsed due to non exercise of options. Average price was Rs. 82.00 per equity share on the date of exercise of options.

b) Movement of option granted

Particulars	31 March 2024	31 March 2023
	Number of options	Number of options
Options Outstanding at the beginning of the year	225,000	225,000
Granted during the year (net of lapsed)	-	-
Exercised during the year	200,000	-
Forfeited/lapsed during the year	25,000	-
Options outstanding during the year	-	225,000
Options unvested at the end of the year	-	225,000
Option exercisable at the end of the year	-	-

c) Fair Valuation:

The fair valuation of the options used to compute performa net profit and earnings per share have been done by an independent valuer on the date of grant using Black-Scholes Merton Formula. The key assumption and fair value are as under:

Particulars	Risk free Interest Rate (%)	Life (Years)	Expected Volatility (%)	Expected Dividend Yield (%)	Weighted average Fair Value Per Option (₹)
Tranche - I -2021	7.40	4	23.23	-	131.16

The expected life of the stock is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not also necessary be the actual outcome.

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

39 Revenue from Contracts with Customers

"Indian Accounting Standard 115 Revenue from Contracts with Customers ("Ind AS 115"), establishes a framework for determining whether, how much and when revenue is recognised and requires disclosures about the nature, amount, timing and uncertainty of revenues and cash flows arising from customer contracts. Under Ind AS 115, revenue is recognised through a 5-step approach:

(i) Identify the contract(s) with customer;
(ii) Identify separate performance obligations in the contract;
(iii) Determine the transaction price;
(iv) Allocate the transaction price to the performance obligations; and
(v) Recognise revenue when a performance obligation is satisfied.

Assets and liabilities related to contracts with customers

Description	As at 31 March 2024		As at 31 March 2023	
	Non-current	Current	Non-current	Current
Contract liabilities related to sale of goods				
Contract liability	-	104.03	-	11.91
Contract receivables related to sale of goods				
Trade receivables	-	5.54	-	6.70

Significant changes in contract assets and liabilities

There has been no significant changes in contact assets/contract liabilities during the year.

Performance obiligation:

Performance obligation is satisfied at a point of time.

Payment term:

Company generally sales goods to customer when its received payment from customers.

Obligations:

Company sell its products to the end customer with a right of return within 7 days.

Revenue recognised in relation to contract liabilities

Movement of contract liability:

Description	Year ended 31 March 2024	Year ended 31 March 2023
Opening balance	11.91	12.68
Addition during the year	104.03	11.91
Revenue recognised during the year	(11.91)	(12.68)
Closing balance	**104.03**	**11.91**

Disaggregation of revenue

Revenue arises mainly from the sale of traded goods:

Description	Year ended 31 March 2024	Year ended 31 March 2023
Revenue from sale of goods	116,068.92	83,612.62
(B) Other ancillary revenue		
Scrap sales	207.29	164.96
Display income	196.50	110.72
	116,472.71	**83,888.30**

Description Reconciliation of revenue recognised with contract price	Year ended 31 March 2024	Year ended 31 March 2023
Contract price	116,068.92	83,612.62
Less: Rebate & Discount	-	-
Revenue from contracts with customer	**116,068.92**	**83,612.62**

*The Company do not offer any rebate or discount post sale of the goods

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

40 Related party disclosures

(a) **Key managerial personnel**

Mr. Ram Chandra Agarwal (Chairman and Managing Director)

Mrs. Uma Agarwal (Director)

Mr. Akash Agarwal ceases as Whole Time Director and Chief Financial Officer w.e.f. 03 September 2022 and appointed as Non-executive director w.e.f. 03 September 2022 upto 11 August 2023 and appointed as Whole Time Director w.e.f 12 August 2023

Ms. Archana Surendra Yadav (Independent Director)

Dr. Arun Kumar Roopanwal (Independent Director)

Mr. M.S. Anand (Independent Director) (w.e.f. 10th February, 2023)

Mr. Harbir Singh Sidhu (Independent Director) (up to 14th November 2022)

Mr. Lalit Kumar (Independent Director) (up to 26th December 2022)

Mr. Manshu Tandon (Chief Executive Officer)

Mr. Sudhir Kumar (Company Secretary and Compliance Officer) (up to 9th April 2024)

Mr. Pratik Adukia (Chief Financial Officer) [w.e.f. 10th February, 2023]

(b) **Companies in which Directors and Key Management Personnel or their relatives have control or significant influence**

Vishal Water World Private Limited

(c) **Subsidiary Company**

V2 Smart Manufacturing Private Limited

(d) **Summary of transactions with related parties:**

S. No.	Particulars	31 March 2024	31 March 2023
1	**Remuneration**		
	Mr. Ram Chandra Agarwal	60.00	60.00
	Mrs. Uma Agarwal	60.00	60.00
	Mr. Akash Agarwal	38.23	25.00
	Mr. Manshu Tandon*	234.42	87.97
	Mr. Sudhir Kumar	25.36	15.50
	Mr. Pratik Adukia	114.48	9.17
2	**Sales of property, plant and equipment**		
	V2 Smart Manufacturing Private Limited	179.26	24.30
3	**Sales of Traded goods**		
	Vishal Water World Private Limited	-	3.72
4	**Sitting fees**		
	Mr. Harbir Singh Sidhu	-	3.00
	Ms. Archana Surendra Yadav	3.00	3.75
	Dr. Arun Kumar Roopanwal	3.00	3.75
	Mr. Lalit Kumar	-	3.00
	Mr. M S Anand	3.00	0.75

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

S. No.	Particulars	31 March 2024	31 March 2023
5	**Employee Higher Education Sponsorship Program Expenses**		
	Mr. Akash Agarwal	31.32	90.28
6	**Other Income**		
	Commission on financial guarantee	0.15	-
7	**Purchase of Traded goods against advance payment**		
	V2 Smart Manufacturing Private Limited	19,020.12	9,876.13
8	**Advance made against purchase of traded goods**		
	V2 Smart Manufacturing Private Limited	20,611.84	11,058.88
9	**Balance outstanding as at the year end:**		
	Other Receivable (Sales of Property, plant and equipment)		
	V2 Smart Manufacturing Private Limited	211.46	620.51
	Advance against purchases of traded goods		
	V2 Smart Manufacturing Private Limited	2,873.67	1,281.95
	Receivables for Corporate Guarantee		
	V2 Smart Manufacturing Private Limited	5.63	-
	Trade Receivable		
	Vishal Water World Private Limited	1.43	3.72
	Remuneration Payable		
	Mrs. Uma Agarwal	4.50	3.94
	Mr. Akash Agarwal	8.08	-
	Mr. Ram Chandra Agarwal	5.00	-
	Mr. Manshu Tandon*	2.20	-
	Mr. Pratik Adukia	2.79	
	Mr. Sudhir Kumar	0.95	-

For guarantee given by related parties (refer note 19)

Summary of Payment made to KMP*#		
Short Term Employee Benefit	397.80	289.66
Other Long Term Benefit	-	11.92
Share based payment (Perquisite value as per income tax act)	143.70	-
Post Employment Benefit	-	28.85

#Certain KMPs also participate in post employment benefits plans provided by the Company. The amount in respect of these towards the KMPs can not be segregated as these are based on actuarial valuation for all employees of the Company.

*excludes the amount charged/reversed on grant/forfeiture of employee stock options. It is disclosed based on options exercised by the employee of the Company.

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

41 Fair value disclosures

A Financial instruments by category

Particulars	31 March 2024			31 March 2023		
	FVOCI	FVTPL	Amortised cost	FVOCI	FVTPL	Amortised cost
Financial assets measured at amortised cost						
Security deposits						
Current	-	-	158.87	-	-	38.75
Non-current	-	-	810.15	-	-	740.18
Cash and bank balances	-	-	665.19	-	-	215.20
Trade Receivables (Current)	-	-	5.54	-	-	6.70
Other financial assets						
Current	-	-	647.21	-	-	691.04
Non-current	-	-	67.61	-	-	50.24
Total	-	-	**2,354.57**	-	-	**1,742.10**
Financial liabilities measured at amortised cost						
Borrowings						
Current	-	-	7,272.91	-	-	4,647.62
Non-current (Including Current maturities of long-term borrowings)	-	-	468.82	-	-	
Lease liabilities						
Current	-	-	4,382.43	-	-	3,765.58
Non-current	-	-	38,097.74	-	-	32,634.84
Trade payable (current)	-	-	15,939.34	-	-	9,304.51
Other financial liabilities						
Current	-	-	1,724.98	-	-	644.15
Non-current	-	-	-	-	-	-
Total	-	-	**67,886.22**	-	-	**50,996.71**

Note: Investment in equity instrument of subsidiary is measured at cost as per Ind AS 27 "Separate Financial Statements" and hence, not presented here.

B **Fair values hierarchy**

The fair value of financial instruments as referred to in note (A) above has been classified into three categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities [Level 1 measurements] and lowest priority to unobservable inputs [Level 3 measurements].

Level 1: Quoted prices for identical instruments in an active market;

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a net asset value or valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

C **Fair value of instruments on recurring basis measured at amortised cost**

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows, these fair values are calculated using Level 3 inputs:

Particulars	31 March 2024		31 March 2023	
	Carrying value	Fair value	Carrying value	Fair value
Security deposits given	969.02	969.02	778.93	778.93
	969.02	969.02	778.93	778.93

The management assessed that fair values of cash and cash equivalents, trade payables, Interest accrued on bank deposits with banks, other current financial assets and other current financial liabilities approximates their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of borrowings, lease liabilities and other financial assets and liabilities are considered to be the same as their fair values, as there is an immaterial change in the lending rates.

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

41(a) Financial risk management

i) **Risk management framework**

The Company's activities expose to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, financial assets measured at amortised cost	Aging analysis	Bank deposits, diversification of asset base, credit limits and collateral.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - interest rate	Recognised variable rate financial liabilities denominated in Indian rupee (INR)	Cash flow forecasting	Company is in the process of reducing the debt component to reduce the interest rate risk

A) **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. The carrying amount of financial assets represents the maximum credit exposure.
- cash and cash equivalents,
- loans and receivables carried at amortised cost, and
- deposits with banks
- financial guarantee"

a) **Credit risk management**

The Company assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults other counterparties, identified either individually or by the company, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Company assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: Low

B: Medium

C: High

Credit rating	Particulars	31 March 2024	31 March 2023
A: Low	Security deposits	969.02	778.93
	Bank balances and deposits	187.78	80.45
	Trade Receivables (Current)	5.54	6.70
	Other financial assets	714.82	741.28

Cash & cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

Trade receivable and other financial assets measured at amortised cost

Other financial assets measured at amortized cost includes trade receivable, advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits. The Company's trade receivables does not have any expected credit loss as the Company sells products once the entire payment is received **except some sales are made through E-Commerce operators during the earlier year on which the Company has created life time expected credit loss.**

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2024 Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross carrying amount	4.11	-	1.43	-	-	5.54
Specific provision (Expected Credit Loss)	-	-	-	-	-	-
Carrying amount	4.11	-	1.43	-	-	5.54

Particulars	As at 31 March 2023 Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross carrying amount	-	3.72	26.54	12.28	2.37	44.91
Specific provision (Expected Credit Loss)	-	-	(23.56)	(12.28)	(2.37)	(38.21)
Carrying amount	-	3.72	2.98	-	-	6.70

Reconciliation of loss allowance provision - Trade receivables:

Particulars	31 March 2024	31 March 2023
Opening Balance	38.21	-
Change in loss allowance	(38.21)	38.21
Closing Balance	-	38.21

B) **Liquidity risk**

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Company maintains flexibility in funding by maintaining availability under committed facilities. Management monitors rolling forecasts of the Company's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Company takes into account the liquidity of the market in which the entity operates.

Maturities of financial liabilities

The tables below analyse the Company's financial liabilities into relevant maturity of Company based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

31 March 2024	On Demand	Less than 1 year	1-3 year	More than 3 years	Total
Borrowings	-	7,354.70	194.95	192.08	**7,741.73**
Lease liabilities	-	8,271.05	22,945.94	31,510.96	**62,727.95**
Trade payable	-	15,939.34	-	-	**15,939.34**
Other financial liabilities*	-	1,720.28	-	-	**1,720.28**
Other Liabilities - financial guarantee#	485.00	-	-	-	**485.00**
Total	**485.00**	**33,285.37**	**23,140.89**	**31,703.05**	**88,614.31**

* Excluding Other Liabilities - financial guarantee of Rs. 4.70 lakhs.

\# Based on maximum amount that can be called under the financial guarantee contract.

31 March 2023	On Demand	Less than 1 year	1-3 year	More than 3 years	Total
Borrowings	-	4,647.62	-	-	**4,647.62**
Lease liabilities	-	7,114.42	14,054.24	31,466.01	**52,634.67**
Trade payable	-	9,304.51	-	-	**9,304.51**
Other financial liabilities	-	644.15	-	-	**644.15**
Total	**-**	**21,710.71**	**14,054.23**	**31,466.01**	**67,230.96**

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

C) **Market risk**

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Company's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

a) **Interest rate risk**

i) **Liabilities**

The Company's policy is to minimise interest rate cash flow risk exposures on long-term financing. As at 31 March 2024, the Company is exposed to changes in market interest rates through bank borrowings at variable interest rates.

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

Particulars	31 March 2024	31 March 2023
Variable rate borrowing	7,272.91	4,647.62
Fixed rate borrowing	468.82	-
Total borrowings	**7,741.73**	**4,647.62**

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

Particulars	31 March 2024	31 March 2023
Interest sensitivity*		
Interest rates – increase by 100 basis points	72.73	46.48
Interest rates – decrease by 100 basis points	(72.73)	(46.48)

* Holding all other variables constant

ii) **Assets**

The Company's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

42 Capital management

The Company's capital management objectives are

- to safeguard their ability to continue as a going concern
- to maintain an optimal capital structure to reduce the cost of capital

The Company monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

Management assesses the Company's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Company's various classes of debt. The Company manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

The Company's adjusted net debt to equity ratio at 31 March 2024 and 31 March 2023 are as follows.

Particulars	31 March 2024	31 March 2023
Total borrowings	7,741.73	4,647.62
Less: cash and cash equivalents (including fixed deposits)	732.80	265.43
Net debt	**7,008.93**	**4,382.19**
Total equity	27,453.00	24,722.07
Adjusted net debt to adjusted equity ratio	**25.53%**	**17.73%**

43 Advertising advance to Bennett, Coleman and Company Limited (BCCL)

The Company executed an Advertisement contract dated 7 July 2015 for the period of 5 years with Bennet Coleman and Company Limited (BCCL), pursuant to which the Company has agreed to give advertisements of Rs. 5,000 lakhs, being the total commitment and BCCL has extended credit facility of Rs. 3,250 lakhs to be utilized in accordance with the terms of aforesaid agreement. The total commitment was reduced to Rs. 2,500 lakhs and the credit amount was reduced to Rs. 1,625 lakhs vide 1st amendment agreement dated 17 July 2022. The aforesaid agreement was extended four times for a term of one year each and the management is confident of its renewal beyond July 7, 2024 basis its ongoing discussion with BCCL and past practice. The Company has paid Rs. 1,553.48 lakhs till year ended 31 March 2024 (outstanding since April, 2019,) pursuant to this contract and disclosed this amount under "other non-current assets" as at 31 March 2024. Further, the management is confident of utilising the above advance with in extended contractual period and therefore, has considered the aforesaid advance as good and recoverable.

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

44 Ratio analysis and its elements

Particulars	Numerator	Denominator	Year ended 31-Mar-24	Year ended 31-Mar-23	Change (%)	Reason for Variance
Debt- Equity Ratio	Total Debts=Borrowings+ Lease Liabilities	Shareholders' total equity	1.83	1.66	10.18	N.A
Debt Service Coverage Ratio	Earnings available for debt service=Net profit after taxes + Non cash operating expenses	Debt service=Interest & lease payments+principal repayments	1.79	1.17	52.55	Due to increase in earning
Current Ratio	Total Current Assets	Total Current Liabilities	1.48	1.62	(8.76)	N.A
Debtors Turnover	Revenue from operations	Average trade receivables	32.10	1.92	1,573.63	Due to decrease in average trade receivables
Inventory Turnover	Revenue from operations	Average inventory	3.83	3.26	17.59	N.A
Net Profit Ratio	Net profit after taxes	Revenue from operations	2.34	(1.73)	235.65	Due to increase in profit
Trade payable turnover ratio	Purchases	Average trade payable	7.59	5.62	35.25	Due to increase in purchase
Net capital turnover ratio	Revenue from operations	Working capital=Current assets-Current liabilities	8.06	7.23	11.57	N.A
Return on Capital Employed	Earnings before interest and taxes	Capital employed=Tangible net worth+total debts	23.78	7.79	205.33	Due to increase in earning
Return on Equity	Net profit after taxes	Average share holders' equity	10.93	(5.71)	291.32	Due to increase in profit
Return on Investment	Net profit after taxes	Total Assets	N.A	N.A	N.A	N.A

45 Ind AS 116 - Leases

The Company has leases for the office , warehouse, retail stores and others. 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. The lease terms for office premises, warehouse and store sites are for an period of one year to fifteen years and having a lock-in period ranging from one to three years. The lease are further renewable on expiry of total lease term subject to mutual consent of both the parties. The Company also sub lease portion of retail stores. However, the sub-lease income is not material to the total lease outflows.

A Lease payments not included in measurement of lease liability

Particulars	31 March 2024	31 March 2023
Expenses relating to short term leases (included in other expenses)	84.91	157.37
Total	**84.91**	**157.37**

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

B The table below describes the nature of the Company's leasing activities by type of right-of-use asset recognised on balance sheet:

	No of right-of-use assets leased	"Range of remaining term (in years)"	"Average remaining lease term (in years)"
Office	2	6.76 - 6.76 Years	6.76 Years
Stores	117	0.31 - 14.62 Years	6.95 Years
Warehouse	1	1.5 Years	1.5 Years

C The following are amounts recognised in statement of profit and loss:

	Year ended 31 March 2024	Year ended 31 March 2023
Amortisation expense of right-of-use assets	5,134.37	4,502.16
Interest expense on lease liabilities	3,896.69	3,523.96
Rent expense (short term leases)	84.91	157.37
Total	**9,115.97**	**8,183.49**

The Company had elected to apply the practical expedient of not assessing the rent concessions as a lease modification, as per MCA notification dated 24 July 2020 and 18 June 2021 on Ind AS 116 for rent concessions which are granted due to COVID-19 pandemic. Accordingly, it has accounted for Rs. Nil in year ended 31 March 2024, (Rs.29.33 lakhs in year ended 31 March 2023) under head other income with respect to unconditional rent concessions confirmed by the landlord.

