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RED HERRING PROSPECTUS
Dated: December 4, 2024
Please read Section 32 of the Companies Act, 2013
100% Book Built Issue

VISHAL MEGA MART LIMITED

Corporate Identity Number: U51909HR2018PLC073282

REGISTERED AND CORPORATE OFFICE	CONTACT PERSON	E-MAIL AND TELEPHONE	WEBSITE
Plot No. 184, Fifth Floor Platinum Tower, Udyog Vihar Phase-1 Gurugram 122016 Haryana, India	Rahul Luthra *Company Secretary and Compliance Officer*	**Email:** secretarial@vishalwholesale.co.in **Telephone**: +91 124 - 4980000	www.aboutvishal.com

SAMAYAT SERVICES LLP AND KEDAARA CAPITAL FUND II LLP ARE THE PROMOTERS OF OUR COMPANY

DETAILS OF THE OFFER OF EQUITY SHARES OF FACE VALUE ₹10 EACH

TYPE	FRESH ISSUE SIZE	OFFER FOR SALE SIZE	TOTAL OFFER SIZE	ELIGIBILITY AND RESERVATIONS
Offer for Sale	Not applicable	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹80,000 million	Up to ₹ [●] Equity Shares of face value of ₹10 each aggregating up to ₹80,000 million	The Offer is being made pursuant to Regulation 6(1) of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, ("**SEBI ICDR Regulations**"). For further details, see "*Other Regulatory and Statutory Disclosures – Eligibility for the Offer*" on page 315. For details in relation to share reservation among Qualified Institutional Buyers, Non-Institutional Bidders, Retail Individual Bidders, see "*Offer Structure*" on page 337.

DETAILS OF THE OFFER FOR SALE

NAME OF THE SELLING SHAREHOLDERS	TYPE	NUMBER OF SHARES OFFERED/AMOUNT	WEIGHTED AVERAGE COST OF ACQUISITION PER EQUITY SHARE (IN ₹ PER EQUITY SHARE)^
Samayat Services LLP	Promoter Selling Shareholder	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹80,000 million	10.14

^*As certified by B.B. & Associates (FRN: 023670N), Chartered Accountants, pursuant to the certificate dated December 4, 2024.*

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of Equity Shares of our Company, there has been no formal market for the Equity Shares. The face value of each Equity Share is ₹10. The Floor Price, Cap Price and Offer Price, determined by our Company in consultation with the Book Running Lead Managers and subject to applicable law, on the basis of the assessment of market demand for the Equity Shares by way of the Book Building Process, as stated under "*Basis for Offer Price*" on page 88, should not be considered to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 22.

COMPANY'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, the Promoter Selling Shareholder, accepts responsibility for and confirms only statements specifically made by the Promoter Selling Shareholder in this Red Herring Prospectus to the extent of information solely in relation to itself and the Offered Shares and confirms that such statements are true and correct in all material respects and not misleading in any material respect. However, the Promoter Selling Shareholder assumes no responsibility for any other statement, including any of the statements made by or relating to our Company or its business.
LISTING
The Equity Shares that will be offered through this Red Herring Prospectus are proposed to be listed on BSE Limited ("**BSE**") and National Stock Exchange of India Limited ("**NSE**"). For the purposes of the Offer, NSE is the Designated Stock Exchange.

BOOK RUNNING LEAD MANAGERS

NAME OF BRLMS AND LOGO	CONTACT PERSON	E-MAIL AND TELEPHONE
Kotak Mahindra Capital Company Limited	Ganesh Rane	**E-mail:** vmm.ipo@kotak.com **Tel:** +91 22 4336 0000
ICICI Securities Limited	Ashik Joisar / Sumit Singh	**E-mail:** vmm.ipo@icicisecurities.com **Tel:** +91 22 6807 7100
Intensive Fiscal Services Private Limited	Harish Khajanchi / Anand Rawal	**E-mail:** vishal.ipo@intensivefiscal.com **Tel:** +91 22 2287 0443
Jefferies India Private Limited	Suhani Bhareja	**E-mail:** vishalmm.ipo@jefferies.com **Tel:** +91 22 4356 6000
J.P. Morgan India Private Limited	Himanshi Arora / Rishank Chheda	**E-mail:** vishal_mega_mart_ipo@jpmorgan.com **Tel:** +91 22 6157 3000
Morgan Stanley India Company Private Limited	Satyam Singhal	**E-mail:** vishalmegamartipo@morganstanley.com **Tel:** +91 22 6118 1000

REGISTRAR TO THE OFFER

NAME OF THE REGISTRAR	CONTACT PERSON	E-MAIL AND TELEPHONE
KFin Technologies Limited	Murali Krishna	**E-mail:** vmm.ipo@kfintech.com **Tel:** +91 40 6716 2222

BID/OFFER PERIOD

ANCHOR INVESTOR BID/OFFER PERIOD	Tuesday, December 10, 2024**(1)**	**BID/OFFER OPENS ON**	Wednesday, December 11, 2024	**BID/ OFFER CLOSES ON**	Friday, December 13, 2024(2)

(1) Our Company in consultation with the BRLMs and subject to applicable law, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date i.e. Tuesday, December 10, 2024.
(2) UPI mandate end time and date shall be 5:00 p.m. on the Bid/Offer Closing Date

RED HERRING PROSPECTUS
Dated: December 4, 2024
Please read Section 32 of the Companies Act, 2013
100% Book Built Issue

VISHAL MEGA MART LIMITED

Our Company was originally incorporated as 'Rishanth Wholesale Trading Private Limited' at Gurugram, Haryana as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated March 27, 2018, issued by the Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi ("**RoC**"). Subsequently, the name 'Rishanth Wholesale Trading Private Limited' was changed to 'Vishal Mega Mart Private Limited' and a fresh certificate of incorporation was issued by the RoC on May 28, 2020. Subsequently, our Company was converted to a public limited company and the name of our Company changed to 'Vishal Mega Mart Limited' pursuant to a Shareholders' resolution dated April 26, 2024 and a fresh certificate of incorporation dated May 10, 2024 was issued by the RoC. For further details on the changes in the name and registered office of our Company, see "*History and Certain Corporate Matters*" on page 168.

Registered and Corporate Office: Plot No. 184, Fifth Floor Platinum Tower, Udyog Vihar Phase-1 Gurugram 122016 Haryana, India;
Tel: +91 124- 4980000**; Website**: www.aboutvishal.com;
Contact Person: Rahul Luthra, Company Secretary and Compliance Officer; **E-mail**: secretarial@vishalwholesale.co.in
Corporate Identity Number: U51909HR2018PLC073282

SAMAYAT SERVICES LLP AND KEDAARA CAPITAL FUND II LLP ARE THE PROMOTERS OF OUR COMPANY

INITIAL PUBLIC OFFER OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH ("EQUITY SHARES") OF VISHAL MEGA MART LIMITED ("COMPANY" OR "ISSUER") FOR CASH AT A PRICE OF ₹[●] PER EQUITY SHARE (INCLUDING A SHARE PREMIUM OF ₹[●] PER EQUITY SHARE) AGGREGATING UP TO ₹80,000 MILLION (THE "OFFER"), THROUGH AN OFFER FOR SALE OF UP TO [●] EQUITY SHARES OF FACE VALUE OF ₹10 EACH AGGREGATING UP TO ₹80,000 MILLION BY SAMAYAT SERVICES LLP ("PROMOTER SELLING SHAREHOLDER" AND SUCH EQUITY SHARES OFFERED BY THE PROMOTER SELLING SHAREHOLDER, THE "OFFERED SHARES").

THE OFFER SHALL CONSTITUTE [●]% OF THE POST-OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY. THE FACE VALUE OF EQUITY SHARES IS ₹10 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND AND THE MINIMUM BID LOT SHALL BE DECIDED BY OUR COMPANY, IN CONSULTATION WITH THE BRLMS AND SUBJECT TO APPLICABLE LAW, WILL BE ADVERTISED IN ALL EDITIONS OF FINANCIAL EXPRESS, AN ENGLISH NATIONAL DAILY NEWSPAPER AND ALL EDITIONS OF JANSATTA, A HINDI NATIONAL DAILY NEWSPAPER WITH WIDE CIRCULATION (HINDI ALSO BEING THE REGIONAL LANGUAGE OF DELHI NCR, WHERE OUR REGISTERED AND CORPORATE OFFICE IS LOCATED) AT LEAST TWO WORKING DAYS PRIOR TO THE BID/OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO BSE LIMITED ("BSE") AND NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES IN ACCORDANCE WITH SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

In case of any revision in the Price Band, the Bid/Offer Period will be extended by at least three additional Working Days after such revision in the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of *force majeure*, bank strike or similar unforeseen circumstances, our Company may, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release, and also by indicating the change on the respective websites of the BRLMs and at the terminals of the other members of the Syndicate and by intimation to Designated Intermediaries and Sponsor Bank(s)

The Offer is being made through the Book Building Process, in terms of Rule 19(2)(b) of the SCRR read with Regulation 31 of the SEBI ICDR Regulations and in compliance with Regulation 6(1) of the SEBI ICDR Regulations, wherein not more than 50% of the Offer shall be allocated on a proportionate basis to Qualified Institutional Buyers ("**QIBs**") ("**QIB Portion**"), provided that our Company, , in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations ("**Anchor Investor Portion**"), of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allocation in the Anchor Investor Portion, the balance Equity Shares shall be added to the QIB Portion ("**Net QIB Portion**"). Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, subject to valid Bids being received at or above the Offer Price, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the Net QIB Portion, the balance Equity Shares available for allocation in the Mutual Fund Portion will be added to the remaining Net QIB Portion for proportionate allocation to all QIBs. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to Retail Individual Bidders ("**RIBs**") in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. One-third of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹200,000 and up to ₹1,000,000 and two-thirds of the Non-Institutional Portion shall be available for allocation to Non-Institutional Bidders with a Bid size of more than ₹1.00 million provided that under-subscription in either of these two sub-categories of the Non-Institutional Portion may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. All potential Bidders (except Anchor Investors) are mandatorily required to participate in the Offer through the Application Supported by Blocked Amount ("**ASBA**") process by providing details of their respective ASBA accounts and UPI ID in case of UPI Bidders, as applicable, pursuant to which their corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**") or by the Sponsor Bank(s) under the UPI Mechanism, as the case may be, to the extent of the respective Bid Amounts. Anchor Investors are not permitted to participate in the Offer through the ASBA process. For details, see "*Offer Procedure*" on page 340.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of our Company, there has been no formal market for the Equity Shares of our Company. The face value of each Equity Share is ₹10. The Floor Price, Cap Price and Offer Price as determined and justified by our Company in consultation with the BRLMs and subject to applicable law, in accordance with the SEBI ICDR Regulations as stated under "*Basis for Offer Price*" on page 88 should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active and/or sustained trading in the Equity Shares nor regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISK

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by SEBI, nor does SEBI guarantee the accuracy or adequacy of the contents of this Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 22.