For movement of lease liability refer note no. 3(i)(b) and for maturity profile of lease liability refer note 41(a).

46 The Company has performed physical verification of property, plant and equipment during the year ended 31 March 2023 in accordance with the phased program of conducting such verification over a period of 3 years. However, the Company is in process of performing related reconciliation of such physical verification with the underlying fixed asset register maintained by the Company. The management does not expect any adjustment to be material to the financial statements.

47 No adjusting or significant non-adjusting events have occurred between 31 March 2024 and the date of authorisation.

48 Other Statutory Information

(i) The Company do not have any transactions with struck off companies during the year and previous year.

(ii) The Company has not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iii) The Group have not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iv) The Company has complied with the number of layers prescribed under the Companies Act, 2013.

(v) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(vi) The Company do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(vii) "The Company has not advanced or loaned or invested funds during the year to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the Intermediary shall:"

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

(viii) The Company has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) during the year and previous year, with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(ix) The Company has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the year and previous 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) Borrowings obtained during the year and previous year by the Company from banks and financial institutions have been applied for the purposes for which such loans were taken.

(xi) The Company has been sanctioned working capital limit from bank on the basis of security of current assets. There are following differences between books of account of the respective quarters and quarterly returns/ statements filed by the Company with the bank:

Quarter	Particulars of Securities Provided	Amount as per books of account	Amount as reported in quarterly statement	Amount of difference	Reason
June/23	Creditor	8,807.64	8,125.87	681.77	Provisional returns/ statements submitted with bank
September/23	Inventories	28,109.60	28,318.89	(209.29)	
	Creditor	13,106.79	12,686.25	420.54	
December/23	Creditor	10,387.18	9,934.56	452.62	
March/24	Creditor	15,939.34	16,091.31	(151.96)	

49 Details of Investment made and Guarantee given covered under section 186(4) of the Companies Act, 2013

Particulars	Guarantee given during the year	Guarantee outstanding and maximum balance during the year	Investments outstanding and maximum balance during the year
Subsidiaries			
Year Ended 31 March 2024			
V2 Smart Manufacturing Private Limited	485.00	485.00	1,500.00
Year Ended 31 March 2023			
V2 Smart Manufacturing Private Limited	-	-	1,500.00

50 The company has made investments in Subsidiary Companies (under Ind AS) as detailed below:

Name	Country of 'Incorporation	Percentage of holding as at March 31, 2024	Percentage of holding as at March 31, 2023
V2 Smart Manufacturing Private Limited	India	100%	100%

Notes annexed to forming part of standalone financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

51 The Board of Directors of the Company has not declared any dividend during the current year and previous year.

52 Previous year's figures has been regrouped and/or reclassified wherever necessary to conform to the current year's groupings and classifications, however, the regrouping is not material therefore, details are not given.

For **Singhi & Co.**
Chartered Accountants
Firm Registration Number: 302049E

Bimal Kumar Sipani
Partner
Membership No. 088926

For and on behalf of the Board of Directors of V2 Retail Limited

Ram Chandra Agarwal
Chairman and Managing Director
DIN: 00491885

Uma Agarwal
Whole Time Director
DIN: 00495945

Manshu Tandon
Chief Executive Officer

Pratik Adukia
Chief Financial Officer

Shivam Aggarwal
Company Secretary
M.No. A55785

Place: New Delhi
Date: May 30, 2024

Independent Auditor's Report

To the Members of V2 Retail Limited

Report on the Audit of the Consolidated Financial Statements

Qualified Opinion

We have audited the accompanying consolidated financial statements of V2 Retail Limited ('the Holding Company') and its subsidiary (the Holding Company and its subsidiary together referred to as 'the Group'), which comprise the Consolidated Balance Sheet as at March 31, 2024, the Consolidated Statement of Profit and Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows for the year then ended, and notes to the Consolidated Financial Statements including summary of the material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, and based on the consideration of report of the other auditor on separate financial statements of the subsidiary and other financial information of the subsidiary referred to in the "Other Matters" section below, except for the possible effects of the matters described in the Basis for Qualified Opinion section of our report 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 accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2024, the consolidated profit including other comprehensive income, consolidated changes in equity and its consolidated cash flows for the year ended on that date.

Basis for Qualified Opinion

As described in Note 45 to the accompanying consolidated financial statements, the Holding Company has performed physical verification of property, plant and equipment during the year ended March 31, 2023 in accordance with the phased program of conducting such verification over a period of 3 years. However, the Holding Company is in process of performing related reconciliation of such physical verification with the underlying fixed asset register maintained by the Holding Company. Pending completion of the said reconciliation, we are unable to comment on any adjustment that may be required to the carrying value of such Property, Plant and Equipment as at March 31, 2024. Our opinion on the consolidated financial statements for the year ended March 31, 2024 is qualified in respect of this matter.

We conducted our audit in accordance with the Standards on Auditing (SAs), as specified under section 143(10) of the Act . Our responsibilities under those Standards are further described in the 'Auditor's Responsibilities for the Audit of the Consolidated Financial Statements' section of our report. We are independent of the Company in accordance with the 'Code of Ethics' issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the 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 is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Emphasis of Matters

We draw attention to Note 43 of the accompanying consolidated financial statements, which describes that an advance amounting to Rs. 1,553.48 lakhs outstanding since April 2019, has been considered good basis management's assessment of extension of the underlying contract with Bennett, Coleman and Co. Limited ('BCCL') till July 07, 2024. The management is confident of the utilization of such advance against future advertisement services to be provided by BCCL within the extended period of the contract and hence, has considered the aforesaid balance as fully recoverable as on date. Our opinion is not qualified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the financial year ended March 31, 2024. 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. We have determined the matters described below to be the key audit matters to be communicated in our report. The results of our audit procedures performed by us and by other auditor of component not audited by us, as reported by them in their audit reports furnished to us by the management, including those procedures wherever performed to address the matters below, provide the basis for our audit opinion on the accompanying consolidated financial statements.

S.N.	Key Audit Matter	Auditor's Response
1.	**Existence and valuation of Inventories** Refer note 1(vi)(i) for material accounting policy, note 8 and note 36 for the financial statement disclosure. At the end of each reporting period, management of the Holding Company assesses whether there is adequate provision for inventory losses on account of lower net realizable value and obsolete inventory. The management applies judgement in determining appropriate provisions for inventory losses which include: a) Applying specific identification process to ascertain slow moving and obsolete inventory. b) Assessing the net realizable value of such slow moving and obsolete inventory. In addition to the above, the management adopts a cyclical count for physical verification of inventory which is a complex exercise owing to the nature of the inventory and the multiple locations covered in such cyclical counts. Considering the aforesaid complexities involved in cyclical physical verification of inventory which required us to undertake alternate audit techniques as described in this key audit matter, and significant management judgements and estimates required with respect to allowance for inventory loss, existence and valuation of inventory was determined to be a key audit matter for the current year audit.	**How our audit addressed the key audit matter:** Our audit included, but was not limited to, the following audit procedures over inventory existence and valuation: • Understood the management process for cyclical physical counts, identification of slow moving, nonmoving or obsolete inventories and determining net realisable value, and evaluated whether such processes are consistently followed. • Evaluated design and tested the operating effectiveness of controls implemented around above mentioned processes throughout the year. **Cyclical physical counts and physical count performed subsequent to year end:** • Inspected management's inventory count records and observed physical inventory verification for locations selected based on materiality and risk considerations. • Performed independent test counts to corroborate the management count for the locations selected as above performed roll-back procedures by verification of movement between the year-end date and sample test count date with the supporting documents which included purchase invoice, sales invoice, dispatch register, gate inward/outward register, etc. to substantiate the existence of inventory as at the reporting date; • Tested the adjustment made in the books of accounts basis the results of the physical counts performed by the management. **Slow-moving/obsolete inventory provisions:** • Tested inventory ageing obtained through system reports, where applicable. • Obtained from management the list of slow and non-moving inventories identified as at March 31, 2024 and their corresponding expected sales in future periods. • Tested the computation for allowance for slow moving, non-moving and obsolete inventories by performing an independent age-wise analysis of the inventory line items. • Tested the net realizable value of traded goods inventory on a sample basis to recent selling prices.

S.N.	Key Audit Matter	Auditor's Response
		• Compared and assessed the actual utilization/sales to the previous estimates done by the management in prior periods to determine the efficacy of the process of estimation by the management. Obtained written representations from management on the completeness and adequacy of inventory allowance as at the year end.
2.	**Accounting of Leases Under Ind AS 116-(Leases) :** Leases Refer note 1(vi)(f) for material accounting policy and note 44 for the financial statement disclosure. Owing to the volume of the lease contracts and the estimates involved, we have considered this matter to be a key audit matter in our audit.	**How our audit addressed the key audit matter:** Our audit included, but was not limited to, the following audit procedures: • Understood the management process for identification of leasing arrangements for accounting of leases by applying the practical expedient. • Evaluated design and tested the operating effectiveness of controls implemented around above mentioned process throughout the year. • Reviewed the overall impact analysis prepared by the Holding Company including completeness of lease contracts and application of practical expedients. • Tested the accuracy of the revised lease agreements entered for a sample of leases through the inspection of lease documentation. • Verified the accuracy of the underlying lease data used to calculate the lease liability, by agreeing a representative sample of leases to original contracts or other supporting information. • Evaluated the appropriateness and adequacy of disclosures made in the financial statements with respect to Lease liability, Right of Use Assets and application of practical expedient, in conformity with the Ind AS 116 (Leases). Obtained written representations from management on the completeness of lease data and application of practical expedient.

Other Information

The Holding Company's Board of Directors are responsible for the other information. The other information comprises the information included in the Management Discussion & Analysis, Board's Report and Corporate Governance Report, including Annexures, but does not include the consolidated financial statements, standalone financial statements and our auditor's reports thereon.

The other information 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 do 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 financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. When we read the other information, if we conclude that there is a material misstatement therein, we are required to communicate the matter to those charged with governance and take necessary actions, as applicable under the applicable laws and regulations.

Responsibilities of Management for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation 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 cash flows and consolidated statement of changes in equity of the Group in accordance with the accounting principles generally accepted in India, including Indian Accounting Standards specified under Section 133 of the Act. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the respective companies included in 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 the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

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 management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are also responsible for overseeing the financial reporting process of the Group.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

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 SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the 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 Group has adequate internal financial controls system with reference to consolidated financial statements, in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the ability of the Holding Company and its subsidiary 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 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.

- 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, of which we are the independent Auditors. We are responsible for the direction, supervision, and performance of the audit of financial statements of such entities. For the other entities included in the consolidated financial statements, which have been audited by 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. Our responsibilities in this regard are further described in the section titled 'Other Matters' in this audit report.

Materiality is the magnitude of misstatements in the consolidated financial statements that, individually or in aggregate, makes it probable that the economic decisions of a reasonably knowledgeable user of the consolidated financial statements may be influenced. We consider quantitative materiality and qualitative factors in (i) planning the scope of our audit work and in evaluating the results of our work; and (ii) to evaluate the effect of any identified misstatements in the consolidated financial statements.

We communicate with those charged with governance of the Holding Company regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements for the financial year ended March 31, 2024 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 Matters

We did not audit the financial statements of one subsidiary, whose financial statements include total assets of Rs. 10,893.17 lakhs as at March 31, 2024, revenues from operations of Rs. 18,111.15 lakhs, total net profit/(loss) after tax of Rs. (32.27) lakhs, total comprehensive income of Rs. (36.78) lakhs, for the year ended on that date, and net cash inflows of Rs. 25.38 lakhs for the year ended on that date. These financial statements have been audited by other auditor, whose unmodified reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures in respect of this subsidiary and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiary, is 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, is not modified in respect of the above matter with respect to our reliance on the work done and the report of the other auditor.

Report on Other Legal and Regulatory Requirements

1. As required by the companies (Auditor's Report) Order, 2020 ("the Order") issued by the Central Government of India in terms of Section 143(11) of the Act, we give in the "Annexure-A" a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. A. As required by Section 143(3) of the Act, based on our audit and on the consideration of report of the other auditor on separate financial statements and the other financial information of subsidiary, as noted in the 'other matter' paragraph, we report, to the extent applicable, that:

   a. We have sought and except for the matters described in the Basis for Qualified Opinion section, obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements;

   b. 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 auditor, except that the backups of books of account maintained by the Holding Company in electronic mode has not been maintained on daily basis and for the possible effects of the matters described in Basis for Qualified Opinion section and paragraph 2(B)(f) below reporting under Rule 11 (g) of the Companies (Audit and Auditors) Rules 2014;

   c. The Consolidated Balance Sheet, the Consolidated Statement of Profit & Loss including Other Comprehensive Income, the Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the books of account maintained for the purpose of preparation of the consolidated financial statements;

   d. Except for the possible effects of the matters described in Basis of Qualified Opinion section, in our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act;

   e. Qualification on consolidated financial statement has no adverse effect on the functioning of the group.

   f. On the basis of the written representations received from the Directors of the Holding Company as at March 31, 2024 taken on record by the Board of Directors of the Holding Company and the report of the Statutory Auditor of its subsidiary company incorporated in India, none of the Directors of the Group company incorporated in India is disqualified as at March 31, 2024 from being appointed as a director in terms of Section 164(2) of the Act;

   g. The qualifications relating to the maintenance of accounts and other matters connected therewith are as stated in Basis for Qualified Opinion section with respect to the Holding Company, paragraph 2A(b) above on reporting under Section 143(3)(b) of the Act and paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014;

   h. With respect to the adequacy and the operating effectiveness of the internal financial controls over financial reporting with reference to these consolidated financial statements of the Holding Company and its subsidiary company incorporated in India, refer to our separate Report in "Annexure-B" to this report;

   B. 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 report of the other auditor on separate financial statements of subsidiary company:

   a. The consolidated financial statements disclose the impact of pending litigations on its consolidated financial position of the Group in its consolidated financial statements – Refer Note 34 to the consolidated financial statements;

   b. The Group did not have any material foreseeable losses in long-term contracts including derivative contracts;

   c. The Group did not have any amounts required to be transferred, to the Investor Education and Protection Fund.

   d. i. The respective managements of the Holding Company and its subsidiary incorporated in India, whose financial statements have been audited under the Act, have represented that to us and to the other auditor of such subsidiary, that to the best of their knowledge and belief, as disclosed in the Note 48(vii) to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) during the year by the Holding Company or subsidiary or in any other persons or entities, including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediaries shall, whether, directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries

   ii. The respective managements of the Holding Company and its subsidiary incorporated in India, whose financial statements have been audited under the Act, have represented to us and to the other auditor of such subsidiary that, to the best of their knowledge and belief, as disclosed in the Note 48(viii) to the consolidated financial statements, no funds have been received by the Holding Company or subsidiary or from any persons or entities, including foreign entities ("Funding Parties") during the year, 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.

   iii. Based on such audit procedures, we have considered reasonable and appropriate in the circumstances performed by us and that performed by the auditor of the subsidiary

incorporated in India whose financial statements have been audited under the Act, nothing has come to our or other auditor notice that has caused us or the auditors to believe that the representations under sub-clause (i) and (ii) of rule 11(e) as provided under i. and ii. above, contain any material misstatement.

e. The Holding company and its subsidiary company, have not declared or paid any dividend during the year ended March 31, 2024.

f. Based on our examination which included test checks, and as communicated by the auditor of subsidiary incorporated in India , except for the instances mentioned below, the Holding Company and its subsidiary company have used accounting Softwares for maintaining its books of account, which have a feature of recording audit trail (edit log) facility and the same has operated throughout the year for all transactions recorded in the respective Softwares and the audit trail feature has not been tampered with except:

i. In case of the Holding Company incorporated in India, that audit trail was not enabled at the application level to log any direct data changes. In the absence of supporting evidences for audit trail configuration change logs and samples, we are unable to comment on whether the audit trail was operated at database level throughout the year and whether there was any audit trail feature has been tempered with.

ii. Further, the Holding Company has also other accounting softwares for invoicing to customers and processing payroll which is maintained by third party software service provider. In the absence of supporting evidences for audit trail configurations, we are unable to comment on whether these softwares have feature of recording audit trail (edit log) facility at application level and database level to any direct data change in these softwares and operated throughout the year and whether there was any audit trail feature has been tempered with.

As proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 is applicable from April 1, 2023, reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 on preservation of audit trail as per the statutory requirements for record retention is not applicable for the financial year ended March 31, 2024.

C. In our opinion and based on the reports of the statutory auditors of subsidiary company incorporated in India, the remuneration paid/ provided during the year by the Holding Company and its subsidiary company to its directors is in accordance with the provisions of section 197 of the Act.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Bimal Kumar Sipani
Partner
Membership No. 088926
UDIN: 24088926BKELYH4645

Place: Noida (Delhi-NCR)
May 30, 2024

Annexure A to Independent Auditor's Report of even date to the members of V2 Retail Limited on the Consolidated Financial Statements as of and for the year ended on March 31, 2024 (refer to in paragraph 1 of our report on other legal and regulatory requirements)

Based on the audit report submitted by the auditor of following company included in the consolidated financial statements, there have been adverse remarks in the following clause by respective auditor in the Companies (Auditor's Report) Order (CARO) Report:

S.No.	Name	CIN	Holding/ Subsidiary	Clause no. of the CARO report which is qualified or adverse
1.	V2 Retail Limited	L74999DL2001PLC147724	Holding	(i) (b) & (ii) (b)

Annexure B to Independent Auditor's Report of even date to the members of V2 Retail Limited on the Consolidated Financial Statements as of and for the year ended on March 31, 2024 (refer to in paragraph 2(H) of our report on other legal and regulatory requirements)

We have audited the internal financial controls with reference to consolidated financial statements of V2 Retail Limited ('the Holding Company") and its subsidiary company incorporated in India (the Holding Company and its subsidiary together referred to as "the Group"), as of March 31, 2024 in conjunction with our audit of the consolidated financial statements of the Holding Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The respective Board of Directors of the Holding Company and its subsidiary company incorporated in India are responsible for establishing and maintaining internal financial controls based on the internal control over the financial reporting criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to as audit of internal financial controls. Those standards and the Guidance Note require that we comply with ethical requirements of and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statement included obtaining an understanding of internal financial controls with reference to consolidated financial statement, 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 consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to consolidated financial statements

A Company's internal financial control over with reference to consolidated 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 control with reference to consolidated financial statements includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company ; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorization of management and directors of the company ; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized 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 consolidated financial statements

Because of the inherent limitations of Internal Financial Controls with reference consolidated 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 over financial reporting to future periods are subject to the risk that the internal financial controls with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Qualified opinion

In our opinion to the best of our information and according to the information and explanations given to us and based on the consideration of the report of the other auditor referred to in the" Other Matters" paragraph below, the Holding Company and its subsidiary company incorporated in India, the following material weaknesses have been identified in the operating effectiveness of the Holding's internal financial controls with reference to consolidated financial statements as at 31 March 2024:

The Holding's internal financial controls system over the reconciliation of physically verified property, plant and equipment with the books of account were not operating effectively, which could lead to a potential material misstatement in the carrying value of the PPE and its consequential impact on earnings, other equity and related disclosures in the accompanying financial statements.

A 'material weakness' is a deficiency, or a combination of deficiencies, in internal financial controls with reference to consolidated financial statements, such that there is a reasonable possibility that a material misstatement of the company's annual or interim financial statements will not be prevented or detected on a timely basis.

In our opinion, the Company has, in all material respects, an adequate internal financial controls with reference to consolidated financial statements and such internal financial controls with reference to consolidated financial statements were operating effectively as at March 31, 2024 except for the possible effects of the material weaknesses described above on the achievement of the objectives of the control criteria, based on the criteria for internal control with reference to consolidated financial statements established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

We have considered the material weaknesses identified and reported above in determining the nature, timing, and extent of audit tests applied in our audit of the consolidated financial statements of the Company as at and for the year ended March 31, 2024, and these material weaknesses mentioned above paragraphs have affected our opinion on the consolidated financial statements of the Company and we have issued a qualified opinion on the consolidated financial statements.

Other Matters

Our aforesaid report under Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls with reference to consolidated financial statements insofar as it relates to subsidiary company incorporated in India, is based solely on the corresponding reports of the auditors of such subsidiary company. Our opinion is not modified in respect of the above matters.

For Singhi & Co.
Chartered Accountants
Firm Reg. No. 302049E

Bimal Kumar Sipani
Partner
Place: Noida (Delhi-NCR) Membership No. 088926
May 30, 2024 UDIN: 24088926BKELYH4645

Consolidated Balance Sheet as at 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Note	As at 31 March 2024	As at 31 March 2023
ASSETS			
Non-current assets			
Property, plant and equipment	2 (i)	11,607.80	9,859.75
Capital work-in-progress	2 (ii)	22.55	10.98
Right of use assets (ROU)	3 (i)	36,151.15	30,583.52
Other Intangible assets	3 (ii)	205.64	368.46
Intangible assets under development	3 (iii)	-	29.94
Financial assets			
Other financial assets	4	1,058.34	828.55
Deferred tax assets (net)	5	2,846.44	3,201.41
Other non-current assets	6	2,087.49	1,800.18
Income tax assets (net)	7	90.64	57.72
Total non-current assets		**54,070.05**	**46,740.51**
Current assets			
Inventories	8	41,886.88	27,888.16
Financial assets			
Trade receivables	9	5.54	6.70
Cash and cash equivalents	10	944.83	492.02
Other bank balances	11	44.10	21.54
Other financial assets	12	606.41	109.28
Other current assets	13	5,156.44	4,069.95
Total current assets		**48,644.20**	**32,587.65**
Total assets		**102,714.25**	**79,328.16**
EQUITY AND LIABILITIES			
Equity			
Share capital	14	3,458.93	3,438.93
Other equity	15	24,012.43	21,253.50
Total equity		**27,471.36**	**24,692.43**
Non-current liabilities			
Financial liabilities			
Borrowings	16	1,729.56	722.13
Lease Liabilities	3 (i)	38,872.81	33,025.85
Other financial liabilities		-	-
Provisions	17	631.69	443.64
Total non-current liabilities		**41,234.06**	**34,191.62**
Current liabilities			
Financial liabilities			
Borrowings	18	7,354.70	4,647.62
Lease Liability	3 (i)	4,590.06	3,977.99
Trade payables	19		
(a) Total outstanding dues of micro enterprises and small enterprises		5,463.16	481.92
(b) Total outstanding dues of creditors other than micro enterprises and small enterprises		13,887.13	10,164.33
Other financial liabilities	20	1,996.40	744.29
Provisions	21	312.86	237.05
Current Tax Liabilities	22	-	40.89
Other current liabilities	23	404.52	150.02
Total current liabilities		**34,008.83**	**20,444.11**
Total liabilities		**102,714.25**	**79,328.16**

Material Accounting Policy and other notes to consolidated financial statements 1 to 50
The accompanying notes form an integral part of these financial statements
As per our report of even date attached

For **Singhi & Co.**
Chartered Accountants
Firm Registration Number: 302049E

Bimal Kumar Sipani
Partner
Membership No. 088926

For and on behalf of the Board of Directors of V2 Retail Limited

Ram Chandra Agarwal
Chairman and Managing Director
DIN: 00491885

Uma Agarwal
Whole Time Director
DIN: 00495945

Manshu Tandon
Chief Executive Officer

Pratik Adukia
Chief Financial Officer

Shivam Aggarwal
Company Secretary
M.No. A55785

Place: New Delhi
Date: May 30, 2024

Consolidated Statement of Profit and Loss for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

	Note	For the year ended 31 March 2024	For the year ended 31 March 2023
I. Income			
Revenue from operations	24	116,472.71	83,888.30
Other income	25	748.84	666.90
Total income (I)		**117,221.55**	**84,555.20**
II. Expenses			
Purchase of stock-in-trade	26	77,745.82	48,137.23
Cost of raw material consumed	27	11,829.40	5,383.95
Changes in inventories of finished goods, work-in-progress and stock-in-trade	28	(12,895.82)	1,816.56
Job work charges		4,428.18	2,101.64
Printing, washing and other direct charges		764.83	439.91
Employee benefits expense	29	10,547.50	8,860.99
Finance costs	30	4,721.88	4,055.31
Depreciation and amortization expense	31	7,671.34	6,705.41
Other expenses	32	9,271.14	8,749.39
Total expenses (II)		**114,084.27**	**86,250.39**
III.Profit/(Loss) before exceptional items and tax (I-II)		**3,137.28**	**(1,695.19)**
IV. Exceptional item		-	-
V. Profit/(Loss) before tax (III-IV)		**3,137.28**	**(1,695.19)**
VI. Tax expense:	5		
Current tax		-	48.63
Tax expense of earlier years		0.96	(7.85)
Deferred tax (income)/charge		355.25	(454.30)
Total tax expense		**356.21**	**(413.52)**
VII. Profit/(Loss) for the year (V-VI)		**2,781.07**	**(1,281.67)**
VIII. Other comprehensive Income			
Items that will not be reclassified to profit and loss			
Re-measurement gain/(loss) of defined employee benefit plans		(35.61)	(23.96)
Income tax relating to items that will not be reclassified to profit or loss		8.53	5.84
Items that will be reclassified to profit and loss			
Other comprehensive Income for the year		**(27.08)**	**(18.12)**
IX. Total comprehensive Income for the year (VII+VIII)		**2,753.99**	**(1,299.79)**
Earnings per share (face value of ₹ 10 each)			
Basic (₹)	33	8.04	(3.73)
Diluted (₹)		8.04	(3.73)

Material Accounting Policy and other notes to consolidated financial statements 1 to 50
The accompanying notes form an integral part of these financial statements
As per our report of even date attached

For **Singhi & Co.**
Chartered Accountants
Firm Registration Number: 302049E

Bimal Kumar Sipani
Partner
Membership No. 088926

For and on behalf of the Board of Directors of V2 Retail Limited

Ram Chandra Agarwal
Chairman and Managing Director
DIN: 00491885

Uma Agarwal
Whole Time Director
DIN: 00495945

Manshu Tandon
Chief Executive Officer

Pratik Adukia
Chief Financial Officer

Shivam Aggarwal
Company Secretary
M.No. A55785

Place: New Delhi
Date: May 30, 2024

Consolidated Statement of Cash flow for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

	Particulars	For the year ended 31 March 2024	For the year ended 31 March 2023
A.	**Cash flow from operating activities**		
	Profit/ (Loss) before tax	3,137.28	(1,695.19)
	Adjustments for:		
	Depreciation and amortisation expense	7,671.34	6,705.41
	Interest income	(91.27)	(99.32)
	(Gain) / Loss on derecognition of lease liabilities including security deposits	(330.27)	(400.55)
	Intangible assets under development written-off	29.94	-
	Rent concession on lease rentals	-	(30.27)
	Finance cost	4,721.88	4,055.31
	Sundry balances written back	(141.01)	-
	Provision no longer required written back	(58.80)	-
	(Profit) / loss on sale of property, plant and equipment (net)	(9.04)	(5.61)
	Provision against inventory	1,646.50	689.34
	Provision against doubtful advances	-	42.47
	Provision for expected credit losses	-	38.21
	Sundry balances written off	191.84	-
	Share based payments expense	13.17	172.38
	Operating profit before working capital changes	**16,781.56**	**9,472.21**
	Movement in working capital		
	Movement in trade payables	8,903.87	(1,307.78)
	Movement in trade receivables	1.16	87.44
	Movement in provisions	228.41	27.88
	Movement in other liabilities	254.50	(22.35)
	Movement in other financial liabilities	800.50	(271.83)
	Movement in inventories	(15,645.22)	500.13
	Movement in other financial assets	(449.51)	1.64
	Movement in other assets	(1,458.06)	42.04
	Cash flows generated from/(used in) operating activities post working capital changes	**9,417.21**	**8,529.42**
	Income taxes (paid) / refund (net)	(74.76)	106.27
	Net cash flows generated from/(used in) operating activities (A)	**9,342.45**	**8,635.69**
B.	**Cash flows from investing activities**		
	Purchase of property, plant and equipment and right of use assets (including capital work-in-progress and payable towards property, plant and equipment)	(3,924.72)	(1,197.58)
	Sale of property, plant and equipment	200.69	20.28
	Purchase of intangible assets including intangible assets under development	(26.17)	(110.51)
	Movement in fixed deposits (net)	(186.41)	53.46
	Interest received	6.77	7.00
	Net cash flows generated from/(used in) Investing activities (B)	**(3,929.84)**	**(1,227.34)**
C.	**Cash flows from financing activities**		
	Proceeds from issuance of equity shares	20.00	-
	(Repayment of) / proceeds from current borrowings (net)	2,625.30	(245.00)
	Proceeds from non current borrowings	2,459.40	334.25
	(Repayment of) non current borrowings	(1,370.19)	(172.93)
	Payment of lease liabilities	(3,975.33)	(3,431.18)
	Interest paid	(4,718.98)	(4,055.31)
	Net cash flows generated from/(used in) financing activities (C)	**(4,959.80)**	**(7,570.17)**
	Net increase/(decrease) in cash and cash equivalents (A+B+C)	452.81	(161.84)
	Cash and cash equivalents at the beginning of the year	492.02	653.86
	Cash and cash equivalents at the end of the year	**944.83**	**492.02**
	Components of cash and cash equivalents at the end of the year		
	Cash on hand	488.35	137.31
	Balance with banks:		
	-in current accounts	456.48	354.71
	Total	**944.83**	**492.02**

Note:
1. The cash flow has been prepared under the "Indirect method", as set out in Indian Accounting Standard (Ind AS) 7 - Statement of Cash Flows.
2. Additional disclosure required under Ind AS 7 (Refer note 18b)

The accompanying notes form an integral part of these financial statements
As per our report of even date attached

For **Singhi & Co.**
Chartered Accountants
Firm Registration Number: 302049E

Bimal Kumar Sipani
Partner
Membership No. 088926

For and on behalf of the Board of Directors of V2 Retail Limited

Ram Chandra Agarwal
Chairman and Managing Director
DIN: 00491885

Uma Agarwal
Whole Time Director
DIN: 00495945

Manshu Tandon
Chief Executive Officer

Pratik Adukia
Chief Financial Officer

Shivam Aggarwal
Company Secretary
M.No. A55785

Place: New Delhi
Date: May 30, 2024

Consolidated Statement of changes in equity for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

A Equity share capital

	31 March 2024	31 March 2023
Opening Balance	3,438.93	3,438.93
Changes in equity share capital due to prior period errors	-	-
Restated balance at the beginning of the year	3,438.93	3,438.93
Changes in equity share capital during the year	20.00	-
Closing Balance	**3,458.93**	**3,438.93**

B Other equity

Particulars	Attributable to owners of the Company				Total
	Reserves and surplus				
	Retained earnings	Securities premium reserve	Capital reserve	Share options outstanding account	
Balance as at 1 April 2023	(70,043.37)	29,971.38	61,043.56	281.94	21,253.51
Profit/(Loss) for the year	2,781.07	-	-	-	2,781.07
Other comprehensive income for the year (net of tax)	(27.08)	-	-	-	(27.08)
ESOP reserve reversal due to non exercising of option (net of tax)	-	-	-	-	
Total comprehensive income for the year	**2,754.00**	**-**	**-**	**-**	**2,754.00**
Employee stock options charge for the year (refer note 29)	-	-	-	13.17	13.17
Employee stock options exercised during the year	-	262.32	-	(262.32)	-
Employee stock options lapsed during the year	-	-	-	(32.79)	(32.79)
ESOP reserve reversal due to non exercising of option (net of tax)	24.54	-	-	-	24.54
Balance as at 31 March 2024	**(67,264.83)**	**30,233.70**	**61,043.56**	**-**	**24,012.43**
Balance as at 01 April 2022	**(68,743.58)**	**29,971.38**	**61,043.56**	**109.56**	**22,380.92**
Profit/(Loss) for the year	(1,281.67)	-	-	-	(1,281.67)
Other comprehensive income for the year (net of tax)	(18.12)	-	-	-	(18.12)
Total comprehensive income for the year	**(1,299.79)**	**-**	**-**	**-**	**(1,299.79)**
Employee stock options charge for the year (refer note 29)	-	-	-	172.38	172.38
Employee stock options exercised during the year	-	-	-	-	-
Balance as at 31 March 2023	**(70,043.37)**	**29,971.38**	**61,043.56**	**281.94**	**21,253.50**

There are no changes in other equity due to prior period errors in above.

The accompanying notes form an integral part of these standalone financial statements

As per our report of even date attached

For **Singhi & Co.**
Chartered Accountants
Firm Registration Number: 302049E

Bimal Kumar Sipani
Partner
Membership No. 088926

For and on behalf of the Board of Directors of V2 Retail Limited

Ram Chandra Agarwal
Chairman and Managing Director
DIN: 00491885

Uma Agarwal
Whole Time Director
DIN: 00495945

Manshu Tandon
Chief Executive Officer

Pratik Adukia
Chief Financial Officer

Shivam Aggarwal
Company Secretary
M.No. A55785

Place: New Delhi
Date: May 30, 2024

Summary of significant accounting policies and other explanatory information

for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

1. i) Corporate information

V2 Retail Limited formerly known as Vishal Retail Limited ('Holding Company') is a public Company domiciled in India and incorporated under the provisions of Companies Act, 1956. The Group's ethos stands for "value and variety" and remains focused on selling quality fashion garments for significant lower prices targeting the very core of the nation. The Holding Company is listed on both National Stock Exchange (NSE) and Bombay Stock Exchange (BSE) having its registered office located at Khasra No. 928, Extended Lal Dora Abadi Village, Kapashera Border, Tehsil Vasant Vihar, New Delhi – 110037.

The Holding Company has one wholly owned subsidiary, V2 Smart Manufacturing Private Limited ('VSMPL') which was incorporated on October 25, 2019. VSMPL is in the business of manufacturing of apparels.

The Consolidated Financial Statements of the Company for the year ended March 31, 2024 were approved for issue by board of directors on May 30, 2024. However, the shareholders have the power to amend the Consolidated Financial Statements after the issue.

ii) Statement of Compliance

The Consolidated financial statements have been prepared in accordance with the Indian Accounting Standards (hereinafter referred to as the 'Ind AS') as notified by Ministry of Corporate Affairs pursuant to section 133 of the Companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 and the guidelines issued by Securities and Exchange Board of India to the extent applicable.

iii) Basis of preparation

The Consolidated financial statements of the Group comprise of the Consolidated Balance Sheet as at 31 March 2024, the Consolidated Statement of Profit and Loss, Consolidated Statement of Cash Flows, Consolidated Statement of Changes in Equity and a summary of Significant Accounting Policies and Other explanatory Information for the year ended 31 March 2024.

The wholly owned subsidiary,V2 Smart Manufacturing Private Limited was incorporated on 25 October 2019 and had commenced its business on 12 November 2019.

The consolidated financial statements have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the consolidated financial statements. All assets and liabilities have been classified as current or non-current as per the Group's normal operating cycle and other criteria as set out in the Division II of Schedule III to the Companies Act, 2013. 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.

These financial statements have been prepared under the historical cost convention basis except for the following –

- Certain financial assets and liabilities measured at fair value (refer accounting policy regarding financial instruments); and
- Defined benefit plans – plan assets measured at fair value.
- Share based payments are initially measured at fair value.

The consolidated financial statements of the Group are presented in Indian Rupees (INR), which is also the functional currency of the Holding Company and all amounts disclosed in the consolidated financial statements and notes have been rounded off to the nearest lakhs as per the requirement of Schedule III to the Act, unless otherwise stated.

iv) Basis of consolidation

The Group's consolidated financial statements comprise the financial statements of Holding Company and its wholly owned subsidiary as at 31 March 2024.

The financial statements of the entities used for the purpose of consolidation are drawn up to same reporting date as that of the Holding Company.

Summary of significant accounting policies and other explanatory information
for the year ended 31 March 2024
(All amounts in ₹ in lakh unless otherwise stated)

Subsidiaries are all entities over which, Holding Company exercises control. Holding Company exercises control only if it has the following:

a) power over the entity

b) exposure, or rights, to variable returns from its involvement with the entity; and

c) the ability to use its power over the entity to affect the amount of its returns.

The Holding Company or any of its subsidiaries, whether it controls an entity, if facts and circumstances indicate that there are changes to one or more of the three elements of control.

The difference between the cost of investment in subsidiaries (investee company) to the Group and the proportionate share in the equity of the investee Company as at the date of acquisition of stake is recognised in the Consolidated Financial Statements as Goodwill or Capital Reserve, as the case may be. Goodwill arising on consolidation is tested for impairment at the Balance Sheet date. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Group, are excluded.