COMPANY'S AND PROMOTER SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company, having made all reasonable inquiries, accepts responsibility for and confirms that this Red Herring Prospectus contains all information with regard to our Company and the Offer, which is material in the context of the Offer, that the information contained in this Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions misleading in any material respect. Further, the Promoter Selling Shareholder, accepts responsibility for and confirms only statements specifically made by the Promoter Selling Shareholder in this Red Herring Prospectus solely in relation to itself and the Offered Shares and assumes responsibility that such statements are true and correct in all material respects and not misleading in any material respect.

LISTING

The Equity Shares offered through this Red Herring Prospectus are proposed to be listed on Stock Exchanges. Our Company has received an 'in-principle' approval from BSE and NSE for the listing of the Equity Shares pursuant to letters each dated September 3, 2024. For the purposes of the Offer, the Designated Stock Exchange shall be NSE. A signed copy of this Red Herring Prospectus has been filed with the RoC and a signed copy of the Prospectus shall be filed with to the RoC in accordance with Section 26(4) of the Companies Act 2013. For details of the material contracts and documents available for inspection from the date of this Red Herring Prospectus up to the Bid/Offer Closing Date, see "*Material Contracts and Documents for Inspection*" on page 366.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
Kotak Mahindra Capital Company Limited 1st Floor, 27 BKC, Plot No. C -27G Block Bandra Kurla Complex, Bandra (East), Mumbai 400 051, Maharashtra, India **Tel:** +91 22 4336 0000 **E-mail:** vmm.ipo@kotak.com **Investor Grievance E-mail:** kmccredressal@kotak.com **Website:** https://investmentbank.kotak.com **Contact Person:** Ganesh Rane **SEBI Registration Number:** INM000008704	**ICICI Securities Limited** ICICI Venture House, Appasaheb Marathe Marg, Prabhadevi, Mumbai 400 025, Maharashtra, India **Tel:** +91 22 6807 7100 **E-mail:** vmm.ipo@icicisecurities.com **Investor Grievance E-mail:** customercare@icicisecurities.com **Website:** www.icicisecurities.com **Contact Person:** Ashik Joisar / Sumit Singh **SEBI Registration Number:** INM000011179	**Intensive Fiscal Services Private Limited** 914, 9th Floor, Raheja Chambers, Free Press Journal Marg, Nariman Point, Mumbai 400 021, Maharashtra, India **Tel**: +91 22 2287 0443 **E-mail:** vishal.ipo@intensivefiscal.com **Investor Grievance E-mail:** grievance.ib@intensivefiscal.com **Website:** www.intensivefiscal.com **Contact Person:** Harish Khajanchi / Anand Rawal **SEBI Registration Number:** INM000011112	**KFin Technologies Limited** Selenium, Tower B, Plot No-31 and 32 Financial District, Nanakramguda, Serilingampally Hyderabad, Rangareddi 500 032 Telangana, India **Tel:** +91 1800 309 4001/ +91 40 6716 2222 **E-mail:** vmm.ipo@kfintech.com **Investor grievance email:** einward.ris@kfintech.com **Website:** www.kfintech.com **Contact Person**: M. Murali Krishna **SEBI Registration No.:** INR000000221
Jefferies India Private Limited Level 16, Express Towers, Nariman Point, Mumbai 400 021, Maharashtra, India **Tel**: +91 22 4356 6000 **E-mail:** vishalmm.ipo@jefferies.com **Investor grievance e-mail:** jipl.grievance@jefferies.com **Websit**e: www.jefferies.com **Contact person:** Suhani Bhareja **SEBI registration no.:** INM000011443	**J.P. Morgan India Private Limited** J.P. Morgan Tower, Off. C.S.T. Road, Kalina, Santacruz (East), Mumbai 400 098, Maharashtra, India **Tel:** +91 22 6157 3000 **E-mail:** vishal_mega_mart_ipo@jpmorgan.com **Investor grievance email:** investorsmb.jpmipl@jpmorgan.com **Website**: https://indiaipo.jpmorgan.com/ **Contact person:** Himanshi Arora / Rishank Chheda **SEBI Registration Number**: INM000002970	**Morgan Stanley India Company Private Limited** 18F, Tower 2 One World Centre, Plot 841, Jupiter Textile Mill Compound, Senapati Bapat Marg, Lower Parel Mumbai 400 013, Maharashtra, India **Tel**: +91 22 6118 1000 **E-mail:** vishalmegamartipo@morganstanley.com **Investor grievance e-mail**: investors_india@morganstanley.com **Websit**e: www.morganstanley.com/india **Contact person:** Satyam Singhal **SEBI registration no.:** INM000011203	

BID/OFFER SCHEDULE

ANCHOR INVESTOR BIDDING DATE	Tuesday, December 10, 2024(1)	BID/OFFER OPENS ON	Wednesday, December 11, 2024	BID/OFFER CLOSES ON	Friday, December 13, 2024(2)

(1) *Our Company in consultation with the BRLMs and subject to applicable law, may consider participation by Anchor Investors in accordance with the SEBI ICDR Regulations. The Anchor Investor Bidding Date shall be one Working Day prior to the Bid/Offer Opening Date i.e. Tuesday, December 10, 2024.*

(2) *UPI mandate end time and date shall be 5:00 p.m. on the Bid/Offer Closing Date.*

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SECTION I: GENERAL

DEFINITIONS AND ABBREVIATIONS

This Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rules, guidelines, circulars, notifications, clarifications, directions, or policies shall be to such legislation, act, regulation, rules, guidelines, circulars, notifications, clarifications, directions, or circulars, notifications, clarifications, directions, or policies as amended, supplemented or re-enacted from time to time, and any reference to a statutory provision shall include any subordinate legislation made from time to time under that provision.

The words and expressions used in this Red Herring Prospectus but not defined herein shall have, to the extent applicable, the same meaning ascribed to such terms under the SEBI ICDR Regulations, the Companies Act, the SCRA, the SEBI Act, the Depositories Act and the rules and regulations made thereunder. Notwithstanding the foregoing, the terms used in "Industry Overview", "Key Regulations and Policies", "Statement of Special Tax Benefits", "Our Promoters and Promoter Group", "Restated Consolidated Financial Information", "Management's Discussion and Analysis of Financial Condition and Results of Operations", "Basis for Offer Price", "History and Certain Corporate Matters", "Financial Indebtedness", "Other Regulatory and Statutory Disclosures", "Outstanding Litigation and Material Developments" and "Description of Equity Shares and Terms of Articles of Association" on pages 108, 159, 100, 190, 197, 267, 88, 168, 296, 315, 297 and 359, respectively shall have the meaning ascribed to them in the relevant section.

General Terms

Term	Description
"our Company", "the Company", "the Issuer"	Vishal Mega Mart Limited (*formerly known as Vishal Mega Mart Private Limited*), a company incorporated under the Companies Act, 2013 and having its Registered and Corporate Office at Plot No. 184, Fifth Floor Platinum Tower, Udyog Vihar Phase-1 Gurugram 122016 Haryana, India
"we", "us" or "our"	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries, on a consolidated basis as at and during the relevant Fiscal Year

Company Related Terms

Term	Description
"Articles of Association" or "AoA"	Articles of association of our Company, as amended from time to time
Audit Committee	Audit committee of our Company, constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations and as described in "*Our Management – Committees of the Board – Audit Committee*" on page 180
"Board" or "Board of Directors"	Board of directors of our Company or a duly constituted committee thereof
"Chief Financial Officer" or "CFO"	Amit Gupta, the chief financial officer of our Company
Committee(s)	Duly constituted committee(s) of our Board of Directors
Company Secretary and Compliance Officer	Rahul Luthra, Company Secretary and Compliance Officer of our Company
Corporate Social Responsibility Committee	Corporate social responsibility committee of our Company constituted in accordance with the applicable provisions of the Companies Act and as described in "*Our Management – Committees of the Board – Corporate Social Responsibility Committee*" on page 184
Director(s)	The directors on the Board of our Company
Effective Date	Effective date shall mean March 16, 2020, the date of the order passed by the National Company Law Tribunal, Chandigarh approving the scheme of amalgamation between Pre-Merger VMMPL and Rishanth Wholesale Trading Private Limited.
Equity Shares	Equity shares of our Company of face value of ₹10 each
Executive Director(s)	Executive directors of our Company. For details, see "*Our Management*" on page 175
ESOP 2019	Rishanth Employee Stock Option Plan 2019
Group Companies	Includes such companies (other than promoter(s) and subsidiary(ies)) with which there were related party transactions, during the period for which financial information is disclosed in draft offer/offer document, as covered under the applicable accounting standards, and also other companies as considered material by company in accordance with Regulation 2(1)(t) of the SEBI ICDR Regulations. As on the date of this Red Herring Prospectus, our Company does not have any group companies. For further details, see "*Our Group Companies*" on page 314.
Independent Chartered Accountant	B.B. & Associates (FRN: 023670N), Chartered Accountants
Independent Directors	The independent Directors of our Company, appointed as per the Companies Act, 2013 and the SEBI Listing Regulations. For further details of our Independent Directors, see "*Our Management*" on page 175
IPO Committee	IPO committee of our Board
"Key Managerial Personnel" or "KMP"	Key managerial personnel of our Company in accordance with Regulation 2(1)(bb) of the SEBI ICDR Regulations as described in "*Our Management – Key Managerial Personnel*" on page 187
"Memorandum of Association" or "MoA"	The memorandum of association of our Company, as amended from time to time

Term	Description
"Managing Director and Chief Executive Officer" or "MD & CEO"	Gunender Kapur, the managing director and the chief executive officer of our Company
Nomination and Remuneration Committee	Nomination and remuneration committee of our Company, constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations and as described in "*Our Management – Committees of the Board – Nomination and Remuneration Committee*" on page 182
Non-Executive Director(s)	Non-executive director(s) of our Company. For further details of our Non-executive Directors, see "*Our Management*" on page 175
Pre-merger VMMPL	The entity incorporated as 'Micronet Infrastructure Private Limited' at Mumbai, Maharashtra as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated May 31, 2010 issued by the Registrar of Companies, Maharashtra at Mumbai. Subsequently, the name of Micronet Infrastructure Private Limited was changed to 'TPG Wholesale Private Limited' pursuant to a certificate of incorporation, issued by the Registrar of Companies, Maharashtra at Mumbai on September 21, 2010. Further, the name of the aforesaid company was again changed from 'TPG Wholesale Private Limited' to 'Vishal Mega Mart Private Limited' pursuant to a certificate of incorporation dated November 4, 2016 issued by the Registrar of Companies, New Delhi. For further details, see "*History and Certain Corporate Matters - Description of Scheme of Amalgamation between Vishal Mega Mart Private Limited and Rishanth Wholesale Trading Private Limited*"
Promoter Group	Persons and entities constituting the promoter group of our Company in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations, as disclosed in "*Our Promoters and Promoter Group*" on page 190
Promoter(s)	Promoters of our Company, namely, Samayat Services LLP and Kedaara Capital Fund II LLP
Promoter Selling Shareholder	Samayat Services LLP
Redseer	Redseer Strategy Consultants Private Limited
Redseer Report	Report titled "India's Aspirational Retail Market" dated November 18, 2024 prepared by Redseer, commissioned and paid for by our Company, exclusively in connection with the Offer. The Redseer Report is available on the website of our Company at https://www.aboutvishal.com/Download/Industry_report.pdf till the Bid/Offer Closing Date
Registered and Corporate Office	Plot No. 184, Fifth Floor Platinum Tower, Udyog Vihar Phase-1 Gurugram 122016 Haryana, India
"Registrar of Companies" or "RoC"	Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi
Restated Consolidated Financial Information	Restated consolidated financial information of our Company and Subsidiaries as at and for the six months period ended September 30, 2024 and September 30, 2023, and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, comprising the restated consolidated statement of assets and liabilities of our Company and Subsidiaries as of September 30, 2024 and September 30, 2023, March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income) and the restated consolidated statement of cash flows and restated consolidated statement of changes in equity for the six months period ended September 30, 2024 and September 30, 2023, and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the material accounting policies and explanatory notes, derived from the audited consolidated financial statements as at and for the six months period ended September 30, 2024 and September 30, 2023, and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, prepared in accordance with the Indian Accounting Standards (referred to as "**Ind AS**") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India and restated in accordance with requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013 (as amended), the SEBI ICDR Regulations (as amended) and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the ICAI
Risk Management Committee	Risk management committee of our Board, as described in "*Our Management – Committees of the Board – Risk Management Committee*" on page 184
Senior Management Personnel	Senior management of our Company in accordance with Regulation 2(1)(bbbb) of the SEBI ICDR Regulations, as described in the section entitled "*Our Management – Senior Management Personnel of our Company*" on page 187
Shareholders	Shareholders of our Company from time to time
Stakeholders' Relationship Committee	Stakeholders' relationship committee of our Company, constituted in accordance with the applicable provisions of the Companies Act and the SEBI Listing Regulations and as described in "*Our Management – Committees of the Board – Stakeholders' Relationship Committee*" on page 183
"Statutory Auditors" or "Auditors"	Current statutory auditors of our Company, namely Walker Chandiok and Co LLP, Chartered Accountants
Subsidiaries	Our Subsidiaries, namely, Airplaza Retail Holdings Private Limited and Vishal e-Commerce Private Limited

Offer Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by the relevant Designated Intermediary to a Bidder as proof of registration of the Bid cum Application Form
"Allot" or "Allotment" or "Allotted"	Unless the context otherwise requires, transfer of the Equity Shares pursuant to the Offer to the successful Bidders
Allotment Advice	A note or advice or intimation of Allotment sent to the successful Bidders who have been or are to be Allotted the Equity Shares after the Basis of Allotment has been approved by the Designated Stock Exchange

Term	Description
Allottee	A successful Bidder to whom the Equity Shares are Allotted
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in the SEBI ICDR Regulations and this Red Herring Prospectus and who has Bid for an amount of at least ₹100,000,000
Anchor Investor Allocation Price	The price at which Equity Shares will be allocated to the Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which will be decided by our Company in consultation with the Book Running Lead Managers and subject to applicable law
Anchor Investor Application Form	The application form used by an Anchor Investor to make a Bid in the Anchor Investor Portion and which will be considered as an application for Allotment in terms of this Red Herring Prospectus and Prospectus
"Anchor Investor Bid" or "Offer Period"	One Working Day prior to the Bid/Offer Opening Date, on which Bids by Anchor Investors shall be submitted, prior to and after which the Book Running Lead Managers will not accept any Bids from Anchor Investors and allocation to the Anchor Investors shall be completed
Anchor Investor Offer Price	Final price at which the Equity Shares will be Allotted to Anchor Investors in terms of this Red Herring Prospectus and the Prospectus, which price will be equal to or higher than the Offer Price but not higher than the Cap Price The Anchor Investor Offer Price will be decided by our Company in consultation with the Book Running Lead Managers and subject to applicable law
Anchor Investor Pay-in Date	With respect to Anchor Investor(s), the Anchor Investor Bid/ Offer Period, and in the event the Anchor Investor Allocation Price is lower than the Anchor Investor Offer Price, not later than two Working Days after the Bid/ Offer Closing Date
Anchor Investor Portion	Up to 60% of the QIB Portion or up to [●] Equity Shares of face value of ₹10 each which may be allocated by our Company in consultation with the Book Running Lead Managers and subject to applicable law, to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price, in accordance with the SEBI ICDR Regulations
Application Supported by Blocked Amount or ASBA	An application, whether physical or electronic, used by ASBA Bidders to make a Bid and authorising an SCSB to block the Bid Amount in the ASBA Account and will include applications made by UPI Bidders using the UPI Mechanism where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by UPI Bidders using the UPI Mechanism
ASBA Account	A bank account maintained with an SCSB by an ASBA Bidder, as specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the relevant ASBA Form and includes the account of a UPI Bidder which is blocked upon acceptance of a UPI Mandate Request made by the UPI Bidders using the UPI Mechanism to the extent of the Bid Amount of the ASBA Bidder
ASBA Bid	A Bid made by an ASBA Bidder
ASBA Bidders	All Bidders except Anchor Investors
ASBA Form	Application form, whether physical or electronic, used by ASBA Bidders, which will be considered as the application for Allotment in terms of this Red Herring Prospectus and the Prospectus
Bankers to the Offer	Collectively, Escrow Collection Bank, Public Offer Account Bank, Refund Bank and Sponsor Bank(s), as the case may be
Basis of Allotment	Basis on which Equity Shares will be Allotted to successful Bidders under the Offer and which is described in "*Offer Procedure*" on page 340
Bid(s)	An indication to make an offer during the Bid/Offer Period by an ASBA Bidder pursuant to submission of the ASBA Form, or during the Anchor Investor Bid/Offer Period by an Anchor Investor, pursuant to submission of the Anchor Investor Application Form, to subscribe to or purchase the Equity Shares at a price within the Price Band, including all revisions and modifications thereto as permitted under the SEBI ICDR Regulations and in terms of this Red Herring Prospectus and the Bid cum Application Form. The term "Bidding" shall be construed accordingly
Bid Amount	The highest value of optional Bids indicated in the Bid cum Application Form and, in the case of RIBs Bidding at the Cut off Price, the Cap Price multiplied by the number of Equity Shares Bid for by such Retail Individual Bidder and mentioned in the Bid cum Application Form and payable by the Bidder or blocked in the ASBA Account of the Bidder, as the case may be, upon submission of the Bid
Bid cum Application Form	Anchor Investor Application Form or the ASBA Form, as the context requires
Bid Lot	[●] Equity Shares of face value of ₹10 each and in multiples of [●] Equity Shares of face value of ₹10 each thereafter
Bid/Offer Closing Date	Except in relation to any Bids received from the Anchor Investors, the date after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of Financial Express, an English daily newspaper and all editions of Jansatta, a Hindi national daily (Hindi also being the regional language of Delhi NCR, where our Registered and Corporate Office is located), each with wide circulation In case of any revisions, the extended Bid/ Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Banks, which shall also be notified in an advertisement in the same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations

Term	Description
	Our Company in consultation with the Book Running Lead Managers and subject to applicable law, may consider closing the Bid/Offer Period for QIBs one Working Day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. In case of any revision, the extended Bid/Offer Closing Date shall also be notified on the websites of the Book Running Lead Managers and at the terminals of the Syndicate Members and communicated to the Designated Intermediaries and the Sponsor Bank(s), which shall also be notified in an advertisement in the same newspapers in which the Bid/Offer Opening Date was published, as required under the SEBI ICDR Regulations
Bid/Offer Opening Date	Except in relation to any Bids received from the Anchor Investors, the date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of Financial Express, an English national daily newspaper and all editions of Jansatta, a Hindi national daily newspaper (Hindi also being the regional language of Delhi NCR, where our Registered and Corporate Office is located), each with wide circulation. In case of any revisions, the extended Bid/ Offer Closing Date will be widely disseminated by notification to the Stock Exchanges, by issuing a public notice, and also by indicating the change on the websites of the Book Running Lead Managers and at the terminals of the other members of the Syndicate and by intimation to the Designated Intermediaries and the Sponsor Banks, which shall also be notified in an advertisement in the same newspapers in which the Bid/ Offer Opening Date was published, as required under the SEBI ICDR Regulations
Bid/Offer Period	Except in relation to Anchor Investors, the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date, inclusive of both days, during which prospective Bidders can submit their Bids, including any revisions thereof. Provided that the Bidding shall be kept open for a minimum of three working days for all categories of Bidders, other than Anchor Investors. The Bid/Offer Period will comprise Working Days only
“Bidder” or “Applicant”	Any prospective investor who makes a Bid pursuant to the terms of this Red Herring Prospectus and the Bid cum Application Form and unless otherwise stated or implied, includes an Anchor Investor
Bidding Centres	The centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated Branches for SCSBs, Specified Locations for the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	Book building process, as provided in Schedule XIII of the SEBI ICDR Regulations, in terms of which the Offer is being made
“Book Running Lead Managers” or “BRLMs”	The book running lead managers to the Offer, namely, Kotak Mahindra Capital Company Limited, ICICI Securities Limited, Intensive Fiscal Services Private Limited, Jefferies India Private Limited, J.P. Morgan India Private Limited and Morgan Stanley India Company Private Limited
Broker Centres	Broker centres notified by the Stock Exchanges where Bidders can submit the ASBA Forms to a Registered Broker and in case of UPI Bidders only ASBA Forms with UPI. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
“CAN” or “Confirmation of Allocation Note”	Notice or intimation of allocation of the Equity Shares sent to Anchor Investors, who have been allocated the Equity Shares, after the Anchor Investor Bid/Offer Period
Cap Price	Higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price will not be finalised and above which no Bids will be accepted. The Cap Price shall be at least 105% of the Floor Price and less than or equal to 120% of the Floor Price
Cash Escrow and Sponsor Bank Agreement	Agreement dated December 4, 2024 entered into amongst our Company, the Promoter Selling Shareholder, the BRLMs, the Registrar to the Offer, the Syndicate Member(s) and the Bankers to the Offer for, *inter alia*, collection of the Bid Amounts from the Anchor Investors, transfer of funds to the Public Offer Account and where applicable, remitting refunds (if any) on the terms and conditions thereof and the appointment of Sponsor Bank in accordance with the UPI Circulars
Client ID	Client identification number maintained with one of the Depositories in relation to demat account
Collecting Depository Participant or CDP	A depository participant as defined under the Depositories Act, 1996 registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of SEBI circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, as per the list available on the websites of BSE and NSE, as updated from time to time
Cut-off Price	Offer Price, finalised by our Company in consultation with the Book Running Lead Managers and subject to applicable law, which shall be any price within the Price Band. Only RIBs Bidding in the Retail Portion, are entitled to Bid at the Cut-off Price. QIBs (including the Anchor Investors) and Non-Institutional Bidders are not entitled to Bid at the Cut-off Price
Demographic Details	Details of the Bidders including the Bidder’s address, name of the Bidder’s father/husband, investor status, occupation and bank account details and UPI ID, wherever applicable
Designated Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35or at such other website as may be prescribed by SEBI from time to time
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms and in case of UPI Bidders only ASBA Forms with UPI. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)