The Consolidation of the financial statements of subsidiaries begins on the date control is established.

v) Use of estimates

The preparation of the consolidated financial statements in conformity with Ind AS requires management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the consolidated financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the consolidated financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statements.

vi) Material accounting policies

a) Current versus non-current classification

The Group presents assets and liabilities in the balance sheet based on current/ non-current classification. An asset is treated as current when it is:

- Expected to be realised or intended to be sold or consumed in normal operating cycle*
- Held primarily for the purpose of trading
- Expected to be realised within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is current when:

- It is expected to be settled in normal operating cycle*
- It is held primarily for the purpose of trading
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period

The Group classifies all other liabilities as non-current.

Deferred tax assets and liabilities are classified as non-current assets and liabilities.

*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.

Summary of significant accounting policies and other explanatory information
for the year ended 31 March 2024
(All amounts in ₹ in lakh unless otherwise stated)

b) Property, plant and equipment

Recognition and initial measurement

Property, plant and equipment are stated at their cost of acquisition. The cost comprises purchase price, borrowing cost if capitalization criteria are met and directly attributable cost of bringing the asset to its working condition for the intended use. Any trade discount and rebates are deducted in arriving at the purchase price. Subsequent costs are included in the asset's carrying amount or recognized as a separate asset, as appropriate, only when it is probable that future economic benets attributable to such subsequent cost associated with the item will ow to the Group. All other repair and maintenance costs are recognized in consolidated statement of prot or loss as incurred. Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

In case an item of property, plant and equipment is acquired on deferred payment basis, interest expenses included in deferred payment is recognized as interest expense and not included in cost of asset.

Subsequent measurement (depreciation and useful lives)

Depreciation on property, plant and equipment is provided on the straight line method arrived on the basis of the useful life which are equal to those prescribed under Schedule II of the Companies Act, 2013 except for furniture and fixtures and vehicles in which useful lives are different from those prescribed under Schedule II of the Companies Act, 2013. In respect of furniture and fixtures and vehicles, the management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used. The following useful life of assets has been taken by the Group:

Tangible Assets	Useful Life as per the Schedule II	Useful Life as assessed by the management
Plant and machinery	15 Years	15 Years
Furniture and fittings	10 Years	8 to 10 Years
Retail Accessories	Not Specified	3 Years
Vehicles-Motor Cycle	10 Years	10 Years
Vehicles-Motor cars	8 Years	8 Years
Office equipment	5 Years	5 Years
Computer equipment	3 Years	3 Years
Servers and networking equipment	6 Years	6 Years
Electrical equipment &fittings	10 Years	10 Years
Air conditioners	10 Years	9 Years
Generator sets	15 Years	15 Years

Leasehold improvements are depreciated over the period of lease term.

The residual values, useful lives and method of depreciation of are reviewed at each financial year end and adjusted prospectively, if appropriate.

Where, during any nancial year, any addition has been made to any asset, or where any asset has been sold, discarded, demolished or destroyed, or signicant components replaced; depreciation on such assets is calculated on a pro rata basis as individual assets with specic useful life from the month of such addition or, as the case may be, up to the month on which such asset has been sold, discarded, demolished or destroyed or replaced.

De-recognition

An item of property, plant and equipment and any signicant part initially recognized is de-recognized upon disposal or when no future economic benets are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement when the asset is derecognized.

c) Intangible Assets

Recognition and initial measurement

Purchased intangible assets are stated at cost less accumulated amortization and impairment, if any.

Summary of significant accounting policies and other explanatory information
for the year ended 31 March 2024
(All amounts in ₹ in lakh unless otherwise stated)

Subsequent measurement (amortisation)

All finite-lived intangible assets are accounted for using the cost model whereby capitalized costs are amortized on a straight-line basis over their estimated useful lives. The estimated useful life of an identiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances), and the level of maintenance expenditures required to obtain the expected future cash ows from the asset. The following useful lives are applied:

Intangible assets	Useful life (in years)
Software	Amortized over a period of 3 years

De-recognition

An intangible asset is de-recognised on disposal, or when no future economic benefits are expected from use or disposal. Gains or losses arising from derecognition of an intangible asset are measured as the difference between the net disposal proceeds and the carrying amount of the asset and are recognised in the consolidated statement of profit or loss when the asset is derecognised.

d) Impairment of non-financial assets

The Group assesses, at each reporting date, whether there is an indication that an asset (other than inventories and deferred tax assets) may be impaired. If any indication exists, or when annual impairment testing for an asset is required, the Group estimates the asset's recoverable amount. An asset's recoverable amount is the higher of an asset's or cash-generating unit's (CGU) fair value less costs of disposal and its value in use. Recoverable amount is determined for an individual asset, unless the asset does not generate cash inflows that are largely independent of those from other assets or groups of assets.

These calculations are corroborated by valuation multiples, quoted share prices for publicly traded companies or other available fair value indicators.

Impairment losses of continuing operations are recognized in the consolidated statement of Profit and Loss.

Reversal of impairment losses is recorded when there is an indication that the impairment losses recognised for the assets no longer exist or have decreased.

e) Non-current assets held for sale

Non-current assets are classified as held for sale if their carrying amount will be recovered principally through a sale in its present condition rather than through continuing use and a sale is considered highly probable and it is expected that sale will be completed within one year from the date of classification. They are measured at the lower of their carrying amount and fair value less costs to sell.

Non-current assets classified as held for sale and the assets of a disposal group classified as held for sale are presented separately from the other assets in the balance sheet. The liabilities of a disposal group classified as held for sale are presented separately from other liabilities in the balance sheet.

f) Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of an asset that necessarily takes a substantial period of time to get ready for its intended use or sale are capitalized as part of the cost of the asset. All other borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest calculated using the effective interest rate (EIR) and other costs like finance charges in respect of the finance leases recognized in accordance with Ind AS 116, that an entity incurs in connection with the borrowing of funds. Borrowing cost also includes exchange differences to the extent regarded as an adjustment to the borrowing costs.

g) Functional and presentation currency

The consolidated financial statements are presented in Indian Rupees (INR), which is also the Holding Company's functional currency.

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Foreign currencies

Transactions and balances

Initial recognition

Transactions in foreign currencies are initially recorded by the Group at its functional currency spot rates at the date the transaction first qualifies for recognition.

Subsequent measurement

Monetary assets and liabilities denominated in foreign currencies are translated at the functional currency spot rates of exchange at the reporting date.

Exchange differences arising on settlement or translation of monetary items are recognized in profit or loss. The gain or loss arising on translation of non-monetary items measured at fair value is treated in line with the recognition of the gain or loss on the change in fair value of the item (i.e., translation differences on items whose fair value gain or loss is recognized in OCI or profit or loss are also recognized in OCI or profit or loss, respectively).

h) Leases

(i) The Group as a lessee

The Group's lease asset classes primarily consist of property leases. The Group assesses whether a contract contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified 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: (i) the contract involves the use of an identified asset (ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and (iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognizes a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short-term leases) and low value leases. For these short-term and low value leases, the Group recognizes the lease payments as an operating expense on a straight-line basis over the term of the lease.

Certain lease arrangements include the options to extend or terminate the lease before the end of the lease term. ROU assets and lease liabilities includes these options when it is reasonably certain that they will be exercised.

The right-of-use assets are initially recognized at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses.

Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset.

The lease liability is initially measured at amortized cost at the present value of the future lease payments. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. Lease liabilities are re-measured with a corresponding adjustment to the related right of use asset if the Group changes its assessment if whether it will exercise an extension or a termination option .For lease liabilities that are not accounted for as a separate lease the Group shall account for the remeasurement of the lease liability in case of partial or full termination of the lease for lease modification by decreasing the carrying amount of the right-of-use asset to reflect that decrease the scope of the lease and recognizing any gain or loss relating to the partial or full termination of the lease in profit or loss account and in case of other lease modification making a corresponding adjustment to the right-of-use asset.

i) Fair value measurement

Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

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- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognized in the consolidated financial statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period or each case.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

j) Trade receivables

Trade receivables are recognised initially at transaction price and subsequently measured at amortised cost less provision for impairment.

k) Inventories

The Group has stock in trade, finished good, work in progress and raw material in its inventory which is valued at lower of cost and net realizable value. Net realizable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Cost of inventory comprises of cost of purchases and other costs incurred in bringing the inventories to their present condition and location. Cost of finished goods and work in progress is determined by taking cost of material consumed. Cost is determined by the weighted average cost method. Purchases cost of raw materials, stock in trade and stores consumables are net of input tax credits, rebates and discounts. However, materials and other items held for use in the production of finished goods are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Provision for cost of obsolescence and other anticipated losses, wherever considered necessary, are recognised in the books of account.

l) Revenue recognition

Revenue from contracts with customers is recognised upon transfer of control of promised goods/ services to customers at an amount that reflects the consideration to which the Company expect to be entitled for those goods/ services. To recognize revenues, the company applies the following five-step approach:

- Identify the contract with a customer
- Identify the performance obligations in the contract
- Determine the transaction price
- Allocate the transaction price to the performance obligations in the contract and
- Recognise revenues when a performance obligation is satisfied.

Summary of significant accounting policies and other explanatory information
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Sale of goods

Revenue is measured at transaction price which represents value of goods after deduction of any trade discounts, volume rebates and any taxes or duties collected on behalf of the government which are levied on sales such as goods and service tax (GST).

The Group recognises revenue when the amount of revenue can be reliably measured, it is probable that future economic benefits will flow to the entity. It is the group's policy to sell its products to the end customer with a right of return within 7 days. Accumulated experience is used to estimate and provide for such returns at the time of sale. The group bases its estimates on historical results, taking into consideration the type of customer, the type of transaction and the specifics of each arrangement.

Income from services

Revenues from rent and display activities are recognized as per the terms of the contract.

Interest income

Interest income is recognized on time proportion basis taking into account the amount outstanding and rate applicable.

For all financial assets measured at amortized cost, interest income is recorded using the effective interest rate (EIR) i.e. the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the net carrying amount of the financial assets. The future cash flows include all other transaction costs paid or received, premiums or discounts if any, etc.

Contract Liability

A contract liability is recognised when the Group is under an obligation to redeem discount coupon, credit vouchers etc. given to customer on existing sales. Contract liabilities are recognised as revenue when the group performs under the contract (i.e. transfers control of the related goods or services to the customer).

m) Financial instruments

Financial instruments are recognized when the Group becomes a party to the contractual provisions of the instrument and are measured initially at fair value adjusted for transaction costs, except for those carried at fair value through profit or loss which are measured initially at fair value.

If the Group determines that the fair value at initial recognition differs from the transaction price, the Group accounts for that instrument at that date as follows:

- at the measurement basis mentioned above if that fair value is evidenced by a quoted price in an active market for an identical asset or liability (i.e. a Level 1 input) or based on a valuation technique that uses only data from observable markets. The Group recognizes the difference between the fair value at initial recognition and the transaction price as a gain or loss.
- in all other cases, at the measurement basis mentioned above, adjusted to defer the difference between the fair value at initial recognition and the transaction price. After initial recognition, the Group recognizes that deferred difference as a gain or loss only to the extent that it arises from a change in a factor (including time) that market participants would take into account when pricing the asset or liability.

Subsequent measurement of financial assets and financial liabilities is described below.

Financial assets

Classification and subsequent measurement

For the purpose of subsequent measurement, financial assets are classified into the following categories upon initial recognition:

i. **Financial assets at amortized cost** – a financial instrument is measured at amortized cost if both the following conditions are met:

- The asset is held within a business model whose objective is to hold assets for collecting contractual cash flows, and

Summary of significant accounting policies and other explanatory information
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- Contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest (SPPI) on the principal amount outstanding.

After initial measurement, such financial assets are subsequently measured at amortized cost using the effective interest method.

ii. Financial assets at fair value

- **Investments in equity instruments other than above –** All equity investments in scope of Ind AS 109 are measured at fair value. Equity instruments which are held for trading are generally classified as at fair value through profit and loss (FVTPL). For all other equity instruments, the Group decides to classify the same either as at fair value through other comprehensive income (FVOCI) or fair value through profit and loss (FVTPL). The Group makes such election on an instrument by instrument basis. The classification is made on initial recognition and is irrevocable.

If the Group decides to classify an equity instrument as at FVOCI, then all fair value changes on the instrument, excluding dividends, are recognized in the other comprehensive income (OCI). There is no recycling of the amounts from OCI to P&L, even on sale of investment. However, the Group may transfer the cumulative gain or loss within equity. Dividends on such investments are recognized in profit or loss unless the dividend clearly represents a recovery of part of the cost of the investment.

Equity instruments included within the FVTPL category are measured at fair value with all changes recognized in the P&L.

De-recognition of financial assets

A financial asset is primarily de-recognized when the rights to receive cash flows from the asset have expired or the Group has transferred its rights to receive cash flows from the asset.

Financial liabilities

Subsequent measurement

After initial recognition, the financial liabilities, other than derivative liabilities, are subsequently measured at amortized cost using the effective interest method (EIR).

Amortized cost is calculated by considering any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The effect of EIR amortization is included as finance costs in the consolidated statement of profit and loss.

De-recognition of financial liabilities

A financial liability is de-recognized when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as the de-recognition of the original liability and the recognition of a new liability. The difference in the respective carrying amounts is recognized in the consolidated statement of profit or loss.

Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount is reported in the balance sheet if there is a currently enforceable legal right to offset the recognized amounts and there is an intention to settle on a net basis, to realize the assets and settle the liabilities simultaneously.

Impairment of financial assets

The Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortized cost and FVOCI debt instruments.

For trade receivables only, the Group applies the simplified approach permitted by Ind AS 109 Financial Instruments, which requires expected lifetime losses to be recognized from initial recognition of the receivables

n) Retirement and other employee benefits

Defined Contribution plan

Retirement benefit in the form of provident fund is a defined contribution scheme. The Group makes defined contribution to Government Employee Provident Fund, Employee Deposit Linked Insurance and ESI which are recognized in the consolidated statement of profit and loss on accrual basis.

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The Group recognizes contributions payable to the provident fund scheme as an expenditure, when an employee renders the related services. The Group has no obligation other than the contribution payable to the Provided Fund. Prepaid contributions are recognised as an asset to the extent that a cash refund or a reduction in the future payments is available.

Defined benefit plan

The Group operates a defined benefit gratuity plan in India. The cost of providing benefits under the defined benefit plan is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

Re-measurement gains and losses arising from experience adjustments and changes in actuarial assumptions are recognized in the period in which they occur, directly in other comprehensive income. They are included in retained earnings in the consolidated statement of changes in equity and in the balance sheet.

Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognized immediately in profit or loss as past service cost.

Other employee benefits

Compensated absences

Liability in respect of compensated absences becoming due or expected to be availed within one year from the balance sheet date is recognized on the basis of undiscounted value of estimated amount required to be paid or estimated value of benefit expected to be availed by the employees. Liability in respect of compensated absences becoming due or expected to be availed more than one year after the balance sheet date is estimated on the basis of an actuarial valuation performed by an independent actuary using the projected unit credit method.

The liabilities for earned leave are not expected to be settled wholly within 12 months after the end of the period in which the employees render the related service. They are therefore measured as the present value of expected future payments to be made in respect of services provided by employees up to the end of the reporting period using the actuarial valuation performed by an independent actuary using the projected unit credit method. The benefits are discounted using the appropriate market yields at the end of the reporting period that have terms approximating to the terms of the related obligation. Re-measurement as a result of experience adjustments and changes in actuarial assumptions are recognized in profit or loss.

The obligations are presented as current liabilities in the balance sheet if the entity does not have an unconditional right to defer settlement for at least twelve months after the reporting period, regardless of when the actual settlement is expected to occur.

Other short-term benefits

Expense in respect of other short-term benefits is recognized on the basis of amount paid or payable for the period during which services are rendered by the employees.

o) Employee stock option plan

The cost of equity settled share-based plan is recognized based on the fair value of the options as at the grant date. The fair value of options granted is recognised as an employee benefits expense with a corresponding increase in other equity. The total expense is recognised over the vesting period, which is period over which all of the specified vesting conditions are satisfied. At the end of each period, the entity revises its estimates of the number of options that are expected to vest based on the non-market vesting and service conditions. It recognises the impact of revision to original estimates, if any, in consolidated statement of profit and loss, with a corresponding adjustment to equity. The fair value of options is determined using the Black Scholes valuation model.

p) Provisions

Provisions are recognized when the Group has a present obligation (legal or constructive) as a result of a past event, it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation and a reliable estimate can be made of the amount of the obligation. When the Group expects some or all of a provision to be reimbursed, for example, under an insurance contract, the reimbursement is recognized as a separate asset, but only when the reimbursement is virtually certain. The expense relating to a provision is presented in the consolidated statement of Profit and Loss net of any reimbursement.

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Provisions are measured at the present value of management's best estimate of the expenditure required to settle the present obligation at the end of the reporting period. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability.

q) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the period attributable to equity shareholders (after deducting attributable taxes) by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period is adjusted for events including a bonus issue.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

Potential ordinary shares shall be treated as dilutive when, and only when, their conversion to ordinary shares would decrease earnings per share or increase loss per share from continuing operations.

r) Taxes

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the Group operates and generates taxable income.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Deferred tax

Deferred tax is provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax liabilities are recognized for all taxable temporary differences. Deferred tax assets are recognized for all deductible temporary differences and any unused tax losses. Deferred tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized. Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realized or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in OCI or directly in equity.

Deferred tax assets and deferred tax liabilities are offset, if a legally enforceable right exists to set-off current tax assets against current tax liabilities and the deferred tax assets and deferred taxes relate to the same taxable entity and the same taxation authority.

s) Segment reporting

The Group is engaged in the business of retail trade of garments, textiles and accessories in India and there are no separate reportable segments as per Ind AS 108 'Segment Reporting'.

t) Cash and cash equivalents

Cash and cash equivalent 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.