Term	Description
Designated Date	The date on which funds from the Escrow Account(s) are transferred to the Public Offer Account(s) or the Refund Account(s), as appropriate, and the relevant amounts blocked in the ASBA Accounts are transferred to the Public Offer Account(s) and/or are unblocked, as applicable, in terms of this Red Herring Prospectus and the Prospectus, after finalisation of the Basis of Allotment in consultation with the Designated Stock Exchange, following which the Equity Shares may be Allotted to successful Bidders in the Offer
Designated Intermediary(ies)	Collectively, the members of the Syndicate, sub-syndicate or agents, SCSBs (other than in relation to RIBs using the UPI Mechanism), Registered Brokers, CDPs and RTAs, who are authorised to collect Bid cum Application Forms from the relevant Bidders, in relation to the Issue. In relation to ASBA Forms submitted by RIBs (not using the UPI mechanism) by authorising an SCSB to block the Bid Amount in the ASBA Account, Designated Intermediaries shall mean SCSBs. In relation to ASBA Forms submitted by UPI Bidders where the Bid Amount will be blocked upon acceptance of UPI Mandate Request by such UPI Bidders using the UPI Mechanism, Designated Intermediaries shall mean Syndicate, sub-syndicate/agents, Registered Brokers, CDPs, SCSBs and RTAs. In relation to ASBA Forms submitted by QIBs and Non-Institutional Bidders (not using the UPI Mechanism), Designated Intermediaries shall mean Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, the CDPs and RTAs
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs and in case of UPI Bidders only ASBA Forms with UPI. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Stock Exchange	NSE
Eligible FPI(s)	FPI(s) that are eligible to participate in the Offer in terms of applicable law and from such jurisdictions outside India where it is not unlawful to make an offer/ invitation under the Offer and in relation to whom the Bid cum Application Form and this Red Herring Prospectus constitutes an invitation to purchase the Equity Shares
Eligible NRI(s)	NRI(s) eligible to invest under Schedule 3 and Schedule 4 of the FEMA Rules, from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the Bid cum Application Form and this Red Herring Prospectus will constitute an invitation to purchase the Equity Shares
Escrow Account	Account to be opened with the Escrow Collection Bank and in whose favour the Anchor Investors will transfer money through NACH/direct credit/NEFT/RTGS in respect of the Bid Amount when submitting a Bid
Escrow Collection Bank	Bank which is a clearing member and registered with SEBI as a banker to an Offer and with whom the Escrow Account will be opened, in this case being ICICI Bank Limited
First Bidder or Sole Bidder	Bidder whose name shall be mentioned in the Bid cum Application Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names
Floor Price	The lower end of the Price Band, subject to any revision thereto not being less than the face value of Equity Shares, at or above which the Offer Price and the Anchor Investor Offer Price will be finalised and below which no Bids will be accepted
Fraudulent Borrower	Fraudulent borrower as defined under Regulation 2(1)(lll) of the SEBI ICDR Regulations
“General Information Document” or “GID”	The General Information Document for investing in public issues prepared and issued in accordance with the SEBI circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and suitably modified and updated pursuant to the circular (SEBI/HO/CFD/DIL2/CIR/P/2020/50) dated March 30, 2020 the UPI Circulars, as amended from time to time. The General Information Document shall be available on the websites of the Stock Exchanges and the BRLMs
Intensive Fiscal	Intensive Fiscal Services Private Limited
ISec	ICICI Securities Limited
Jefferies	Jefferies India Private Limited
JP Morgan	J.P. Morgan India Private Limited
Kotak	Kotak Mahindra Capital Company Limited
Materiality Policy	The policy adopted by our Board of Directors at their meeting held on July 4, 2024 for identification of material outstanding litigation and for outstanding dues to material creditors of our Company in accordance with the disclosure requirements under the SEBI ICDR Regulations for the purpose of disclosure in the Pre-filed Draft Red Herring Prospectus and the Updated Draft Red Herring Prospectus-I, Updated Draft Red Herring Prospectus-II, Red Herring Prospectus and Prospectus
Maximum RIB Allottees	Maximum number of RIBs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIBs by the minimum Bid Lot, subject to valid Bids being received at or above the Offer Price
Minimum Non-Institutional Bidders Application Size	Bid for [●] Equity Shares of face value of ₹10 each for an amount of more than ₹200,000
Morgan Stanley	Morgan Stanley India Company Private Limited
Mutual Fund Portion	Up to 5% of the Net QIB Portion, or [●] Equity Shares of face value of ₹10 each which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price

Term	Description
Net QIB Portion	The QIB Portion less the number of Equity Shares allotted to the Anchor Investors
"Non-Institutional Bidder(s)" or "NIB(s)"	All Bidders that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹200,000 (but not including NRIs other than Eligible NRIs)
Non-Institutional Portion	Portion of the Offer being not more 15% of the Offer which shall be available for allocation to Non-Institutional Bidders of which (a) one third portion shall be reserved for Bidders with application size of more than ₹200,000 and up to ₹1,000,000; and (b) two-thirds of the portion shall be reserved for Bidders with application size of more than ₹1,000,000, provided that the unsubscribed portion is either of such sub-categories may be allocated to Bidders in other sub-category of the Non-Institutional Bidders or any other manner as introduced in accordance with applicable laws, to Non-Institutional Bidders, subject to valid Bids being received at or above the Offer Price
"Offer" or "Offer for Sale"	The initial public offer of Equity Shares for cash at a price of ₹[●] each, aggregating up to ₹80,000 million, comprising an Offer for Sale of up to [●] Equity Shares of face value of ₹10 each by the Promoter Selling Shareholder
Offer Agreement	The offer agreement dated July 29, 2024 entered into amongst our Company, the Promoter Selling Shareholder and the Book Running Lead Managers, pursuant to which certain arrangements are agreed to in relation to the Offer
Offer Price	Final price at which Equity Shares will be Allotted to Bidders other than Anchor Investors in terms of this Red Herring Prospectus and the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price in terms of this Red Herring Prospectus. The Offer Price will be decided by our Company in consultation with the Book Running Lead Managers and subject to applicable law, on the Pricing Date in accordance with the Book Building Process and this Red Herring Prospectus.
Offered Shares	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹80,000 million offered for sale by the Promoter Selling Shareholder in the Offer for Sale
"Pre-filed Draft Red Herring Prospectus" or "Pre-filed DRHP"	The Pre-filed draft red herring prospectus dated July 29, 2024 issued in accordance with the SEBI ICDR Regulations, filed with SEBI and the Stock Exchanges which did not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer
Price Band	Price band of a minimum price of ₹[●] per Equity Share (Floor Price) and the maximum price of ₹[●] per Equity Share (Cap Price) including any revisions thereof. The Cap Price shall be at least 105% of the Floor Price The Price Band and the minimum Bid Lot size for the Offer will be decided by our Company in consultation with the Book Running Lead Managers and subject to applicable law, and will be advertised, at least two Working Days prior to the Bid/Offer Opening Date, in all editions of Financial Express, an English national daily newspaper and all editions of Jansatta, a Hindi national daily newspaper (Hindi also being the regional language of Delhi NCR, where our Registered and Corporate Office is located), each with wide circulation and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites
Pricing Date	Date on which our Company in consultation with the Book Running Lead Managers and subject to, will finalise the Offer Price
Prospectus	Prospectus to be filed with the RoC after the Pricing Date in accordance with Section 26 of the Companies Act, and the SEBI ICDR Regulations containing, *inter alia*, the Offer Price that is determined at the end of the Book Building Process, the size of the Offer and certain other information, including any addenda or corrigenda thereto
Public Offer Account	Bank account opened under Section 40(3) of the Companies Act, with the Public Offer Account Bank(s), to receive monies from the Escrow Account and ASBA Accounts on the Designated Date
Public Offer Account Bank	Bank which is a clearing member and registered with SEBI as a banker to an Offer and with which the Public Offer Account will be opened, in this case being Kotak Mahindra Bank Limited
QIB Portion	The portion of the Offer (including the Anchor Investor Portion) being not more than 50% of the Offer comprising [●] Equity Shares of face value ₹10 which shall be allocated to QIBs (including Anchor Investors), subject to valid Bids being received at or above the Offer Price
"Qualified Institutional Buyer(s)" or "QIB(s)" or "QIB Bidder(s)"	Qualified institutional buyers as defined under Regulation 2(1)(ss) of the SEBI ICDR Regulations
"Red Herring Prospectus" or "RHP"	This red herring prospectus dated December 4, 2024 issued in accordance with Section 32 of the Companies Act and the provisions of the SEBI ICDR Regulations, which does not have complete particulars of the price at which the Equity Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto This Red Herring Prospectus has been filed with the RoC at least three days before the Bid/ Offer Opening Date and will become the Prospectus upon filing with the RoC after the Pricing Date
Refund Account	Account to be opened with the Refund Bank, from which refunds, if any, of the whole or part of the Bid Amount to the Bidders shall be made
Refund Bank	Banker to the Offer and with whom the Refund Account will be opened, in this case being ICICI Bank Limited
Registered Brokers	Stock brokers registered under SEBI (Stock Brokers and Sub-Brokers) Regulations, 1992, as amended with the stock exchanges having nationwide terminals, other than the BRLMs and the Syndicate Members and eligible to procure Bids in terms of Circular No. CIR/ CFD/ 14/ 2012 dated October 4, 2012 issued by SEBI and UPI Circulars