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u) Contingent liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non-occurrence of one or more uncertain future events beyond the control of the Group or a present obligation that is not recognized because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in extremely rare cases where there is a liability that cannot be recognized because it cannot be measured reliably. The Group does not recognize a contingent liability but discloses its existence in the consolidated financial statements.

v) Significant management judgement in applying accounting policies and estimation uncertainty

The following are the critical judgments and the key estimates concerning the future that management has made in the process of applying the Group's accounting policies and that may have the most significant effect on the amounts recognized in the consolidated financial Statements or that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

i. **Useful lives of depreciable/amortizable assets/Right of use assets –** Management reviews its estimate of the useful lives of depreciable/amortizable/Right of use assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of certain software, IT equipment and other plant and equipment.

ii. **Defined benefit obligation (DBO) –** Management's estimate of the DBO is based on a number of critical underlying assumptions such as standard rates of inflation, mortality, discount rate and anticipation of future salary increases. Variation in these assumptions may significantly impact the DBO amount and the annual defined benefit expenses.

iii. **Evaluation of indicators for impairment of assets –** The evaluation of applicability of indicators of impairment of assets requires assessment of several external and internal factors which could result in deterioration of recoverable amount of the assets.

iv. **Recognition of deferred tax assets -** The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

v. **Contingent liabilities –** The Group is the subject of legal proceedings and tax issues covering a range of matters, which are pending in various jurisdictions. Due to the uncertainty inherent in such matters, it is difficult to predict the final outcome of such matters. The cases and claims against the Group often raise difficult and complex factual and legal issues, which are subject to many uncertainties, including but not limited to the facts and circumstances of each particular case and claim, the jurisdiction and the differences in applicable law. In the normal course of business, management consults with legal counsel and certain other experts on matters related to litigation and taxes. The Group accrues a liability when it is determined that an adverse outcome is probable and the amount of the loss can be reasonably estimated.

vi. **Inventories –** The Group estimates the net realisable values of inventories, taking into account the most reliable evidence available at each reporting date. The future realisation of these inventories may be affected by future technology or other market-driven changes that may reduce future selling prices. Further, the Group also estimate expected loss due to shrinkage, pilferage etc. along with NRV impact on old inventory taking into account most reliable information available at the reporting date.

vii. **Employee stock option plan –** Assessment of appropriate input to the Black Scholes valuation model for valuation of share based payment including expected life of share option, volatility and divided yield and making assumption about them.

viii. **Fair values hierarchy–** Assessment of reliability of inputs considered for fair valuation of financial assets and liabilities falls under hierarchy Level 3.

w) Standard issued but not yet effective

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. During the year ended March 31, 2024, MCA has not notified any new standards or amendments to existing standards applicable to the Group.

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

2(i) Property, plant and equipment

Description	Leasehold improvements	Vehicle	Office equipments	Plant and machinery	Air conditioner	Generator Set	Electrical equipments	Furniture and fixture	Computer hardware	Total
Gross carrying value										
As at 1 April 2022	569.62	352.49	2,738.05	2,846.08	0.88	29.37	3,497.61	6,910.45	2,085.83	19,030.37
Additions	61.85	25.05	189.56	253.80	0.88	-	229.93	393.89	264.67	1,419.62
Disposals	-	-	(12.34)	-	-	-	(0.31)	(11.07)	(2.45)	(26.17)
As at 31 March 2023	**631.47**	**377.54**	**2,915.27**	**3,099.88**	**1.76**	**29.37**	**3,727.22**	**7,293.26**	**2,348.05**	**20,423.82**
Additions	24.89	561.46	584.90	614.48	1.71	40.71	713.64	1,046.37	446.26	4,034.42
Disposals	(1.54)	(181.34)	(13.02)	(1.90)	-	-	(44.24)	(77.72)	(25.00)	(344.76)
As at 31 March 2024	**654.82**	**757.66**	**3,487.15**	**3,712.46**	**3.47**	**70.08**	**4,396.62**	**8,261.91**	**2,769.31**	**24,113.49**
Accumulated depreciation										
As at 1 April 2022	181.84	144.73	1,386.17	567.43	0.06	0.36	1,460.03	3,454.28	1,545.26	8,740.15
Charge for the year	64.92	41.99	369.87	126.63	0.17	1.86	329.67	668.35	231.95	1,835.42
Disposals	-	-	(4.10)		-	-	(0.08)	(5.60)	(1.72)	(11.50)
As at 31 March 2023	**246.76**	**186.72**	**1,751.95**	**694.05**	**0.23**	**2.22**	**1,789.62**	**4,117.03**	**1,775.49**	**10,564.08**
Charged for the year	79.22	65.41	359.01	144.19	0.25	3.06	349.07	818.50	275.99	2,094.71
Disposals	(0.24)	(86.25)	(6.47)	(0.02)	-	-	(0.96)	(49.11)	(10.07)	(153.11)
As at 31 March 2024	**325.75**	**165.89**	**2,104.49**	**838.23**	**0.48**	**5.28**	**2,137.73**	**4,886.41**	**2,041.41**	**12,505.68**
Net block as at 31 March 2023	**384.71**	**190.81**	**1,163.32**	**2,405.83**	**1.53**	**27.15**	**1,937.60**	**3,176.24**	**572.56**	**9,859.75**
Net block as at 31 March 2024	**329.06**	**591.77**	**1,382.66**	**2,874.24**	**2.99**	**64.79**	**2,258.88**	**3,375.50**	**727.90**	**11,607.80**

Notes:

a. **Contractual obligations**
Refer note 34(b) for disclosure of contractual commitments for the acquisition of property, plant and equipment.

b. **Capitalisation of borrowing cost**
The Group has not capitalised any borrowing costs during the year ended 31 March 2024 and 31 March 2023.

c. Refer note 16(a) for vehicle hypothecated against borrowings.

d. Refer note 16(b) and 18(a) for security given.

2 (ii) Capital work-in-progress

	As at 31 March 2024	As at 31 March 2023
Capital work-in-progress	22.55	10.98
	22.55	**10.98**

Movement in capital work in progress:

Particulars	Amount
Capital work-in-progress as at 1 April 2022	-
Add: Additions during the year	24.44
Less: Capitalisation during the year	(13.46)
Capital work-in-progress as at 31 March 2023	**10.98**
Add: Additions during the year	745.43
Less: Capitalisation during the year	733.86
Capital work-in-progress as at 31 March 2024	**22.55**

Capital work-in-progress include office equipment and furniture & fixtures amounting to Rs. 22.55 lakhs (31 Mar 2023: Rs. 10.98 lakhs) which are pending for Capitalisation.

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

3 (i) Right of use assets and lease liabilities

Set out below are the carrying amounts of right of use assets and lease liabilities and the movements during the year:

Particulars	Total
(a) Right-of-use assets	
Cost	
Balance as at 31 March 2022	**48,229.58**
Add: Additions during the year	8,938.16
Less: Deletion/modification during the year	(10,482.04)
Balance as at 31 March 2023	**46,685.70**
Add: Additions during the year	13,002.09
Less: Deletion/modification during the year	(2,758.99)
Balance as at 31 March 2024	**56,928.80**
Accumulated amortisation	
Balance as at 31 March 2022	**19,591.42**
Add: Amortisation for the year (refer note 31)	4,703.05
Less: Deletion/modification during the year	(8,192.29)
Balance as at 31 March 2023	**16,102.18**
Add: Amortisation for the year (refer note 31)	5,387.64
Less: Deletion/modification during the year	(712.16)
Balance as at 31 March 2024	**20,777.65**
Net carrying amount	
Balance as at 31 March 2023	**30,583.52**
Balance as at 31 March 2024	**36,151.15**

(b) Lease liabilities

	31 March 2024	31 March 2023
Opening Balance	**37,003.84**	**34,306.72**
Add: Addition in lease liabilities during the year	12,782.37	8,800.56
Add: Deletion in lease liabilities during the year	(2,348.02)	(2,641.99)
Add: Interest on lease liabilities	3,974.20	3,580.86
Less: Rent concession on lease rentals	-	(30.27)
Less: Lease liabilities paid	(7,949.52)	(7,012.04)
Closing balance	43,462.87	37,003.84
Current	**4,590.06**	**3,977.99**
Non-current	**38,872.81**	**33,025.85**

3(ii) Other Intangible assets

Description	Computer software	Total
Gross carrying value		
As at 1 April 2022	840.60	840.60
Additions	80.57	80.57
Disposals	-	-
As at 31 March 2023	**921.17**	**921.17**
Additions during the year	26.19	26.19
Disposals	-	-
As at 31 March 2024	**947.36**	**947.36**
Accumulated amortization		
As at 1 April 2022	385.78	385.78
Amortisation during the year	166.94	166.94
Disposals	-	-
As at 31 March 2023	552.72	552.72
Amortisation during the year	188.99	188.99
Disposals	-	-
As at 31 March 2024	**741.73**	**741.73**
Net block as at 31 March 2023	**368.46**	**368.46**
Net block as at 31 March 2024	**205.64**	**205.64**

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

		As at 31 March 2024	As at 31 March 2023
3(iii)	**Intangible assets under development**		
	Intangible assets under development	-	29.94
		-	29.94

Particulars	Amount
Intangible assets under development as at 1 April 2022	-
Add: Additions during the year	29.94
Less: Capitalisation during the year	-
Less: Charged to Profit and Loss account	-
Intangible assets under development as at 31 March 2023	**29.94**
Add: Additions during the year	-
Less: Capitalisation during the year	-
Less: Charged to Profit and Loss account	(29.94)
Intangible assets under development as at 31 March 2024	**-**

Intangible assets under development ageing schedule as on 31 March 2024

Intangible assets under development	Amount for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	-	-	-	-	-
Projects temporarily suspended					
Total	-	-	-	-	-

Intangible assets under development ageing schedule as on 31 March 2023

Intangible assets under development	Amount for a period of				Total
	Less than 1 year	1-2 years	2-3 years	More than 3 years	
Projects in progress	29.94	-	-	-	29.94
Projects temporarily suspended	-				-
Total	29.94	-	-	-	29.94

		As at 31 March 2024	As at 31 March 2023
4	**Other financial assets**		
	Fixed deposits having maturity of more than 12 months *	214.07	50.23
	Security deposits	844.27	778.32
		1,058.34	828.55

*Fixed deposits amounting to Rs 214.07 lakhs (31 Mar 2023: Rs 50.23 lakhs) are held as margin money towards bank guarantees and term loan facility (Refer note 16).

		As at 31 March 2024	As at 31 March 2023
5	**(i) Deferred tax assets (net)**		
	Deferred tax asset arising on account of:		
	Property, plant and equipment	270.04	164.95
	Provision for employee benefits	272.22	194.61
	Provision for doubtful and obsolescence	31.64	37.47
	Unabsorbed business losses	256.46	1,103.24
	Lease liabilities	10,860.04	9,264.80
	Fair valuation of interest free security deposits	180.42	146.10
		11,870.82	**10,911.17**
	Deferred tax liability arising on account of:		
	Right of use assets	9,024.38	7,652.88
	Others		56.88
		9,024.38	**7,709.76**
	Net deferred tax assets	**2,846.44**	**3,201.41**

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

Notes:

(a) Movement in deferred tax assets/(liabilities) for the year ended 31 March 2024 is as follows:

Description	Opening Balance	Recognised/ (reversed) through profit and loss	Recognised / (reversed) in other comprehensive income	Recognised / (reversed) retained earnings	Closing Balance
Deferred tax assets in relation to:					
Property, plant and equipment	164.95	105.09	-		270.04
Provision for employee benefits	194.61	77.34	8.53	(8.25)	272.22
Provision for doubtful and obsolescence	37.47	(5.83)	-	-	31.64
Unabsorbed business losses	1,103.24	(846.78)	-	-	256.46
Lease liabilities	9,264.80	1,595.23	-	-	10,860.04
Fair valuation of interest free security deposits	146.10	34.33	-	-	180.42
Sub-total (a)	**10,911.17**	**959.37**	**8.53**	**(8.25)**	**11,870.82**
Deferred tax liabilities in relation to:					
Right of use assets	7,652.88	1,371.50	-	-	9,024.38
Others **Sub-total (b)**	56.88	(56.88)	-	-	-
	7,709.76	**1,314.62**	**-**	**-**	**9,024.38**
			-	**-**	**-**
Total (a-b)	**3,201.41**	**(355.25)**	**8.53**	**(8.25)**	**2,846.44**

(b) Movement in deferred tax assets/(liabilities) for the year ended 31 March 2023 is as follows:

Description	Opening Balance	Recognised/ (reversed) through profit and loss	Recognised / (reversed) in other comprehensive income	Recognised / (reversed) retained earnings	Closing Balance
Deferred tax assets in relation to:					
Property, plant and equipment	98.28	66.67	-	-	164.95
Provision for employee benefits	222.54	(33.76)	5.84	-	194.61
Provision for doubtful and obsolescence	172.56	(135.09)	-	-	37.47
Unabsorbed business losses	688.94	414.30	-	-	1,103.24
Lease liabilities	8,567.72	697.09	-	-	9,264.80
Fair valuation of interest free security deposits	135.98	10.13	-	-	146.10
Sub-total (a)	**9,886.02**	**1,019.34**	**5.84**	**-**	**10,911.17**
Deferred tax liabilities in relation to:					
Right of use assets	7,144.72	508.16	-	-	7,652.88
Others	-	56.88			56.88
Sub-total (b)	**7,144.72**	**565.04**	**-**	**-**	**7,709.76**
Total (a-b)	**2,741.30**	**454.30**	**5.84**	**-**	**3,201.41**

	Year ended 31 March 2024	Year ended 31 March 2023
(ii) Tax expense		
The income tax expense consists of the following:		
Recognised in profit and loss		
Current tax expense	-	48.63
Tax expense of earlier years	0.96	(7.85)
Deferred tax expense/ (credit)	355.25	(454.30)
Total income tax expense	**356.21**	**(413.52)**

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

		Year ended 31 March 2024	Year ended 31 March 2023
(a)	**The major components of income tax expense and the reconciliation of expense based on the domestic effective tax rate of 25.17% and the reported tax expense in statement of profit and loss are as follows:**		
	Profit before income tax	3,137.28	(1,695.19)
	Income tax using the Company's domestic tax rate *	25.17%	25.17%
	Expected tax expense [A]	789.59	(426.65)
	Expenses/incomes not considered in determining taxable profit	-	-
	Tax effect of adjustment to reconcile expected income tax expense to reported income tax expense	-	-
	Tax expense of earlier years	-	(7.85)
	Items of permanent difference on which deferred tax not created	31.56	2.51
	Tax effect of unabsorbed depreciation adjusted against taxable income for the current year	223.24	
	Deferred tax assets created during the year on brought forward unabsorbed depreciation	183.22	-
	Impact of change in tax rate	(2.76)	(25.94)
	Others	(1.88)	44.41
	Total adjustments [B]	433.38	13.13
	Actual tax expense [C=A+B]	356.21	(413.52)
	Tax expense recognised in consolidated statement of profit and loss	356.21	(413.52)
	* Domestic tax rate applicable to the Company has been computed as follows:		
	Base tax rate	22%	22%
	Surcharge (% of tax)	10%	10%
	Cess (% of tax)	4%	4%
	Applicable rate holding company	25.17%	25.17%
	Applicable rate subsidiary company	17.16%	17.16%

(b) **Unused tax losses and credits on which deferred tax assets has not been recognised**

	As at 31 March 2024	As at 31 March 2023
Long Term Capital Loss		
2017-2018 (2025-26*)	1127.49	1127.49
2020-2021 (2028-29*)	175.18	175.18
	1302.67	1302.67
* Assessment year of expiry		
Unabsorbed Depreciation on which Deferred tax assets has not been recognised	-	1,615.00
Total tax losses and unabsorbed depreciation	1302.67	2917.67

(c) The holding Company has brought forward unabsorbed depreciation of Rs.1614.99 lakhs on which deferred tax assets was not created in earlier years, out of which Rs. 886.98 lakhs has been adjusted against the current year taxable income and on balance brought forward unabsorbed depreciation of Rs.728.01 lakhs, deferred tax assets of Rs.183.22 lakhs created during the year.

		As at 31 March 2024	As at 31 March 2023
6	**Other non-current assets**		
	Advance for services (refer note 43)	1,553.48	1,557.65
	Deposits paid under protest for various matters	387.79	217.06
	Capital Advance	109.66	2.09
	Security deposit with suppliers (IGL)	36.56	23.38
		2,087.49	1,800.18

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

		As at 31 March 2024	As at 31 March 2023
7	**Income tax assets (net)**		
	Advance tax (net of provision of tax)	90.64	57.72
		90.64	57.72

		As at 31 March 2024	As at 31 March 2023
8	**Inventories (refer note 36)**		
	(Valued at lower of cost and net realisable value, unless otherwise stated)		
	Raw Materials	3,465.97	2,363.07
	Work-in-process	2,611.19	1,195.83
	Finished goods	65.97	49.98
	Stock-in-trade	35,743.75	24,279.28
		41,886.88	27,888.16

Refer note 18(a) for security given.

		As at 31 March 2024	As at 31 March 2023
9	**Trade receivables**		
	Unsecured		
	Considered good	5.54	6.70
	Have Significant increase in Credit Risk	-	38.21
	Less: Expected credit loss	-	(38.21)
		5.54	6.70

a) Refer note 18(a) for security given.

b) For details of receivable from related parties, Refer note 40, Related party disclosures.

c) Trade Receivables ageing is as follow:

Particulars	As at 31 March 2024					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	4.11	-	1.43	-	-	5.54
Have Significant increase in Credit Risk	-	-	-	-	-	-
Less: Expected credit loss	-	-	-	-	-	-
Total	4.11	-	1.43	-	-	5.54

Particulars	As at 31 March 20223					
	Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade receivables – considered good	-	3.72	2.98	-	-	6.70
Have Significant increase in Credit Risk	-	-	23.56	12.28	2.37	38.21
Less: Expected credit loss	-	-	23.56	12.28	2.37	38.21
Total	-	3.72	2.98	-	-	6.70

		As at 31 March 2024	As at 31 March 2023
10	**Cash and cash equivalents**		
	Cash on hand	488.35	137.31
	Balance with banks:		
	-in current accounts	456.48	354.71
		944.83	492.02

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

		As at 31 March 2024	As at 31 March 2023
11	**Other bank balances**		
	Fixed deposits having maturity of more than 3 months but less than 12 months *	44.10	21.54
		44.10	21.54

* Fixed deposits amounting to Rs. 44.10 lakh (Rs 21.54 lakh) are held as margin money towards bank guarantees.

		As at 31 March 2024	As at 31 March 2023
12	**Other financial assets**		
	Current		
	Credit card receivables against sales	427.58	70.53
	Security Deposits	178.83	38.75
		606.41	109.28

The carrying values are considered to be a reasonable approximation of fair value.
Refer note 41 for disclosure of fair values in respect of financial assets measured at amortised cost.

		As at 31 March 2024	As at 31 March 2023
13	**Other current assets**		
	Prepaid expenses	72.10	13.82
	Advances recoverable in kind or value to be received	50.27	16.02
	Advance to suppliers	215.80	311.82
	Advance to employees	38.54	18.07
	Balance with statutory authorities (Input tax Credit)	4,660.05	3,710.22
	Others*	119.68	-
		5,156.44	4,069.95

* Recoverable from vendors for non availing of GST input credit on accounts of non-filing of GST returns.