Term	Description
Registrar Agreement	Agreement dated July 10, 2024 entered into between our Company, the Promoter Selling Shareholder and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations as per the list available on the websites of BSE and NSE
“Registrar to the Offer” or “Registrar”	KFin Technologies Limited
“Retail Individual Bidder(s)” or “Retail Individual Investors(s)” or “RIB(s)” or “RII(s)”	Individual Bidders, who have Bid for the Equity Shares for an amount not more than ₹200,000 in any of the bidding options in the Offer (including HUFs applying through their Karta and Eligible NRIs)
Retail Portion	Portion of the Offer being not less than 35% of the Offer consisting of [●] Equity Shares of face value of ₹10 each which shall be available for allocation to Retail Individual Bidders (subject to valid Bids being received at or above the Offer Price)
Revision Form	Form used by the Bidders to modify the quantity of the Equity Shares or the Bid Amount in any of their Bid cum Application Form or any previous Revision Form(s). QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date
SBO Rules	Companies (Significant Beneficial Owners) Rules, 2018
Scheme of Amalgamation	Scheme of amalgamation sanctioned by the National Company Law Tribunal, Chandigarh, by way of its order dated March 16, 2020 approving the transfer of Pre-merger VMMPL with Rishanth Wholesale Trading Private Limited
SEBI ICDR Master Circular	SEBI circular bearing reference no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024
SEBI SCORES	Securities and Exchange Board of India Complaints Redress System
Self-Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, offering services, (i) in relation to ASBA where the Bid Amount will be blocked by authorising an SCSB, a list of which is available on the website of SEBI at www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34 or such other website as updated from time to time, and (ii) in relation to UPI Bidders using the UPI Mechanism, a list of which is available on the website of SEBI at https://sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40 or such other website as updated from time to time
Share Escrow Agent	The share escrow agent appointed pursuant to the Share Escrow Agreement namely, KFin Technologies Limited
Share Escrow Agreement	Share escrow agreement dated November 21, 2024 entered into between our Company, the Promoter Selling Shareholder and the Share Escrow Agent in connection with the transfer of Equity Shares under the Offer for Sale by Promoter Selling Shareholder for the purposes of credit of such Equity Shares to the demat accounts of the Allottees in accordance with the Basis of Allotment
Specified Locations	Bidding centres where the Syndicate shall accept ASBA Forms from Bidders and in case of UPI Bidders only ASBA Forms with UPI
Sponsor Bank(s)	ICICI Bank Limited and Kotak Mahindra Bank Limited, appointed by our Company to act as a conduit between the Stock Exchanges and NPCI in order to push the mandate collect requests and/ or payment instructions of the UPI Bidders using the UPI Mechanism and carry out other responsibilities, in terms of the UPI Circulars
“Syndicate” or “Members of the Syndicate”	Together, the BRLMs and the Syndicate Members
Syndicate Agreement	Agreement dated December 4, 2024 entered amongst our Company, the Promoter Selling Shareholder, the Book Running Lead Managers, the Syndicate Members and the Registrar to the Offer, in relation to collection of Bids by the Syndicate
Syndicate Members	Intermediaries (other than the Book Running Lead Managers) registered with SEBI who are permitted to accept bids, applications and place order with respect to the Offer, namely Kotak Securities Limited and Intensive Softshare Private Limited
Underwriters	[●]
Underwriting Agreement	Agreement to be entered amongst our Company, the Promoter Selling Shareholder and the Underwriters to be entered into on or after the Pricing Date but prior to filing of the Prospectus
“Updated Draft Red Herring Prospectus - I” or “UDRHP - I”	The updated draft red herring prospectus - I dated October 17, 2024 filed with SEBI and the Stock Exchanges, after complying with the observations issued by SEBI and Stock Exchanges on the Pre-filed Draft Red Herring Prospectus and after incorporation of other updates, in accordance with the Chapter IIA of the SEBI ICDR Regulations and in compliance with the other applicable provisions of the SEBI ICDR Regulations, which did not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer
“Updated Draft Red Herring Prospectus-II” or “UDRHP-II”	The updated draft red herring prospectus - II filed with SEBI after incorporation of changes pursuant to comments from public, if any, on the Updated Draft Red Herring Prospectus - I, in compliance with the SEBI ICDR Regulations, which did not contain complete particulars of the price at which the Equity Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto
UPI	Unified payments interface, which is an instant payment mechanism, developed by NPCI
UPI Bidder(s)	Collectively, individual investors applying as (i) RIBs in the Retail Portion, and (ii) Non-Institutional Bidders with an application size of up to ₹500,000 in the Non-Institutional Portion, and Bidding under the UPI Mechanism through ASBA Form(s) submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and RTAs.

Term	Description
	Pursuant to circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022 issued by SEBI, all individual investors applying in public issues where the application amount is up to ₹500,000 shall use the UPI Mechanism and shall provide their UPI ID in the Bid cum Application Form submitted with: (i) a syndicate member, (ii) a stock broker registered with a recognized stock exchange (whose name is mentioned on the website of the stock exchange as eligible for such activity), (iii) a depository participant (whose name is mentioned on the website of the stock exchange as eligible for such activity), and (iv) a registrar to an issue and share transfer agent (whose name is mentioned on the website of the stock exchange as eligible for such activity)
UPI Circulars	SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 SEBI circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, read along with SEBI RTA Master Circular, SEBI circular no. CFD/DIL2/CIR/P/2018/22 dated February 15, 2018, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022, SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022, SEBI master circular with circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023 (to the extent that such circulars pertain to the UPI Mechanism), SEBI master circular with circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024, SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023, and any subsequent circulars or notifications issued by SEBI in this regard, along with the circulars issued by the Stock Exchanges in this regard, including the circular issued by the NSE having reference no. 25/2022 dated August 3, 2022, and the circular issued by BSE having reference no. 20220803-40 dated August 3, 2022
UPI ID	ID created on the UPI for single-window mobile payment system developed by the NPCI
UPI Mandate Request	A request (intimating the UPI Bidders by way of a notification on the UPI linked mobile application and by way of an SMS on directing the UPI Bidders to such UPI linked mobile application) to the UPI Bidders initiated by the Sponsor Bank to authorise blocking of funds on the UPI application equivalent to Bid Amount and subsequent debit of funds in case of Allotment. In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, RIBs Bidding using the UPI Mechanism may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&int mId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time.
UPI Mechanism	The mechanism that shall be used by a UPI Bidder in accordance with the UPI Circulars to make an ASBA Bid in the Offer
UPI PIN	Password to authenticate a UPI transaction
Working Day	All days on which commercial banks in Mumbai, Maharashtra are open for business. In respect of announcement of Price Band and Bid /Offer Period, Working Day shall mean all days, excluding Saturdays, Sundays and public holidays, on which commercial banks in Mumbai, Maharashtra are open for business. In respect of the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, Working Day shall mean all trading days of the Stock Exchanges, excluding Sundays and bank holidays, as per circulars issued by SEBI, including the UPI Circulars

Technical, Industry related terms or abbreviations

Term	Description
AI	Artificial intelligence
ASM	Additional surveillance measures
CAGR	Compound annual growth rate
CCI	Competition Commission of India
Central distribution centre	Warehouse which distributes products to our regional distribution centres and stores across India
Competition Act	Competition Act, 2002, as amended
COVID-19	Coronavirus disease 2019
CPC	Code of Civil Procedure, 1908
Distribution centre	Warehouse which distributes products to our stores across India
CSR	Corporate social responsibility
DPDP Act	Digital Personal Data Protection Act, 2023
EBITDA	Earnings before interest, taxes, depreciation and amortisation
FMCG	Fast-moving consumer goods
GSM	Graded surveillance measures
High-income households	Households with annual income of more than ₹1,000,000 (US$ 12,500)
Hyper-local delivery	Process of delivering products directly to consumers

Term	Description
Loyalty program	Our mobile-based loyalty program which consumers can enrol to accrue and redeem points on all transactions and receive targeted marketing communications
Low-income households	Households with annual income less than ₹150,000 (US$ 1,800)
Middle-Income households	Households with annual income between ₹150,000 to ₹1,000,000 (US$ 1,800 - US$ 12,500)
Own brands	Brands which are owned by us
Regional distribution centre	Warehouse which distributes products to our stores within a specific geographical area
Registered customer on loyalty program	A customer identified by the unique mobile number provided at the time of invoicing by Vishal Mega Mart stores and enrolled under our Company's Loyalty program. Such person is considered as a customer registered under our Loyalty program irrespective of whether he has made any future purchase(s) or claimed any benefit under our Loyalty program
ROCE	Return on capital employed
SAP	Systems applications and products in data processing
Social Security Code	Code on Social Security, 2020
Stores	Outlets branded under "Vishal Mega Mart"
Third-party brands	Brands which are owned by third parties
Tier 1 cities	Cities with a population of more than 1 million people as per Census of India 2011
Tier 2 cities and beyond	Cities with a population of less than 1 million people as per Census of India 2011
Vendors	Vendors refer to entities which supply products under our own brands and third-party brands to us

Conventional and General Terms or Abbreviations

Term	Description
"₹" or "Rs." or "Rupees" or "INR"	Indian Rupees
AIFs	Alternative Investments Funds, as defined in, and registered under the SEBI AIF Regulations
AGM	Annual general meeting
Basic EPS	Basic earnings per equity share
BSE	BSE Limited
CAGR	Compounded annual growth rate
Category I AIF	AIFs who are registered as "Category I Alternative Investment Funds" under the SEBI AIF Regulations
Category II AIF	AIFs who are registered as "Category II Alternative Investment Funds" under the SEBI AIF Regulations
Category III AIF	AIFs who are registered as "Category III Alternative Investment Funds" under the SEBI AIF Regulations
Category I FPIs	FPIs who are registered as "Category I Foreign Portfolio Investors" under the SEBI FPI Regulations
Category II FPIs	FPIs who are registered as "Category II Foreign Portfolio Investors" under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
"Companies Act" or "Companies Act, 2013"	Companies Act, 2013, along with the relevant rules made thereunder
Consolidated FDI Policy	Consolidated Foreign Direct Investment Policy notified by the DPIIT by way of circular bearing number DPIIT file number 5(2)/2020-FDI Policy dated October 15, 2020 effective from October 15, 2020
Delhi NCR	National Capital Territory of Delhi and Haryana, which includes Gurugram, Haryana, where our Registered and Corporate Office is located
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
Diluted EPS	Diluted earnings per equity share
DIN	Director Identification Number
"DP" or "Depository Participant"	A depository participant as defined under the Depositories Act
DP ID	Depository Participant's Identification
DPIIT	Department for Promotion of Industry and Internal Trade, Ministry of Commerce and Industry, Government of India
EBITDA	Profit before tax (+) Finance costs (+) Depreciation and amortisation (–) Other income.
EBITDA Margin	EBITDA/ Revenue from operations. EBITDA and EBITDA Margin do not have a standardized meaning and are not recognized measures under Ind AS or IFRS.
EGM	Extraordinary General Meeting
EPS	Restated earnings per equity share
FCNR	Foreign Currency Non-Resident
FDI	Foreign direct investment
FEMA	The Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
"FEMA Non-debt Instruments Rules" or "FEMA NDI Rules"	Foreign Exchange Management (Non-debt Instruments) Rules, 2019
FEMA Regulations	FEMA Non-debt Instruments Rules, the Foreign Exchange Management (Mode of Payment and Reporting of Non debt Instruments) Regulations, 2019 and the Foreign Exchange Management (Debt Instruments) Regulations, 2019, as applicable
"Financial Year" or "Fiscal" or "Fiscal Year" or "FY"	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FPI(s)	Foreign portfolio investors as defined under the SEBI FPI Regulations
Fugitive Economic Offender	An individual who is declared a fugitive economic offender under Section 12 of the Fugitive Economic Offenders Act, 2018, as amended
FVCI(s)	Foreign venture capital investors as defined and registered under the SEBI FVCI Regulations