		As at 31 March 2024	As at 31 March 2023
14	**Equity share capital**		
	Authorised		
	40,000,000 equity shares of Rs. 10 each (31 March 2023: 40,000,000 equity shares of Rs. 10 each)	4,000.00	4,000.00
	400,000 preference shares of Rs. 146 each (31 March 2023: 3400,000 preference shares of Rs. 146 each)	584.00	584.00
	Issued, subscribed and fully paid-up		
	34,589,341 equity shares of Rs. 10 each (31 March 2023: 34,389,341 equity shares of Rs. 10 each)	3458.93	3,438.93
		3,458.93	3,438.93

		31 March 2024		31 March 20223	
		No of shares	Amount	No of shares	Amount
(a)	**Reconciliation of number of shares**				
	Equity shares at the beginning of the year	34,389,341	3,438.93	34,389,341	3,438.93
	Changes during the year*	200,000	20.00	-	-
	Equity shares at the end of the year	34,589,341	3,458.93	34,389,341	3,438.93

(b) **Terms/rights attached to equity shares/warrants**

The holding company has only one class of equity shares having par value of Rs. 10 per share. Each holder of equity shares is entitled to one vote per share. The holding company declares and pays dividend in Indian rupees. Dividend, if any, proposed by the board of Directors is subject to approval of shareholders in an annual general meeting except in the case of interim dividend.In the event of liquidation, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

*During the year ended 31 March 2024, the holding Company has made allotment of 200,000 equity shares at Rs 10 per equity share to the eligible employees on exercise of employee stock option scheme.

		31 March 2024		31 March 2023	
		No of shares	% holding	No of shares	% holding
(c)	**Details of shareholders holding more than 5% shares in the holding company**				
	Ricon Commodities Private Limited	12,862,710	37.19%	12,862,710	37.19%
	Mr. Ram Chandra Agarwal	3,207,908	9.27%	3,207,911	9.27%
	India 2020 Fund II, Limited	2,200,000	6.36%	2,200,000	6.36%
		18,270,618		18,270,621	

	Details of promoters share holding in the holding company as on 31 March 2024	Shareholding as on 01 April 2023	Purchase/ Acquisition during the year	Sales/ transfer during the year	Shareholding as on 31 March 2024	% Change in shareholding
(d)	**Details of promoters share holding in the holding company**					
	Ram Chandra Agarwal	3,207,911	-	3	3,207,908	0.00%
	Uma Agarwal	344,000	-	200,000	**144,000**	-58.14%
	Ramchandra Agarwal (HUF)	155,000	-	-	**155,000**	0.00%
	Akash Agarwal	133,480	206,299	-	**339,779**	154.55%
	Ricon Commodities Private Limited	12,862,710	-	-	**12,862,710**	0.00%
	Unicon Marketing Private Limited	-	-	-	**-**	0.00%
	Vishal Waterworld Private Limited	1,084,134	347,834	-	**1,431,968**	32.08%
	V2 Conglomerate Limited	632,582	-	-	**632,582**	0.00%
	Sunita Fashion Private Limited	-	-	-	**-**	0.00%
	Total	18,419,817	554,133	200,003	18,773,947	

	Details of promoters share holding in the company as on 31 March 2023	Shareholding as on 01 April 2022	Purchase/ Acquisition during the year	Sales/ transfer during the year	Shareholding as on 31 March 2023	% Change in shareholding
	Details of promoters share holding in the company					
	Ram Chandra Agarwal	3,207,911	-	-	3,207,911	0.00%
	Uma Agarwal	344,000	-	-	344,000	0.00%
	Ramchandra Agarwal (HUF)	155,000	-	-	155,000	0.00%
	Akash Agarwal	133,480	-	-	133,480	0.00%
	Ricon Commodities Private Limited	7,170,000	5,692,710	-	12,862,710	79.40%
	Unicon Marketing Private Limited	5,444,710	-	5,444,710	-	-100.00%
	Vishal Waterworld Private Limited	1,084,134	-	-	1,084,134	0.00%
	V2 Conglomerate Limited	632,582	-	-	632,582	0.00%
	Sunita Fashion Private Limited	248,000	-	248,000	-	-100.00%
	Total	18,419,817	5,692,710	5,692,710	18,419,817	

(e) The Company has not issued any shares pursuant to contract without payment being received in cash, or allotted as fully paid up by way of bonus shares or bought back any shares during the period of immediately preceding five years except for equity shares allotted under the Employee stock option plan as consideration for services rendered by employees for which only exercise price has been received in cash.

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

		As at 31 March 2024	As at 31 March 2023
15	**Other equity**		
	Securities premium account		
	Opening balance	29,971.38	29,971.38
	Change during the year	-	-
	ESOP reserve reversal due to exercising of option	262.32	
		30,233.70	**29,971.38**
	Capital reserve [refer note (a) below]		
	Opening balance	61,043.56	61,043.56
	Change during the year	-	-
		61,043.56	**61,043.56**
	Employees' stock option outstanding account		
	Opening balance	281.94	109.55
	Charge for the year	13.17	172.38
	Employee stock options exercised and lapsed during the year	(295.11)	-
		-	**281.94**
	Retained earnings		
	Opening balance	(70,043.37)	(68,743.58)
	Net profit/(loss) for the year	2,781.07	(1,281.67)
	ESOP reserve reversal due to non exercising of options (net of tax)	24.54	-
	Remeasurement benefit of defined benefit plans (net of tax)	(27.08)	(18.12)
		(67,264.83)	**(70,043.37)**
		24,012.43	**21,253.50**

(a) The Holding Company restructured its business in the financial year 2010-11 resulting in creation of Capital Reserve amounting to Rs. 60,523.24 lakhs. The aforementioned reserve has been reconciled to amount recognised in the books of accounts except for Rs. 365.36 lakhs. In view of very old matter, probability of reconciliation is remote and also being amount not material in comparison to total capital reserve, the Company, as conservative measure, has decided to carry the same under Capital Reserve. The management believes that there is no impact of the same on statement of profit and loss.

Nature and purpose of other reserves

(i) **Securities premium**

Securities premium represents premium received on issue of shares. The reserve is utilised in accordance with the provisions of the Companies Act, 2013.

(ii) **Capital reserve:**

This reserve represents the excess of net assets taken, over the cost of consideration paid at the time of amalgamation done in prior years. This reserve is not available for the distribution to the shareholders.

(iii) **Employees' stock options outstanding account**

The account is used to recognise the grant date value of options issued to employees under Employee stock option plan and adjusted as and when such options are exercised or otherwise expire.

(iv) **Retained earnings**

Retained earnings comprise of the Company's accumulated undistributed profits/(losses) after taxes.

		As at 31 March 2024	As at 31 March 2023
16	**Non-current borrowings**		
	Term loan		
	Secured		
	Vehicle(Car) loans from Banks	206.55	-
	Commericial vehicle loans from a Bank	262.27	-
	Term loan from SIDBI	482.82	-
	Unsecured		
	(i) Loan from directors and their relatives	2.00	500.96
	(ii) Loan from group companies	0.53	221.17
	Loan from others		
	(i) Loan from others	857.18	-
		1,811.35	**722.13**
	Less: Current maturities of long-term borrowings (refer note18)	81.79	-
		1,729.56	**722.13**

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

Notes:

(a) Vehicle loan of Rs. 150.00 lakhs from ICICI Bank Limited against which outstanding Rs. 143.92 lakhs (31 March 2023: Rs. Nil) carries an interest @ 10.25% per annum and repayable in 84 EMI (remaining EMIs 79). The loan is secured against hypothecation of vehicle.

Vehicle loan of Rs. 71.68 lakhs from Axis Bank Limited against outstanding Rs. 62.63 lakhs (31 March 2023: Rs. Nil) carries an interest @ 8.75% per annum repayable in 60 EMIs (remaining EMIs 51). The loan is secured against hypothecation of vehicle.

Commercial vehicle loans of Rs. 299.18 lakhs from HDFC Bank Limited against outstanding Rs. 262.27 lakhs (31 March 2023: Rs. Nil) carries an interest @ 8.56% to 9.17% per annum, each loan repayable in 60 EMIs (remaining EMIs 50-51). The loans are secured against hypothecation of respective vehicles.

(b) Term loan from SIDBI: The subsidiary company has availed term loan of Rs. 485 lakhs which outstanding Rs. 482.82 lakhs (31 March 2023: Rs. Nil) from Small Industrial Development Bank of India (SIDBI). The loan is secured by:

(i) First charge by way of hypothecation in favour of SIDBI of the plant, machinery, equipment, tools, spares, accessories and all other assets (both present and future) which have been or proposed to be acquired at the factory premises at Muzaffarpur Industrial Area; and

(ii) Bank deposits of Rs. 145 lakhs together with interest accrued thereon.

Further, the said loan is also guaranteed by irrevocable, unconditional joint and several pelsonal guarantees of Mr. Ram Chandra Agarwal and Mr. Akash Agarwal and corporate guarante from V2 Retail Limited (holding company).

The loan is repayable in 57 monthly installments with interest payable at the rate of 0.50% above SIDBI's one year marginal cost of funds based lending rate (MCLR) presently being 8.20%

(c) **Loan from directors and relatives:-** The loan from directors and relatives are unsecured and payable one year from the date of demand made by lenders for repayment. The loans bear interest rate of 7% per annum.

(d) **Loan from other related parties:-** The loan from other related parties are unsecured and payable one year from the date of demand made by lenders for repayment. The loan bear interest rate of 7% per annum.

(e) **Loan from others:** The loans from other parties are unsecured and payable one year from the date of demand made by lenders for repayment. The loan bear interest at the rate of 9% per annum.

(f) Refer note 41 and 41(a) for disclosure of fair values in respect of financial liabilities measured at amortised cost and analysis of their maturity profiles.

		As at 31 March 2024	As at 31 March 2023
17	**Provisions**		
	Non-current		
	Provision for employee benefits		
	Provision for gratuity	368.00	284.30
	Provision for compensated absences	263.69	159.34
		631.69	**443.64**

Refer note 37 for disclosures on Gratuity.

		As at 31 March 2024	As at 31 March 2023
18	**Short-term borrowings**		
	Secured		
	Working capital facility from a Bank (refer note a below)	7,272.91	**4,647.62**
	Current maturities of long-term borrowings (refer note 16)	81.79	-
		7,354.70	**4,647.62**

(a) Working capital facility sanctioned of Rs. 7500 lakhs from a bank carries an interest rate based upon MCLR @ 8.50% per annum. This facility is secured against stock and book debts of the Company and first charge on existing Block of assets (Property, Plant and Equipments) excluding vehicles on which seprate charge has been created. Futher secured by corporate guarantee and hypothecation/mortgage of block of assets/immoveable properties given by a related party (Vishal Water World Private Limited) and personal guarantees given by Mr. Ram Chandra Agarwal & Ms. Uma Agarwal, directors of the holding Company.

(b) **Reconciliation of liabilities arising from financing activities pursuant to Ind AS 7 - Cash flows:**

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 1 April 2023	Cash out flows	Non cash changes			As at 31 March 2024
			Lease additions	Impact of rent concession & leases closed	Interest expenses	
Non Current borrowings	722.13	1,089.21	-	-	-	1,811.35
Lease liabilities (including current maturities)	37,003.84	(3,975.33)	12,782.37	(2,348.02)	-	43,462.87
Current borrowings (net)	4,647.62	2,625.30	-	-	-	7,272.91
Interest accrued	-	(4,718.98)	-	-	4,722.03	3.05
Total liabilities from financial activities	**42,373.59**	**(4,979.80)**	**12,782.37**	**(2,348.02)**	**4,722.03**	**52,550.18**

Particulars	As at 1 April 2022	Cash out flows	Non cash changes			As at 31 March 2023
			Lease additions	Impact of rent concession & leases closed	Interest expenses	
Non Current borrowings	560.81	161.32	-	-	-	722.13
Lease liabilities (including current maturities)	34,306.72	(3,431.18)	8,800.58	(2,672.26)	-	37,003.84
Current borrowings (net)	4,892.62	(245.00)	-	-	-	4,647.62
Interest accrued	-	(4,055.31)	-	-	4,055.31	-
Total liabilities from financial activities	**39,760.15**	**(7,570.17)**	**8,800.58**	**(2,672.26)**	**4,055.31**	**42,373.59**

		As at 31 March 2024	As at 31 March 2023
19	**Trade payables**		
	i. Total outstanding dues of micro enterprises and small enterprises	5,463.16	481.92
	ii. Total outstanding dues of creditors other than micro enterprises and small enterprises	13,887.13	10,164.33
	Total	**19,350.29**	**10,646.25**

(a) **Due to micro, small and medium enterprises as defined under the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006**

	Particulars	31 March 2024	31 March 2023
i)	the principal amount and the interest due thereon remaining unpaid to any supplier at the end of each accounting year	5,330.21	481.92
	Principal amount remaining unpaid	-	-
	Interest accrued and remaining unpaid as at year end	-	
ii)	Amount of interest paid by the Group to the suppliers in terms of section 16 of the Act along with amount paid to the suppliers beyond the respective due date."	132.95	-
iii)	Amount of interest due and payable for the period of delay in payments (which have been paid but beyond the due date during the year) but without adding the interest specified under the Act.	132.95	-
iv)	Amount of interest accrued and remaining unpaid at the end of accounting period.	132.95	-
v)	Amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of this Act.		-

(b) **Trade payables ageing is as follows:**

Particulars	Not due*	As at 31 March 2024				
		Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed- MSME	4,941.71	514.05	4.16	0.85	2.39	5,463.16
(ii) Undisputed- Others	13,339.27	463.38	14.79	21.22	23.40	13,862.06
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	25.07	25.07
Total	**18,280.97**	**977.43**	**18.95**	**22.08**	**50.86**	**19,350.29**

*Includes unbilled amount of Rs. 456.12 Lakhs

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	Not due*	As at 31 March 2023				
		Outstanding for following periods from due date of payment				
		Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed- MSME	340.10	141.82	-	-	-	481.92
(ii) Undisputed- Others	6,538.29	3,384.81	111.80	48.44	55.92	10,139.26
(iii) Disputed dues- MSME	-	-	-	-	-	-
(iv) Disputed dues- others	-	-	-	-	25.07	25.07
Total	**6,878.39**	**3,526.63**	**111.80**	**48.44**	**80.99**	**10,646.25**

*Includes unbilled amount of Rs. 739.44 Lakhs

		As at 31 March 2024	As at 31 March 2023
20	**Other financial liabilities**		
	Current		
	Interest accrued but not due on borrowings	3.05	-
	Employee related payables	1,125.45	318.49
	Creditors for capital purchases	842.20	393.64
	Security deposits*	12.88	22.78
	Other Payable	12.82	9.39
	* The above amount includes security deposits received from shop-in-shop vendors.	**1,996.40**	**744.29**

		As at 31 March 2024	As at 31 March 2023
21	**Provisions**		
	Current		
	Provision for gratuity	165.47	137.06
	Provision for compensated absences	147.39	99.99
		312.86	**237.05**
	For disclosures on gratuity, refer note 37.		

		As at 31 March 2024	As at 31 March 2023
22	**Current Tax Liabilities**		
	Provision for Income Tax	-	40.89
		-	**40.89**

		As at 31 March 2024	As at 31 March 2023
23	**Other current liabilities**		
	Statutory liabilities	300.49	138.11
	Contract liability (refer note 39)	104.03	11.91
		404.52	**150.02**

		Year ended 31 March 2024	Year ended 31 March 2023
24	**Revenue from operations**		
	Operating revenue		
	Traded goods*	116,068.92	83,612.62
	Other operating revenue		
	Scrap sales	207.29	164.96
	Display income	196.50	110.72
		116,472.71	**83,888.30**
	*** Details of sale of traded goods**		
	Apparels	105,885.89	80,611.44
	Non-apparels	10,183.03	3,001.18
		116,068.92	**83,612.62**

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

	Year ended 31 March 2024	Year ended 31 March 2023
Detail of Operating revenue by Geographical locations		
In India	116,068.92	83,612.62
Outside India	-	-
Total	**116,068.92**	**83,612.62**
Refer note 39 for additional disclosures required under Ind AS 115.		