Term	Description
GDP	Gross domestic product
"GoI" or "Government" or "Central Government"	Government of India
GST	Goods and services tax
HUF	Hindu Undivided Family
ICAI	The Institute of Chartered Accountants of India
ICSI	The Institute of Company Secretaries of India
IFRS	International Financial Reporting Standards, as issued by the International Accounting Standards Board
IFSC	Indian Financial System Code
Ind AS 24	Indian Accounting Standard 24, "Related Party Disclosures", notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules, 2015
Ind AS 37	Indian Accounting Standard 37, "Provisions, Contingent Liabilities and Contingent Assets", notified under Section 133 of the Companies Act 2013 read with Companies (Indian Accounting Standards) Rules, 2015
"Ind AS" or "Indian Accounting Standards"	Indian Accounting Standards notified under Section 133 of the Companies Act, 2013 read with Companies (Indian Accounting Standards) Rules, 2015, (as amended) and other relevant provisions of the Companies Act, 2013
Ind AS Rules	Companies (Indian Accounting Standards) Rules, 2015, as amended
India	Republic of India
IPO	Initial public offering
IST	Indian Standard Time
IT	Information Technology
IT Act	The Income-tax Act, 1961
KYC	Know your customer
MCA	Ministry of Corporate Affairs, Government of India
MSMEs	Micro, Small, and Medium Enterprises
Mutual Funds	Mutual funds registered under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996
N.A.	Not applicable
NACH	National Automated Clearing House
"NAV" or "Net Asset Value"	Net asset value
NEFT	National Electronic Funds Transfer
Net Worth	Aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as per Regulation 2(1)(hh) of the SEBI ICDR Regulations. Net worth is the aggregate of paid up share capital and other equity wherein other equity includes general reserve, retained earnings, share options outstanding and securities premium as per Restated Consolidated Financial Information of our Company. Other Equity does not include capital reserve as it pertains to the difference of book value of assets of subsidiary and amount paid for acquisition of subsidiary.
Non-Resident	Person resident outside India, as defined under FEMA and includes NRIs and FPIs
"Non-Resident Indians" or "NRI(s)"	A non-resident Indian as defined under the FEMA Rules
NPCI	National Payments Corporation of India
NRI	Person resident outside India, who is a citizen of India or a person of Indian origin, and shall have the meaning ascribed to such term in the Foreign Exchange Management (Deposit) Regulations, 2016 or an overseas citizen of India cardholder within the meaning of Section 7(A) of the Citizenship Act, 1955
NRR	Net Revenue Retention (NRR) (%) = (Given time period revenue of enterprise clients that existed in the comparable previous time period / Revenue of same clients in the previous time period) X 100. NRR calculation excludes any one-time revenue recognised during the period.
NSDL	National Securities Depository Limited
NSE	National Stock Exchange of India Limited
"OCB" or "Overseas Corporate Body"	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer
p.a.	Per annum
P/E	Price/earnings
P/E Ratio	Price to Earnings ratio
PAN	Permanent Account Number
PAT	Profit after tax
RBI	The Reserve Bank of India
RBI Act	The Reserve Bank of India Act, 1934
Regulation S	Regulation S under the U.S. Securities Act
"RoNW" or "Return on Net Worth"	Profit for the period / year attributable to equity shareholders of our Company divided by net worth of our Company as at the end of the period / year
RTGS	Real Time Gross Settlement

Term	Description
Rule 144A	Rule 144A under the U.S. Securities Act
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	Securities and Exchange Board of India constituted under the SEBI Act
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investment Funds) Regulations, 2012
SEBI BTI Regulations	Securities and Exchange Board of India (Bankers to an Issue) Regulations, 1994
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2019
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investors) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018
SEBI ICDR Master Circular	Securities and Exchange Board of India master circular bearing reference number SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI Merchant Bankers Regulations	Securities and Exchange Board of India (Merchant Bankers) Regulations, 1992
SEBI RTA Master Circular	Securities and Exchange Board of India master circular no. SEBI/HO/MIRSD/POD-1/P/CIR/2023/70 dated May 17, 2023
SEBI SBEB & SE Regulations	Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
SME	Small and Medium Enterprises
Stamp Act	The Indian Stamp Act, 1899
State Government	The government of a state in India
Stock Exchanges	BSE and NSE
STT	Securities transaction tax
Systemically Important NBFC	Systemically important non-banking financial company as defined under Regulation 2(1)(iii) of the SEBI ICDR Regulations
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
TAN	Tax deduction account number
"U.S.A" or "U.S." or "US" or "United States of America"	United States of America
U.S. Exchange Act	U.S. Securities Exchange Act of 1934
U.S. GAAP	Generally Accepted Accounting Principles in the United States
U.S. SEC	Securities and Exchange Commission of the United States of America
U.S. Securities Act	United States Securities Act of 1933
USD or US$	United States Dollars
VCFs	Venture Capital Funds as defined in and registered with SEBI under the erstwhile SEBI VCF Regulations, or the SEBI AIF Regulations, as the case may be
Wilful Defaulter	A company or person, as the case may be, categorised as a wilful defaulter by any bank or financial institution (as defined under the Companies Act, 2013) or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the RBI

SUMMARY OF THE OFFER DOCUMENT

The following is a general summary of the terms of the Offer and is neither exhaustive, nor does it purport to contain a summary of the disclosures in this Red Herring Prospectus or all details relevant to prospective investors. This summary should be read in conjunction with, and is qualified in its entirety by, the more detailed information appearing elsewhere in this Red Herring Prospectus, including the sections titled "*Risk Factors*", "*Objects of the Offer*", "*Our Business*", "*Capital Structure*", "*Offer Procedure*" and "*Description of Equity Shares and Terms of Articles of Association*" on pages 22, 85, 137, 71 and 340 respectively.

Summary of primary business of our Company

We are a one stop destination for middle and lower-middle income India. We curate a diverse range of merchandize through our portfolio of own brands and third party brands to fulfil the aspirational and daily needs of consumers. We offer products across three major product categories, i.e., apparel, general merchandise and fast-moving consumer goods, through a pan-India network of 645 Vishal Mega Mart stores and our Vishal Mega Mart mobile application and website, as of September 30, 2024.

Summary of the industry in which our Company operates

The total addressable market for aspirational retail in India is ₹68-72 trillion (US$ 820-870 billion) for calendar year 2023, and is expected to be ₹104-112 trillion (US$ 1,250-1,350 billion) by calendar year 2028, growing at a CAGR of 9% (*Source: Redseer Report* at page 135). Within the aspirational retail market, there has been a consistent shift towards organized retail primarily due to increasing baselines for quality, availability of wider assortment, better pricing especially in fast-moving consumer goods, denser urban areas, and large whitespace for organized retailers in aspirational retail (*Source: Redseer Report* at page 122).

Our Promoters

Samayat Services LLP and Kedaara Capital Fund II LLP are our Promoters. For details, see "*Our Promoters and Promoter Group*" on page 190.

Offer Size

The following table summarizes the details of the Offer:

Offer for Equity Shares by way of Offer for Sale[(1)(2)]	Up to [●] Equity Shares of face value of ₹10 each, for cash at a price of ₹ [●] each, aggregating up to ₹80,000 million by the Promoter Selling Shareholder

[(1)] *The Offer has been authorized by our Board of Directors pursuant to the resolution passed at their meeting dated July 4, 2024 and our Board has taken on record the consent of the Promoter Selling Shareholder to participate in the Offer pursuant to a resolution passed in its meeting held on July 29, 2024.*

[(2)] *The Equity Shares being offered by the Promoter Selling Shareholder are eligible for being offered for sale in terms of the SEBI ICDR Regulations. The Promoter Selling Shareholder, by way of their consent letter dated July 29, 2024, has authorized the sale of the Offered Shares. For details on the authorisation of the Promoter Selling Shareholder in relation to the Offered Shares, see "Other Regulatory and Statutory Disclosures – Authorisation by the Promoter Selling Shareholder" on page 315.*

The Offer shall constitute [●] % of the post-Offer paid up Equity Share capital of our Company.

For further details, see "*The Offer*", and "*Offer Structure*" on pages 57 and 337, respectively.

Objects of the Offer

The Promoter Selling Shareholder will be entitled to the entire proceeds of the Offer after deducting their portion of the Offer expenses and relevant taxes thereon. Our Company will not receive any proceeds from the Offer. The objects of the Offer are to (i) achieve the benefits of listing the Equity Shares on the Stock Exchanges and (ii) carry out the Offer for Sale of up to [●] Equity Shares of face value of ₹10 each aggregating to ₹80,000 million by the Promoter Selling Shareholder. Further, our Company expects that the proposed listing of its Equity Shares will enhance our visibility and brand image as well as provide a public market for the Equity Shares in India. For further details, see "*Objects of the Offer*" on page 85.

Aggregate pre-Offer shareholding of our Promoter, the Promoter Selling Shareholder and the Promoter Group as percentage of our paid-up Equity Share capital

The aggregate pre-Offer shareholding of our Promoter and the Promoter Selling Shareholder as a percentage of the paid-up Equity Share capital of our Company is set out below:

Name of shareholder	Pre-Offer Number of Equity Shares of face value of ₹10 each held	Percentage of pre-Offer paid-up Equity Share Capital on a fully diluted basis** (%)	Post-Offer Number of Equity Shares of face value of ₹10 each	Percentage of the post-Offer paid-up Equity Share capital on a fully diluted basis** (%)^
Promoter				
Samayat Services LLP*	4,453,118,981	96.46	[●]	[●]
Total	**4,453,118,981**	**96.46**	**[●]**	**[●]**

**Also the Promoter Selling Shareholder.*
*** Calculated assuming allotment of Equity Shares pursuant to exercise of all outstanding options vested under the ESOP 2019*
^ Subject to completion of the Offer and finalization of the Basis of Allotment.