		Year ended 31 March 2024	Year ended 31 March 2023
25	**Other income**		
	Interest Income on:		
	-Bank deposits	6.77	7.00
	-Other financial assets carried at amortised cost	84.49	70.32
	-Interest on Income tax refund	0.01	22.00
	Gain on derecognition of lease liabilities including security deposits	330.27	400.55
	Rent concession received from landlords	-	30.27
	Gain on sale of assets (net)	9.04	5.61
	Insurance claim received	4.57	8.08
	Sales of consumables	11.03	3.89
	Creditors written back	141.01	-
	Provision no longer required	58.80	-
	Miscellaneous income	102.85	119.18
		748.84	**666.90**

		Year ended 31 March 2024	Year ended 31 March 2023
26	**Purchase of stock-in-trade**		
	Purchase of stock-in-trade (refer note below)	77,745.82	48,137.23
		77,745.82	**48,137.23**
a.	**Details of purchase of stock-in-trade**		
	Apparels	66,054.28	38,864.71
	Non-apparels	11,691.54	9,272.52
		77,745.82	**48,137.23**

		Year ended 31 March 2024	Year ended 31 March 2023
27	**Cost of Raw Material Consumed**		
	Raw Material Inventory at the beginning of the year	2,363.07	1,664.83
	Add: Purchases during the year	**12,932.31**	**6,082.19**
	Less: Raw Material Inventory at the end of the year	3,465.98	2,363.07
		11,829.40	**5,383.95**

		Year ended 31 March 2024	Year ended 31 March 2023
28	**Changes in inventories of finished goods, work-in-progress and stock-in-trade**		
	Opening Stock		
	Work-in-process	1,195.83	869.90
	Finished goods	49.98	41.07
	Traded goods	24,279.28	26,430.68
		25,525.09	27,341.65
	Closing Stock		
	Work-in-process	2,611.19	1,195.83
	Finished goods	65.97	49.98
	Traded goods	35,743.75	24,279.28
		38,420.91	25,525.09
		(12,895.82)	1,816.56
a.	**Details of closing stock**		
	Apparels	34,008.93	21,619.55
	Non-apparel	4,411.98	3,905.54
		38,420.91	**25,525.09**

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

		Year ended 31 March 2024	Year ended 31 March 2023
29	**Employee benefit expense**		
	Salaries, wages and bonus	9,543.68	7,829.25
	Gratuity (refer note 37)	117.43	89.65
	Contribution to provident and other funds	591.34	394.48
	Share based payments to employees (refer note 38)	13.17	172.38
	Staff welfare	281.88	375.23
		10,547.50	**8,860.99**

		Year ended 31 March 2024	Year ended 31 March 2023
30	**Finance costs**		
	Interest on		
	Term loans	40.25	0.49
	Unsecured loans from related parties	15.05	10.28
	Working capital loans	543.34	449.92
	Delayed payment to MSME vendors	132.95	-
	Income tax	4.39	-
	Lease liabilities	3,974.20	3,580.86
	Other borrowing cost	11.70	13.75
		4,721.88	**4,055.31**

		Year ended 31 March 2024	Year ended 31 March 2023
31	**Depreciation and amortisation**		
	Depreciation on property, plant and equipment	2,094.71	1,835.42
	Amortization of intangible assets	188.99	166.94
	Depreciation on right of use assets	5,387.64	4,703.05
		7,671.34	**6,705.41**

			Year ended 31 March 2024	Year ended 31 March 2023
32	**Other expenses**			
	Power, fuel and electricity		3,042.44	2,645.61
	Water charges		16.60	17.69
	Repair and maintenance			
	- Building		83.27	53.48
	- Plant and machinery		65.00	39.77
	- Others		415.28	306.60
	Rent (refer note 44)		85.89	189.88
	Insurance charges		33.22	41.84
	Rates and taxes		124.18	191.38
	Bank charges		42.99	66.29
	Legal and professional		539.31	595.28
	Provision for expected credit loss		-	38.21
	Provision against doubtful advances		-	42.47
	Bad debts	38.21		
	Less: Provision for expected credit loss	(38.21)	-	-
	Advance written off	234.31		

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

		Year ended 31 March 2024	Year ended 31 March 2023
Less: Provision against above	(42.47)	191.84	-
Motor vehicle expenses		35.30	29.91
Printing and stationery		107.90	59.26
Packing materials & expenses		1,076.38	1,044.71
Provision for inventory obsolescence		-	100.00
Security service charges		353.47	314.64
Housekeeping expenses		223.99	208.21
Telephone expenses		62.24	94.59
E-Commerce expenses		0.74	76.90
Traveling and conveyance		268.53	245.98
Postage and telephones		7.07	4.20
Credit cards charges		89.20	80.34
Advertisement & sales promotion		421.38	555.85
Commission charges		3.05	2.53
Compensation to landlord		-	85.70
Transportation charges		1,841.86	1,467.30
Intangible assets under development written-off		29.94	-
Miscellaneous expenses		110.27	150.77
Total		**9,271.14**	**8,749.39**

		Year ended 31 March 2024	Year ended 31 March 2023
33	**Earnings per share**		
	Profit/(Loss) attributable to equity shareholders before exceptional items (A)	2,781.07	(1,281.67)
	Nominal value per share	10.00	10.00
	Weighted-average number of ordinary shares (basic)		
	Numbers of weighted average equity share outstanding at the beginning	34,389,341	34,389,341
	Issued ordinary shares	181,967	-
	Weighted average number of equity shares outstanding during the year (B)	**34,571,308**	**34,389,341**

Particulars	31 March 2024	31 March 2023
Average price of the share	-	108.95
Face Value	10	10
Exercise price	10	10
Diluted shares (nos.)	-	**204,348**
Weighted average number of equity shares adjusted for the effect of dilution (C)	34,571,308	34,593,689
Basic earning/(loss) per equity share (Amount in Rs.) (A/B)	8.04	(3.73)
***Diluted earning/(loss) per equity share (Amount in Rs.) (A/C)**	8.04	(3.73)

*The effect of potential equity shares was anti dilutive in nature accordingly not considered for the purpose of arriving at dilutive earning per share for the year ended March 2023.

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

		31 March 2024	31 March 2023
34	**Contingencies and commitments**		
	(a) Contingent liabilities (to the extend quantify by government authorities)		
	Claims against the Holding Company not acknowledged as debt [refer note (i) below]	1,579.67	1,597.17
	Dispute under sales tax law (matters under appeal) [refer note (ii) below]	2,953.20	2,520.94
	Dispute under service tax law (matters under appeal) [refer note (iii) below]	302.08	302.08
	Disputes under income tax law	1,042.54	1014.34

(i) The Holding Company has certain cases/disputes aggregating to Rs. 1,579.67 lakhs (31 March 2023: Rs. 1597.17 lakhs) involving customers, vendors and ex-employees. Whilst the impact of these litigations on these financial statements can only be ascertained on the settlement of such cases/disputes, management has broadly assessed that based on the merits of such cases, the Holding company has reasonably good chances of succeeding and accordingly, no provision has been recognised in these consolidated financial statements.

(ii) The Holding Company has certain litigations related to Sales tax and Values added tax (VAT) pending under West Bengal Value Added Tax Act, 2003 aggregating to Rs. 2,250 lakhs (31 March 2023 Rs. 2,250 lakhs), The Assam Value Added Tax Act, 2003 aggregating to Nil (31 March 2023 Rs. 7.20 lakhs), The Uttar Pradesh Value Added Tax Act, 2008 aggregating to Rs. 261.72 lakhs (31 March 2023 Rs. 24.46 Lakhs), The Haryana Value Added Tax Act, 2003 aggregating to Rs. 59.79 lakhs(31 March 2023 Rs. 59.79 lakhs) and The Bihar Value Added Tax Act, 2005 Rs. 381.69 lakhs (31 March 2023 Rs. 179.49 lakhs). Whilst the impact of these litigations on these financial statements can only be ascertained on the settlement of such cases/disputes, management has broadly assessed that based on the merits of such cases, the Holding Company has reasonably good chances of succeeding and accordingly, no provision has been recognised in these consolidated financial statements.

(iii) The Holding Company has pending litigation related to service tax under Finance Act, 1994 amounting to Rs. 302.08 lakhs (31 March 2023: Rs. 302.08 lakhs). Whilst the impact of these litigations on these financial statements can only be ascertained on the settlement of such cases/disputes, management has broadly assessed that based on the merits of such cases, the Holding company has reasonably good chances of succeeding and accordingly, no provision has been recognised in these consolidated financial statements.

(b) Commitments		31 March 2024	31 March 2023
i.	Estimated amount of contracts remaining to be executed by Holding company on capital account and not provided for (net of advance)	532.54	207.77
ii	The Holding Company has entered into lease arrangements during the year for which company is liable to pay rent of Rs. 1,362.53 lakhs on commencement of store for non cancellable period subject to compliance of terms and conditions of lease agreements.		

35 **Segment information**

In accordance with Ind AS 108, the Board of directors, being the Chief operating decision maker of the Group, has determined that the Group is engaged in the business of retail trade of garments, textiles and accessories in India and there are no separate reportable segments as per Ind AS 108. The Group's operations are confined only to India and there are no customers accounting for more than 10% of its revenue.

36
a) During the year provision of Rs. 1646.50 lakhs (31 March 2023: Rs. 689.34 lakhs) on account of written down of inventories has been charged to Statement of Profit and Loss on account and included in change of inventories of stock in trade.
b) The Company carries a provision of Rs. 2343.16 lakhs as at 31 March 2024 (31 March 2023: Rs. 696.66 lakhs) in view of management this provision is adequate to meet future realisation loss on sale of old inventories.
c) Based on the physical verification, the Company has written-off inventory Rs. 634.46 lakhs in previous year which has been adjusted against the provision created in earlier years.

37 **Gratuity and other post employment benefit plans**

Particulars	31 March 2024		31 March 2023	
	Current	Non-current	Current	Non-current
Gratuity	165.47	368.00	137.06	284.30
	165.47	**368.00**	**137.06**	**284.30**

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

A **Gratuity**

The Group operates gratuity plan where in every employee is entitled to benefit equivalent to 15 days salary (includes dearness allowance) last drawn for each completed year of service. The same is payable on termination of service, or retirement, or death whichever is earlier. The benefits vests after five years of continuous service. Gratuity benefits valued were in accordance with the payment of Gratuity Act, 1972.

The following tables summarise the components of net benefit expense recognised in the consolidated statement of profit or loss and amounts recognised in the consolidated balance sheet for the Gratuity plan:

(i) **Amount recognised in the consolidated statement of profit and loss is as under:**

Description	31 March 2024	31 March 2023
Current service cost	87.76	71.50
Interest cost	29.67	18.15
Amount recognised in the consolidated statement of profit and loss	**117.43**	**89.65**
(ii) **Changes in the present value of the defined benefit obligation are as follows :**		
Description		
Present value of defined benefit obligation as at the start of the year	**421.36**	**365.11**
Current service cost	87.76	71.50
Interest cost	29.67	18.15
Actuarial loss/(gain) recognised during the year	35.61	23.96
Benefits paid	(40.92)	(57.36)
Present value of defined benefit obligation as at the end of the year	**533.47**	**421.36**
(iii) **Amount recognised in Other comprehensive income is as under:**		
Description		
Actuarial loss on arising from change in demographic assumption	-	-
Actuarial (gain)/loss on arising from change in financial assumption	0.27	(23.11)
Actuarial loss on arising from experience adjustment	35.34	47.07
Total actuarial loss	**35.61**	**23.96**
(iv) **The principal assumptions used in determining gratuity benefit obligations for the Group are shown below**		
Description		
Discount rate	7.02%	7.04%
Retirement age	58 years	58 years
Mortality rates inclusive of provision for disability	100% of IALM (2012 - 14)	100% of IALM (2012 - 14)
Attrition at ages:		
- Upto 30 years	50.00%	50.00%
- From 31 to 44 years	40% to 50%	40% to 50%
- Above 44 years	20% to 50%	20% to 50%
Rate of increase in compensation	10.00%	10.00%
(v) **Sensitivity analysis for gratuity liability**		
Description		
Impact of the change in discount rate		
Present value of obligation at the end of the year	**533.47**	**421.36**
- Impact due to increase of 0.50 %	(6.84)	(5.24)
- Impact due to decrease of 0.50 %	7.07	5.41
Impact of the change in salary increase		
Present value of obligation at the end of the year	**533.47**	**421.36**
- Impact due to increase of 0.50 %	6.15	4.70
- Impact due to decrease of 0.50 %	(6.04)	(4.62)

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

The above sensitivity analysis are based on a change in an assumption while holding all other assumptions constant. In practice, this is unlikely to occur and changes in some of the assumptions may be correlated. When calculating the sensitivity of the defined benefit obligation to significant actuarial assumptions the same method (present value of the defined benefit obligation calculated with the projected unit credit method at the end of the reporting period) has been applied which was applied while calculating the defined benefit obligation liability recognised in the balance sheet.

The methods and types of assumptions used in preparing the sensitivity analysis did not change materially compared to prior period.

	31 March 2024	31 March 2023
Expected contribution to Gratuity in next year	126.94	96.23
(vi) **Maturity profile of defined benefit obligation**		
Description		
Within next 12 months	165.47	137.03
Between 2-5 years	277.74	215.93
Beyond 5 years	90.26	68.40

Notes:

1 The discount rate is based on the prevailing market yields of Indian Government securities as at the balance sheet date for the estimated term of obligations.

2 The estimates of future salary increase considered takes into account the inflations, seniority, promotion and other relevant factors on long term basis.

B **Defined contribution scheme**

The Group's state governed provident fund scheme and employee state insurance scheme are considered as defined contribution plans. The contribution under the schemes is recognised as an expense in the consolidated statement of profit and loss, when an employee renders the related service. There are no other obligations other than the contribution payable to the respective funds. The amount of contribution made by the Group to employees' provident fund and employee state insurance is Rs. 474.43 lakhs and Rs. 116.91 lakhs, respectively (31 March 2023: Rs. 302.92 lakhs and Rs. 91.56 lakhs).

38 Share based payment

The Holding Company provides Share-Based Payment Scheme to its employees. During the year ended 31 March 2017, an Employee Stock Option Plan was introduced. In the Annual General Meeting held on 30 September 2016, the share holders has approved V2 R-Employee Stock Option Scheme 2016 ('ESOP 2016') and grant of options to the eligible employee of the company under the Scheme.

a) **Employee stock option scheme :**
As at 31 March 2023 the Holding Company had the following outstanding share based payment arrangements:

Particulars	ESOP Scheme	Method of Settlement	Vesting period	Grant Date	No. of Options granted	Exercise price per share (₹)	Market price on the date of granting of option (₹)
Tranche -I-2021	Scheme 2016	Equity	22 Months	28 June 2021	2,25,000	10	128.55

Employees benefits expense includes Rs. 13.17 lakhs (31 March 2023: Rs. 172.38 lakhs) towards proportionate cost of ESOP options granted. During the current year the Holding Company has issued 200,000 equity shares to eligible employee on exercise of their options and balance 25,000 ESOP has lapsed due to non exercise of options. Average price was Rs. 82.00 per equity share on the date of exercise of options.

b) **Movement of option granted**

Particulars	31 March 2024	31 March 2023
	Number of options	Weighted average price
Options Outstanding at the beginning of the year	225,000	225,000
Granted during the year (net of lapsed)	-	-
Exercised during the year	200,000	-
Forfeited/lapsed during the year	25,000	-
Options outstanding during the year	-	225,000
Options unvested at the end of the year	-	225,000
Option exercisable at the end of the year	-	-

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

c) **Fair Valuation:**

The fair valuation of the options used to compute performa net profit and earnings per share have been done by an independent valuer on the date of grant using Black-Scholes Merton Formula. The key assumption and fair value are as under:

Particulars	Risk free Interest Rate (%)	Life (Years)	Expected Volatility (%)	Expected Dividend Yield (%)	Weighted average Fair Value Per Option (₹)
Tranche - I -2021	7.40	4	23.23	-	131.16

The expected life of the stock is based on historical data and current expectations and is not necessarily indicative of exercise patterns that may occur. The expected volatility reflects the assumption that the historical volatility over a period similar to the life of the options is indicative of future trends, which may not also necessary be the actual outcome.

39 Revenue from Contracts with Customers

Indian Accounting Standard 115 Revenue from Contracts with Customers ("Ind AS 115"), establishes a framework for determining whether, how much and when revenue is recognised and requires disclosures about the nature, amount, timing and uncertainty of revenues and cash flows arising from customer contracts. Under Ind AS 115, revenue is recognised through a 5-step approach:

(i) Identify the contract(s) with customer;

(ii) Identify separate performance obligations in the contract;

(iii) Determine the transaction price;

(iv) Allocate the transaction price to the performance obligations; and

(v) Recognise revenue when a performance obligation is satisfied.

Assets and liabilities related to contracts with customers

Description	As at 31 March 2024		As at 31 March 2023	
	Non-current	Current	Non-current	Current
Contract liabilities related to sale of goods				
Advance from customers	-	104.03	-	11.91
Contract receivables related to sale of goods				
Trade receivables	-	5.54	-	6.70

Significant changes in contract assets and liabilities

There has been no significant changes in contact assets/contract liabilities during the year.

Performance obiligation:

Performance obligation is satisfied at a point of time.

Payment term:

Company generally sales goods to customer when its received payment from customers.

Obligations:

Company sell its products to the end customer with a right of return within 7 days.

Revenue recognised in relation to contract liabilities

Movement of contract liability:

Description	Year ended 31 March 2024	Year ended 31 March 2023
Opening balance	11.91	12.68
Addition during the year	104.03	11.91
Revenue recognised during the year	(11.91)	(12.68)
Closing balance	104.03	11.91

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

Disaggregation of revenue

Revenue arises mainly from the sale of traded goods:

Description	31 March 2024	31 March 2023
(A) Sale of goods		
Revenue from sale of goods	116,068.92	83,612.62
(B) Other ancillary revenue		
Scrap sales	207.29	164.96
Display income	196.50	110.72
	116,472.71	**83,888.30**

Reconciliation of revenue recognised with contract price	31 March 2024	31 March 2023
Contract price	116,068.92	83,612.62
Less: Rebate & Discount*	-	-
Revenue from contracts with customer	**116,068.92**	**83,612.62**

*The Company do not offer any rebate or discount post sale of the goods

40 Related party disclosures

(a) **Key managerial personnel**

Mr. Ram Chandra Agarwal (Chairman and Managing Director)

Mrs. Uma Agarwal (Director)

Mr. Akash Agarwal ceases as Whole Time Director and Chief Financial Officer w.e.f. 03rd September 2022 and appointed as Non-executive director w.e.f. 03rd September 2022 upto 11 August 2023 and appointed as Whole Time Director w.e.f 12th August 2023

Ms. Archana Surendra Yadav (Independent Director)

Dr. Arun Kumar Roopanwal (Independent Director)

Mrs. Rochelle Susanna Dsouza (Non-executive Director) (upto 11th August 2022)

Mr. Harbir Singh Sidhu (Independent Director) (upto 14th November, 2022)

Mr. Lalit Kumar (Independent Director) (upto 26th December, 2022)

Mr. M.S. Anand (Independent Director) (w.e.f. 10th February, 2023)

Mr. Manshu Tandon (Chief Executive Officer)

Mr. Sudhir Kumar (Company Secretary and Compliance Officer) (up to 9th April 2024)

Mr. Pratik Adukia (Chief Financial Officer) (w.e.f. 10th February, 2023)

(b) **Companies in which Directors and Key Management Personnel or their relatives have control or significant influence**

Vishal Water World Private Limited

(c) **Summary of transactions with related parties:**

S. No.	Particulars	31 March 2024	31 March 2023
1	**Interest expense on loans taken**		
	Vishal Water World Private Limited	13.54	10.28
2	**Remuneration**		
	Mr. Ram Chandra Agarwal	60.00	60.00
	Mrs. Uma Agarwal	60.00	60.00
	Mr. Akash Agarwal	38.23	25.00
	Mr. Manshu Tandon*	234.42	87.97
	Mr. Sudhir Kumar	25.36	15.50
	Mr. Pratik Adukia	114.48	9.17

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

S. No.	Particulars	31 March 2024	31 March 2023
3	**Sales of Traded goods**		
	Vishal Water World Private Limited	-	3.72
4	**Sitting fees**		
	Mr. Harbir Singh Sidhu	-	3.00
	Ms. Archana Surendra Yadav	3.00	3.75
	Dr. Arun Kumar Roopanwal	3.00	3.75
	Mr. Lalit Kumar	-	3.00
	Mr. M S Anand	3.00	0.75
5	**Employee Higher Education Sponsorship Program Expenses**		
	Mr. Akash Agarwal	31.32	90.28
6	**Loans accepted**		
	Vishal Water World Private Limited	250.00	245.00
	Ram Chandra Agarwal	285.00	40.00
	Uma Agarwal	50.00	40.00
7	**Loans repaid (including repaid)**		
	Vishal Water World Private Limited (Including interest Rs. 9.10 Lakhs)	484.19	34.10
	Ram Chandra Agarwal	785.96	99.85
	Uma Agarwal	48.00	40.00
8	**Remuneration Payable**		
	Mrs. Uma Agarwal	4.50	3.94
	Mr. Akash Agarwal	8.08	-
	Mr. Ram Chandra Agarwal	5.00	-
	Mr. Manshu Tandon*	2.20	-
	Mr. Sudhir Kumar	0.95	-
	Mr. Pratik Adukia	2.79	-
9	**Loan Payable**		
	Vishal Water World Private Limited	0.53	221.18
	Ram Chandra Agarwal	-	500.96
	Uma Agarwal	2.00	-
10	**Trade Receivables**		
	Vishal Water World Private Limited	1.43	3.72

For guarantee given by related parties (refer note 16 and 18)

Summary of Payment made to KMP*#

Short Term Employee Benefit	397.80	289.66
Other Long Term Benefit	-	11.92
Share Based Payment	143.70	-
Post Employment Benefit	-	28.85

#Certain KMPs also participate in post employment benefits plans provided by the Company. The amount in respect of these towards the KMPs can not be segregated as these are based on actuarial valuation for all employees of the Company.

*excludes the amount charged/reversed on grant/forfeiture of employee stock options. It is disclosed based on options exercised by the employee of the Company.

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

41 **Fair value disclosures**

A **Financial instruments by category**

Particulars	31 March 2024			31 March 2023		
	FVOCI	FVTPL	Amortised cost	FVOCI	FVTPL	Amortised cost
Financial assets measured at amortised cost						
Security deposits						
Current	-	-	178.83	-	-	38.75
Non-current	-	-	844.27	-	-	778.32
Cash and cash equivalents	-	-	988.93	-	-	513.56
Trade receivables (Current)	-	-	5.54	-	-	6.70
Other financial assets						
Current	-	-	427.58	-	-	70.53
Non-current	-	-	214.08	-	-	50.23
Total	-	-	**2,659.23**	-	-	**1,458.09**
Financial liabilities measured at amortised cost						
Borrowings						
Current	-	-	7,272.91	-	-	4,647.62
Non-current (Including Current maturities of long-term borrowings)	-	-	1,811.35	-	-	722.13
Lease liabilities						
Current	-	-	4,590.06	-	-	3,977.99
Non-current	-	-	38,872.81	-	-	33,025.85
Trade payable (Current)	-	-	19,350.29	-	-	10,646.25
Other financial liabilities						
Current	-	-	1,996.40	-	-	744.29
Non-current	-	-	-	-	-	-
Total	-	-	**73,893.82**	-	-	**53,764.13**

B **Fair values hierarchy**

The fair value of financial instruments as referred to in note (A) above has been classified into two categories depending on the inputs used in the valuation technique. The hierarchy gives the highest priority to quoted prices in active markets for identical assets or liabilities [Level 1 measurements] and lowest priority to unobservable inputs [Level 3 measurements].

Level 1: Quoted prices for identical instruments in an active market;

Level 2: Directly (i.e. as prices) or indirectly (i.e. derived from prices) observable market inputs, other than Level 1 inputs; and

Level 3: Inputs which are not based on observable market data (unobservable inputs). Fair values are determined in whole or in part using a net asset value or valuation model based on assumptions that are neither supported by prices from observable current market transactions in the same instrument nor are they based on available market data.

C **Fair value of instruments on recurring basis measured at amortised cost**

Fair value of instruments measured at amortised cost for which fair value is disclosed is as follows, these fair values are calculated using Level 3 inputs:

Particulars	31 March 2024		31 March 2023	
	Carrying value	Fair value	Carrying value	Fair value
Security deposits given	1,023.10	1,023.10	817.07	817.07
	1,023.10	1,023.10	817.07	817.07

The management assessed that fair values of cash and cash equivalents, trade payables, Interest accrued on bank deposits with banks, other current financial assets and other current financial liabilities approximates their carrying amounts largely due to the short-term maturities of these instruments.

The fair values of borrowings, lease liabilities and other financial assets and liabilities are considered to be the same as their fair values, as there is an immaterial change in the lending rates.

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

41(a) Financial risk management

i) Risk management framework

The Group's activities expose it to market risk, liquidity risk and credit risk. This note explains the sources of risk which the entity is exposed to and how the entity manages the risk and the related impact in the financial statements.

Risk	Exposure arising from	Measurement	Management
Credit risk	Cash and cash equivalents, financial assets measured at amortised cost	Aging analysis	Bank deposits, diversification of asset base, credit limits and collateral.
Liquidity risk	Borrowings and other liabilities	Rolling cash flow forecasts	Availability of committed credit lines and borrowing facilities
Market risk - interest rate	Recognised variable rate financial liabilities denominated in Indian rupee (INR)	Cash flow forecasting	Group is in the process of reducing the debt component to reduce the interest rate risk

A) 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. The carrying amount of financial assets represents the maximum credit exposure.

- cash and cash equivalents,
- loans and receivables carried at amortised cost, and
- deposits with banks

a) Credit risk management

The Group assesses and manages credit risk based on internal credit rating system, continuously monitoring defaults of customers and other counterparties, identified either individually or by the Group, and incorporates this information into its credit risk controls. Internal credit rating is performed for each class of financial instruments with different characteristics. The Group assigns the following credit ratings to each class of financial assets based on the assumptions, inputs and factors specific to the class of financial assets.

A: Low

B: Medium

C: High

Assets under credit risk:

Credit rating	Particulars	31 March 2024	31 March 2023
A: Low	Security deposits	1,023.10	817.07
	Other financial assets	641.66	120.76
	Trade receivables	5.54	6.70
	Bank Balance and deposits	500.58	376.25

Cash & cash equivalents and bank deposits

Credit risk related to cash and cash equivalents and bank deposits is managed by only accepting highly rated banks and diversifying bank deposits and accounts in different banks.

Trade receivable, loans and other financial assets measured at amortised cost

Other financial assets measured at amortized cost includes trade receivable, advances to employees, security deposits and others. Credit risk related to these other financial assets is managed by monitoring the recoverability of such amounts continuously, while at the same time internal control system in place ensure the amounts are within defined limits. The Holding Company's trade receivables does not have any expected credit loss as the Holding Company sells products once the entire payment is received except some sales are made through E-Commerce operators during the earlier year on which the Holding Company has created life time expected credit loss.

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

Particulars	As at 31 March 2024 Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross carrying amount	4.11	-	1.43	-	-	5.54
Specific provision (Expected Credit Loss)	-	-	-	-	-	-
Carrying amount	4.11	-	1.43	-	-	5.54

Particulars	As at 31 March 2023 Outstanding for following periods from due date of payment					
	Less than 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross carrying amount	-	3.72	26.54	12.28	2.37	44.91
Specific provision (Expected Credit Loss)	-	-	(23.56)	(12.28)	(2.37)	(38.21)
Carrying amount	-	3.72	2.98	-	-	6.70

Reconciliation of loss allowance provision - Trade receivables:

Particulars	31 March 2024	31 March 2023
Opening Balance	38.21	-
Change in loss allowance	(38.21)	38.21
Closing Balance	-	38.21

B) Liquidity risk

Prudent liquidity risk management implies maintaining sufficient cash and marketable securities and the availability of funding through an adequate amount of committed credit facilities to meet obligations when due. Due to the nature of the business, the Group maintains flexibility in funding by maintaining availability under committed facilities. Management monitors rolling forecasts of the Group's liquidity position and cash and cash equivalents on the basis of expected cash flows. The Group takes into account the liquidity of the market in which the entity operates.

Maturities of financial liabilities

The tables below analyse the Group's financial liabilities into relevant maturity of Group based on their contractual maturities for all non-derivative financial liabilities.

The amounts disclosed in the table are the contractual undiscounted cash flows. Balances due within 12 months equal their carrying balances as the impact of discounting is not significant.

31 March 2024	Less than 1 year	1-3 year	More than 3 years	Total
Borrowings	7,461.52	399.19	1,223.55	**9,084.26**
Trade payable	19,350.29	-	-	**19,350.29**
Lease liabilities	8,552.23	23,368.23	32,179.91	**64,100.37**
Other financial liabilities	1,996.40	-	-	**1,996.40**
Total	**37,360.44**	**23,767.42**	**33,403.46**	**94,531.32**

31 March 2023	Less than 1 year	1-3 year	More than 3 years	Total
Borrowings	4,647.62	722.13	-	**5,369.75**
Trade payable	10,646.25	-	-	**10,646.25**
Lease liabilities	7,369.14	**14,397.47**	31,550.89	**53,317.50**
Other financial liabilities	744.29	-	-	**744.29**
Total	**23,407.31**	**15,119.60**	**31,550.89**	**70,077.78**

C) Market risk

Market risk is the risk that changes in market prices – such as foreign exchange rates, interest rates and equity prices – will affect the Group's income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

a) Interest rate risk

i) Liabilities

The Group's policy is to minimise interest rate cash flow risk exposures on long-term financing. As at 31 March 2024, the Group is exposed to changes in market interest rates through bank borrowings at variable interest rates.

Interest rate risk exposure

Below is the overall exposure of the Company to interest rate risk:

Particulars	31 March 2024	31 March 2023
Variable rate borrowing	7,272.91	4,647.62
Fixed rate borrowing	1,811.35	221.17
Total borrowings	**9,084.26**	**4,868.79**

Sensitivity

Below is the sensitivity of profit or loss and equity changes in interest rates.

Particulars	31 March 2024	31 March 2023
Interest sensitivity*		
Interest rates – increase by 100 basis points	72.73	46.48
Interest rates – decrease by 100 basis points	72.73	46.48

* Holding all other variables constant

ii) Assets

The Group's fixed deposits are carried at amortised cost and are fixed rate deposits. They are therefore not subject to interest rate risk as defined in Ind AS 107, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

42 Capital management

The Group's capital management objectives are

- to safeguard their ability to continue as a going concern
- to maintain an optimal capital structure to reduce the cost of capital

The Group monitors capital on the basis of the carrying amount of equity less cash and cash equivalents as presented on the face of balance sheet.

Management assesses the Group's capital requirements in order to maintain an efficient overall financing structure while avoiding excessive leverage. This takes into account the subordination levels of the Group's various classes of debt. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure, the Group may adjust the amount of dividends paid to shareholders, return capital to shareholders, issue new shares, or sell assets to reduce debt.

The Group's adjusted net debt to equity ratio at 31 March 2024 and 31 March 2023 are as follows:

Particulars	31 March 2024	31 March 2023
Total borrowings (including current maturity)	9,084.26	5,369.75
Less: cash and bank balances (including fixed deposits)	1,203.00	563.78
Net debt	**7,881.26**	**4,805.97**
Total equity	27,471.36	24,692.43
Adjusted net debt to adjusted equity ratio	**28.69%**	**19.46%**

43 Advertising advance to Bennett, Coleman and Company Limited (BCCL)

The Holding Company executed an Advertisement contract dated 7 July 2015 for the period of 5 years with Bennet Coleman and Company Limited (BCCL), pursuant to which the Company has agreed to give advertisements of Rs. 5,000 lakhs, being the total commitment and BCCL has extended credit facility of Rs. 3,250 lakhs to be utilized in accordance with the terms of aforesaid agreement. The total commitment was reduced to Rs. 2,500 lakhs and the credit amount was reduced to Rs. 1,625 lakhs vide 1st amendment agreement dated 17 July 2022. The aforesaid agreement was extended four times for a term of one year each and the management is confident of its renewal beyond July 7, 2024 basis its ongoing discussion with BCCL and past practice. The Company has paid Rs. 1,553.48 lakhs till year ended 31 March 2024 (outstanding since April, 2019,) pursuant to this contract and disclosed this amount under "other non-current assets" as at 31 March 2024. Further, the management is confident of utilising the above advance with in extended contractual period and therefore, has considered the aforesaid advance as good and recoverable.

Notes annexed to forming part of consolidated financial statement for the year ended 31 March 2024

(All amounts in ₹ in lakh unless otherwise stated)

44 Ind AS 116 - Leases

The Group has leases for the office, warehouse, factory, retail stores and others. 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. The lease terms for office premises, warehouse, factory and store sites are for an period of one year to fifteen years and having a lock-in period ranging from one to three years. The lease are further renewable on expiry of total lease term subject to mutual consent of both the parties. The Holding Company also sub leases portion of retail stores. However, the sub-lease income is not material to the total lease outflows.

A Lease payments not included in measurement of lease liability

Particulars	31 March 2024	31 March 2023
Expenses relating to short term leases (included in other expenses)	85.89	189.88
Total	**85.89**	**189.88**

B 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	No of right-of-use assets leased	"Range of remaining term (in years)"	"Average remaining lease term (in years)"
Office	3	2.00- 6.76 Years	5.17 Years
Stores	117	0.31 - 14.62 Years	6.95 Years
Warehouse	2	1.5 - 4.67 Years	3.07 Years
Factory	3	0.59 -14.16 Years	5.81 Years
Staff Quarters	1	14.43 years	14.43 years

C The following are amounts recognised in statement of profit and loss:

	Year ended 31 March 2024	Year ended 31 March 2023
Amortisation expense of right-of-use assets	5,387.64	4,703.05
Interest expense on lease liabilities	3,974.20	3,580.86
Rent expense (Short term lease)	85.89	189.88
Total	**9,447.73**	**8,473.79**

The Group had elected to apply the practical expedient of not assessing the rent concessions as a lease modification, as per MCA notification dated 24 July 2020 and 18 June 2021 on Ind AS 116 for rent concessions which are granted due to COVID-19 pandemic. Accordingly, it has accounted for Rs. Nil in year ended 31 March 2024 (Rs. 30.27 lakhs year ended 31 March 2023) under head other income with respect to unconditional rent concessions confirmed by the landlord.

For movement of lease liability refer note 3(i)(b) and for maturity profile of lease liability refer note 41(a).

45

The Holding Company has performed physical verification of property, plant and equipment during the year ended 31 March 2023 in accordance with the phased program of conducting such verification over a period of 3 years. However, the holding Company is in process of performing related reconciliation of such physical verification with the underlying fixed asset register maintained by the holding Company. The management does not expect any adjustment to be material to the financial statements.

46 Interests in subsidiaries

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:

(a) As at and for the year ended 31 March, 2024

Name of the entity	'Net assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (Rs.)	As % of consolidated net assets	Amount (Rs.)	As % of consolidated net assets	Amount (Rs.)	As % of consolidated net assets	Amount (Rs.)
Holding								
V2 Retail Limited	99.93%	27,453.00	98.11%	2,728.61	83.40%	(22.58)	98.26%	2,706.03
Indian subsidiary								
V2 Smart Manufacturing Private Limited	6.22%	1,708.66	-1.16%	(32.27)	16.62%	(4.50)	-1.34%	(36.77)
		29,161.66		**2,696.34**		**(27.08)**		**2,669.26**
Consolidation adjustments and eliminations	-6.15%	(1,690.30)	3.05%	84.73	0.00%	-	3.08%	84.73
Total	**100.00%**	**27,471.36**	**100.00%**	**2,781.07**	**100.00%**	**(27.08)**	**100.00%**	**2,753.99**

(b) As at and for the year ended 31 March, 2023

Name of the entity	'Net assets i.e. total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount (Rs.)	As % of consolidated net assets	Amount (Rs.)	As % of consolidated net assets	Amount (Rs.)	As % of consolidated net assets	Amount (Rs.)
Holding								
V2 Retail Limited	100.12%	24,722.03	113.04%	(1,448.82)	88.17%	(15.98)	112.69%	(1,464.80)
Indian subsidiary								
V2 Smart Manufacturing Private Limited	7.07%	1,745.43	-20.94%	268.40	11.83%	(2.14)	-20.48%	266.26
		26,467.46		**(1,180.42)**		**(18.12)**		**(1,198.54)**
Consolidation adjustments and eliminations	-7.19%	(1,775.03)	7.90%	(101.25)	0.00%	-	7.79%	(101.25)
Total	**100.00%**	**24,692.43**	**100.00%**	**(1,281.67)**	**100.00%**	**(18.12)**	**100.00%**	**(1,299.79)**

47 No adjusting or significant non-adjusting events have occurred between 31 March 2024 reporting date and the date of authorisation.

48 Other Statutory Information

(i) The Group do not have any Benami property, where any proceeding has been initiated or pending against the Group for holding any Benami property.

(ii) The Group do not have any transactions with struck off companies during the current year and previous year.

(iii) The Group have not been declared wilful defaulter by any bank or financial institution or government or any government authority.

(iv) The Group have complied with the number of layers prescribed under the Companies Act, 2013.

(v) The Group do not have any charges or satisfaction which is yet to be registered with ROC beyond the statutory period.

(vi) The Group has not traded or invested in Crypto currency or Virtual Currency during the current and previous financial year .

(vii) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party)during the current and previous year, with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the company (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries

(viii) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party)during the current and previous year, with the understanding (whether recorded in writing or otherwise) that the Company shall:

(a) directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries) or

(b) provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries,

(ix) The Group has not any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the current and previous 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) Borrowings obtained current and previous year by the Group from banks and financial institutions have been applied for the purposes for which such loans were was taken.

(xi) The Holding Company has been sanctioned working capital limit from bank on the basis of security of current assets. There are following differences between books of account of the respective quarters and quarterly returns/ statements filed by the Holding Company with the bank:

Quarter	Particulars of Securities Provided	Amount as per books of account	Amount as reported in quarterly statement	Amount of difference	Reason
June/23	Creditor	8,807.64	8,125.87	681.77	Provisional returns/ statements submitted with bank
September/23	Inventories	28,109.60	28,318.89	(209.29)	
	Creditor	13,106.79	12,686.25	420.54	
December/23	Creditor	10,387.18	9,934.56	452.62	
March/24	Creditor	15,939.34	16,091.31	(151.96)	

49 The Board of Directors of the Holding Company has not declared any dividend during the current and previous year.

50 Previous year's figures has been regrouped and/or reclassified wherever necessary to conform to the current year's groupings and classifications, however, the regrouping is not material therefore, details are not given.

For **Singhi & Co.**
Chartered Accountants
Firm Registration Number: 302049E

Bimal Kumar Sipani
Partner
Membership No. 088926

For and on behalf of the Board of Directors of V2 Retail Limited

Ram Chandra Agarwal
Chairman and Managing Director
DIN: 00491885

Uma Agarwal
Whole Time Director
DIN: 00495945

Manshu Tandon
Chief Executive Officer

Pratik Adukia
Chief Financial Officer

Shivam Aggarwal
Company Secretary
M.No. A55785

Place: New Delhi
Date: May 30, 2024

Registered & Corporate Office
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