Further, as on date of this Red Herring Prospectus, one of our Promoters, Kedaara Capital Fund II LLP and our Promoter Group members do not hold any Equity Shares of our Company. For further details on the nature and manner in which Kedaara Capital Fund II LLP exercises control on our Company, see "*Our Promoters and Promoters Group - Details of the Limited Liability Partnerships through which Kedaara Capital Fund II LLP Controls our Company*" on page 192.

For further details of the Offer, see "*Capital Structure*" on page 71.

Summary of Restated Consolidated Financial Information

The following details are derived from the Restated Consolidated Financial Information:

Particulars	Units	As at, or for the six months period ended September 30, 2024	As at, or for the six months period ended September 30, 2023	As at, or for the Financial Year ended March 31, 2024	As at, or for the Financial Year ended March 31, 2023	As at, or for the Financial Year ended March 31, 2022
Equity Share capital	(in ₹ million)	45,087.19	45,065.88	45,087.19	45,065.88	45,033.01
Total borrowings (1)	(in ₹ million)	-	1,130.88	-	1,334.96	4,974.14
Total income	(in ₹ million)	50,534.16	42,354.36	89,451.27	76,188.93	56,538.51
Profit for the period/ year	(in ₹ million)	2,541.37	1,953.57	4,619.35	3,212.73	2,027.70
Basic earnings per Equity Share (2)	(in ₹)	0.56	0.43	1.02	0.71	0.45
Diluted earnings per Equity Share (3)	(in ₹)	0.55	0.43	1.01	0.70	0.45
Net worth (4)	(in ₹ million)	59,237.40	53,769.35	56,465.92	51,808.38	48,499.33
Net Asset Value per Equity Share (5)	(in ₹)	13.14*	11.93*	12.53	11.50	10.80
EBITDA(6)	(in ₹ million)	6,680.34	5,711.10	12,486.01	10,205.21	8,036.85
Return on Capital Employed(7)	(%)	29.77	35.07	68.76	75.80	56.43
Adjusted Return on Capital Employed(8)	(%)	49.63	42.93	70.95	92.16	156.34

** Not Annualized*

1. *Borrowings includes current borrowings and non-current borrowings (excluding current maturity).*
2. *Earning Per Equity Share (Basic) = Profit for the period/ year available for equity shareholders/Weighted average number of equity shares for basic earnings per share.*
3. *Earning Per Equity Share (Diluted) = Profit for the period/ year available for equity shareholders/Weighted average number of equity shares for diluted earnings per share.*
4. *'Net worth' means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as per Regulation 2(1)(hh) of the SEBI ICDR Regulations. Net worth is the aggregate of paid up share capital and other equity wherein other equity includes general reserve, retained earnings, share options outstanding and securities premium as per Restated Consolidated Financial Information of our Company. Other Equity does not include capital reserve as it pertains to the difference of book value of assets of subsidiary and amount paid for acquisition of subsidiary.*
5. *Net assets value per share = Net asset value per share is calculated by dividing net worth by weighted average number of equity shares for basic earnings per share outstanding at the end of the period/ year.*
6. *Earnings Before Interest, Tax, Depreciation and Amortisation, (EBITDA) is defined as Profit before tax (+) Finance costs (+) Depreciation and amortisation (–) Other income.*
7. *Return on Capital Employed = EBIT divided by capital employed*
8. *Adjusted Return on Capital Employed = EBIT adjusted by income generated from invested fund divided by capital employed adjusted for invested funds*

Auditor qualifications which have not been given effect to in the Restated Consolidated Financial Information

There are no auditor qualifications which have not been given effect to in the Restated Consolidated Financial Information.

Summary of outstanding litigation

A summary of outstanding litigation proceedings involving our Company, our Subsidiaries, our Promoters and our Directors as on the date of this Red Herring Prospectus in terms of the SEBI ICDR Regulations is provided below:

Name of Entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five financial years, including outstanding action	Material civil litigations	Aggregate amount involved# (₹ in million)*
Company						
By our Company	2	Nil	NA	Nil	1	70.54
Against our Company	1	16	32	Nil	1	59.65(1)
Subsidiaries						
By the Subsidiaries	3	Nil	Nil	Nil	Nil	Nil
Against the Subsidiaries	7	33	247^	Nil	1	398.57(2)
Directors						
By the Directors	2	NA	NA	NA	Nil	Nil
Against the Directors	8	Nil	Nil	NA	Nil	Nil
Promoters						
By the Promoters	Nil	NA	NA	NA	Nil	Nil
Against the Promoters	Nil	4	Nil	Nil	Nil	-

\# *Determined in accordance with the Materiality Policy.*

* *To the extent quantifiable.*

^ *Excluding 17 matters involving our Company and ARHPL*

(1) *Includes an amount of ₹ 7.84 million pertaining to tax proceedings.*

(2) *Includes an amount of ₹ 176.28 million pertaining to tax proceedings.*

Our Company does not have a group company.

For further details of the outstanding litigation proceedings, see "*Outstanding Litigation and Material Developments*" on page 297.

Risk Factors

For details of the risks applicable to us, see "*Risk Factors*" on page 22. Investors are advised to read the risk factors carefully before making an investment decision in the Offer.

Summary table of contingent liabilities

A summary table of our contingent liabilities as per Ind AS 37 derived from our Restated Consolidated Financial Information is set forth below:

Particulars	As at September 30, 2024 (in ₹ million)
Income tax matters - amount paid under protest ₹28.32 million (September 30, 2023: ₹28.32 million; March 31, 2024: ₹28.32 million; March 31, 2023: ₹28.32 million; March 31, 2022: ₹15.55 million)	97.88
Sales tax matters - amount paid under protest ₹14.86 million (September 30, 2023: ₹14.17 million; March 31, 2024: ₹13.90 million; March 31, 2023: ₹13.68 million; March 31, 2022: ₹13.68 million)	44.06
Other matters (Includes various other claims made by vendors, ex-employees and various government authorities.)	464.67
Total	**606.61**

For details on contingent liabilities, as per Ind AS 37, see "*Financial Information – Notes to the Restated Consolidated Financial Information – Note 36: Contingent liabilities and commitments"* on page 257.

Summary of related party transactions

A summary of related party transactions as per the requirements under Ind AS 24 – Related Party Disclosures read with the SEBI ICDR Regulations entered into by our Company with related parties for the six months period ended September 30, 2024 and September 30, 2023, and for the Fiscal ended March 31, 2024, March 31, 2023 and March 31, 2022 derived from our Restated Consolidated Financial Information are as follows:

(₹ *in million*)

Sr. No	Particulars/ Entity	Relationship	Nature of transaction	For the six months period ended September 30, 2024	% of total respective expenses	For the six months period ended September 30, 2023	% of total respective expenses	For the year ended March 31, 2024	% of total respective expenses	For the year ended March 31, 2023	% of total respective expenses	For the year ended March 31, 2022	% of total respective expenses
1.	Samayat Services LLP	Ultimate Holding Company	Transportation charges	272.00	25.00%	116.95	15.79%	255.89	16.22%	223.16	15.92%	142.89	13.76%
2.	Samayat Services LLP	Ultimate Holding Company	Warehousing charges	120.15	42.80%	76.61	73.46%	163.75	54.92%	119.82	59.70%	106.92	61.85%
3.	Rishay Services LLP	Entities which exercise control over the Group	Legal and professional expense	4.49	3.99%	4.49	3.58%	8.99	3.51%	8.36	3.36%	7.49	4.17%
4.	Rishanth Services LLP	Entities which exercise control over the Group	Legal and professional expense	18.54	16.49%	16.38	13.06%	33.48	13.08%	37.21	14.93%	22.28	12.40%
5.	Gunender Kapur	Key management personnel	Managerial remuneration	139.10	4.60%	63.25	2.60%	127.15	2.52%	120.86	2.80%	198.26	5.87%
6.	Rohit Jindal	Key management personnel	Managerial remuneration	102.47	3.39%	-	-	-	-	-	-	-	-
7.	Amit Gupta	Key management personnel	Managerial remuneration	35.28	1.17%	11.41	0.47%	24.54	0.49%	17.79	0.41%	-	-
8.	PT Radhakrishnan	Key management personnel of subsidiary	Managerial remuneration	5.29	0.17%	5.12	0.21%	12.72	0.25%	11.13	0.26%	15.41	0.46%
9.	Vinish Pal Singh	Other related party	Managerial remuneration	4.14	0.14%	3.66	0.15%	7.58	0.15%	0.23	0.01%	-	-
10	Neha Bansal	Director	Annual remuneration	1.51	0.05%	1.49	0.06%	2.99	0.06%	3.29	0.08%	-	-

For details of the related party transactions, see "*Other Financial Information – Related Party Transactions*" on page 266.

Financing Arrangements

There have been no financing arrangements whereby our Promoters, members of our Promoter Group, our Directors and their relatives have financed the purchase by any other person of securities of our Company, during the period of six months immediately preceding the date of this Red Herring Prospectus.

Weighted average price at which specified securities were acquired by our Promoters and the Promoter Selling Shareholder in the one year preceding the date of this Red Herring Prospectus

The weighted average cost of acquisition at which Equity Shares were acquired by our Promoters including the Promoter Selling Shareholder in the one year preceding the date of this Red Herring Prospectus are as follows:

Name	Number of Equity Shares of face value of ₹10 each acquired in last one year	Weighted average cost of acquisition per Equity Share (in ₹)^
Samayat Services LLP*	Nil	N.A.
Kedaara Capital Fund II LLP	Nil	N.A.

**Also the Promoter Selling Shareholder.*
^As certified by B.B. & Associates (FRN: 023670N), Chartered Accountants pursuant to the certificate dated December 4, 2024.

Weighted average cost of acquisition of all specified securities transacted in the last three years, 18 months and one year

The weighted average cost of acquisition of all shares transacted in the last three years, 18 months and one year:

Period	Weighted Average Cost of Acquisition (in Rs.)^	Cap Price/upper end of Price Band is 'X' times the Weighted Average Cost of Acquisition^*	Range of acquisition price: Lowest Price - Highest Price (in ₹)^
Last one year	NA**	[●]	NA**
Last 18 months	10.00	[●]	10.00-10.00
Last three years	10.59	[●]	10.00-15.00

* *To be updated on finalisation of the Price Band*
*** NA since no transaction in last one year*
^ *As certified by B.B. & Associates (FRN: 023670N), Chartered Accountants pursuant to the certificate dated December 4, 2024.*

Average cost of acquisition of Equity Shares for our Promoters including the Promoter Selling Shareholder

The average cost of acquisition per Equity Shares and acquired by our Promoters including the Promoter Selling Shareholder, as on the date of this Red Herring Prospectus is:

Particulars	Number of Equity Shares of face value of ₹10 each held^	Average cost of acquisition per Equity Share (in ₹)^
Promoters		
Samayat Services LLP*	4,45,31,18,981	10.14
Kedaara Capital Fund II LLP	Nil	N.A.

** Also the Promoter Selling Shareholder.*
^ As certified by B.B. & Associates (FRN: 023670N), Chartered Accountants pursuant to the certificate dated December 4, 2024.

Details of price at which specified securities were acquired in the last three years preceding the date of this Red Herring Prospectus

Except as disclosed below, our Promoters (including the Promoter Selling Shareholder), members of the Promoter Group, and Shareholder(s) with nominee director rights or other rights have not acquired any Equity Shares in the last three years preceding the date of this Red Herring Prospectus:

Name of the acquirer/ shareholder	Date of acquisition of Equity Shares	Number of Equity Shares of face value of ₹10 each	Face Value	Price of acquisition per Equity Share * (in ₹)
Promoters				
Samayat Services LLP (also the Promoter Selling Shareholder)	December 21, 2021	1	₹ 10	10

** As certified by B.B. & Associates (FRN: 023670N), Chartered Accountants pursuant to the certificate dated December 4, 2024.*

Size of the Pre-IPO Placement and allottees, upon completion of the placement

Our Company is not contemplating a pre-IPO placement.

Issue of Equity Shares in the last one year for consideration other than cash

Our Company has not issued any Equity Shares in the last one year from the date of this Red Herring Prospectus, for consideration other than cash.

Split/consolidation of equity shares in the last one year

Our Company has not done any split/consolidation of equity shares in last one year, preceding this Red Herring Prospectus.

Exemption from complying with any provisions of securities laws, if any, granted by SEBI

Our Company has not applied for or received any exemption from the SEBI from complying with any provisions of securities laws, as on the date of this Red Herring Prospectus.

CERTAIN CONVENTIONS, PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA AND CURRENCY OF PRESENTATION

Certain Conventions

All references in this Red Herring Prospectus to "India" are to the Republic of India and all references to the "US", "U.S.", "USA" or "United States" are to the United States of America. All references herein to the "Government", "Indian Government", "GoI", "Central Government" or the "State Government" are to the Government of India, central or state, as applicable.

In this Red Herring Prospectus, unless otherwise specified:

- any time mentioned is in IST;
- all references to a year are to a calendar year; and
- all references to page numbers are to the page numbers of this Red Herring Prospectus.

Financial Data

Unless stated otherwise or the context otherwise requires, the financial information in this Red Herring Prospectus have been derived from our Restated Consolidated Financial Information. For further information, see "*Restated Consolidated Financial Information*" on page 197.

Our Company's financial year commences on April 1 and ends on March 31 of the next calendar year. Accordingly, all references in this Red Herring Prospectus to a particular Financial Year, Fiscal or Fiscal Year, unless stated otherwise, are to the 12 months period commencing on April 1 of the immediately preceding calendar year and ending on March 31 of that particular calendar year.

Restated consolidated financial information of our Company and Subsidiaries as at and for the six months period ended September 30, 2024 and September 30, 2023, and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, comprising the restated consolidated statement of assets and liabilities of our Company and Subsidiaries as of September 30, 2024 and September 30, 2023, March 31, 2024, March 31, 2023 and March 31, 2022, the restated consolidated statement of profit and loss (including other comprehensive income) and the restated consolidated statement of cash flows and restated consolidated statement of changes in equity for the six months period ended September 30, 2024 and September 30, 2023, and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, the material accounting policies and explanatory notes, derived from the audited consolidated financial statements as at and for the six months period ended September 30, 2024 and September 30, 2023, and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in Indiaand restated in accordance with requirements of Section 26 of Part I of Chapter III of the Companies Act, 2013 (as amended), the SEBI ICDR Regulations (as amended) and the Guidance Note on "Reports in Company Prospectuses (Revised 2019)" issued by the ICAI.

There are significant differences between Ind AS, U.S. GAAP and IFRS. Our Company does not provide reconciliation of its financial information to IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, Ind AS and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Red Herring Prospectus should, accordingly, be limited. For risks relating to significant differences between Ind AS and other accounting principles, see "*Risk Factors – Significant differences exist between the Indian Accounting Standards (Ind AS) used to prepare our financial information and other accounting principles, such as the United States Generally Accepted Accounting Principles (U.S. GAAP) and the International Financial Reporting Standards (IFRS), which may affect investors' assessments of our Company's financial condition*" on page 51.

Unless the context otherwise requires or indicates, any percentage, amounts or ratios (excluding certain operational metrics), relating to the financial information of our Company and our Subsidiaries in this Red Herring Prospectus have been calculated on the basis of amounts derived from our Restated Consolidated Financial Information.

Non-GAAP Financial Measures

Certain Non-GAAP financial measures and other statistical information relating to our operations and financial performance such as EBITDA and EBITDA Margin ("**Non-GAAP Measures**"), presented in this Red Herring Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with Ind AS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit for the period / year or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, EBITDA and EBITDA Margin are not standardised terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance. For further details, please see "*Risk Factors – We track certain operating metrics through our internal systems and tools, which may result in inaccurate data or may be subject to changes in the future.*" on page 46.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India;
- "USD" or "US$" or "$" are to United States Dollar, the official currency of the United States of America.

Our Company has presented certain numerical information in this Red Herring Prospectus in "million" units. One million represents 1,000,000 and one billion represents 1,000,000,000. However, where any figures that may have been sourced from third-party industry sources are expressed in denominations other than millions, such figures appear in this Red Herring Prospectus in such denominations as provided in the respective sources.

In this Red Herring Prospectus, any discrepancies in any table between the total and the sums of the amounts listed are due to rounding off. All per share and percentage figures have been rounded off to one/ two decimal places. However, where any figures may have been sourced from third-party industry sources, such figures may be rounded off to such number of decimal places as provided in such respective sources.

Exchange Rates

This Red Herring Prospectus contains conversion of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate or at all.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and USD (in Rupee per USD):

Currency	Exchange rate as at				
	September 30, 2024	September 30, 2023#	March 31, 2024*	March 31, 2023	March 31, 2022
1 USD	83.79	83.06	83.37	82.22	75.81

Source: www.rbi.org.in and www.fbil.org.in
*Since September 30, 2023, was a Saturday, the exchange rate was considered as on September 29, 2023, being the last working day prior to September 30, 2023*
***** *Since March 31, 2024, was a Sunday, the exchange rate was considered as on March 28, 2024, being the last working day prior to March 31, 2024*

Industry and Market Data

Unless stated otherwise, industry and market data used throughout this Red Herring Prospectus has been obtained from various industry publications and sources and the report titled "India's Aspirational Retail Market" dated November 18, 2024 by Redseer (the "**Redseer Report**"), which has been paid for and exclusively commissioned by our Company for an agreed fee pursuant to an engagement letter dated March 26, 2024, for the purposes of confirming our understanding of the industry in which our Company operates, in connection with the Offer. Neither we nor any of our Promoter, Directors, Key Managerial Personnel or Senior Management Personnel are related parties of Redseer. The Redseer Report is available on the website of our Company at https://www.aboutvishal.com/Download/Industry_report.pdf till the Bid/Offer Closing Date.

Industry sources and publications may base their information on estimates and assumptions that may prove to be incorrect. The extent to which the industry and market data presented in this Red Herring Prospectus is meaningful depends upon the reader's familiarity with, and understanding of, the methodologies used in compiling such information. There are no standard data gathering methodologies in the industry in which our Company conducts business and methodologies and assumptions may vary widely among different market and industry sources. Such information involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in "*Risk Factors – This Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, RedSeer Strategy Consultants Private Limited ("***Redseer***"), which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Offer.*" on page 46.

In accordance with the SEBI ICDR Regulations, "*Basis for Offer Price*" on page 88 includes information relating to our peer group companies. Such information has been derived from publicly available sources specified herein.

Notice to Prospective Investors in the United States

The Equity Shares have not been recommended by any U.S. federal or state securities commission or regulatory authority. Furthermore, the foregoing authorities have not confirmed the accuracy or determined the adequacy of this Red Herring Prospectus or approved or disapproved the Equity Shares. Any representation to the contrary is a criminal offence in the United States. In making an investment decision, investors must rely on their own examination of our Company and the terms of the Offer, including the merits and risks involved. The Equity Shares have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States and, unless so registered, may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (a) outside the United States in offshore transactions as defined in and in compliance with Regulation S and the applicable laws of the jurisdictions where those offers and sales are made, and (b) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) pursuant to Section 4(a) of the U.S. Securities Act.

FORWARD-LOOKING STATEMENTS

This Red Herring Prospectus contains certain "forward-looking statements". All statements contained in this Red Herring Prospectus that are not statements of historical fact constitute "forward-looking statements". All statements regarding our expected financial condition, cash flows and results of operations, business, plans and prospects are "forward-looking statements".

These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "likely to", "seek to", "shall", "objective", "plan", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans or goals are also forward-looking statements. All forward-looking statements whether made by us or any third parties in this Red Herring Prospectus are based on our current plans, estimates, presumptions and expectations and are subject to risks, expectations, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement, including but not limited to, regulatory changes pertaining to the industry in which we have businesses and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions which have an impact on our business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in its industry.

Important factors that could cause actual results to differ materially from our expectations include, but are not limited to, the following:

1. We do not manufacture any of the products that are sold in our stores, and we rely entirely on third party vendors for the manufacturing of all products under our own brands who are required to meet our product specification, quality, design and manufacturing standards, which subjects us to risks, which, if materialized, could adversely affect our business, results of operations, cash flows and financial condition.

2. Our Company has received two directives with requests for information from the Enforcement Directorate to furnish information and documents as part of its investigation and any possible penalties/action. Any adverse outcome in such matters may lead to future inquiries or escalate to investigations, legal proceedings or any possible penalties.

3. If we fail to identify and effectively respond to changing consumer preferences in a timely manner, the demand for our products could decrease, causing our business, results of operations, financial condition and cash flows to be adversely affected.

4. If we are unable to identify consumer demand accurately and maintain an optimal level of inventory, our business, results of operations, financial condition and cash flows may be adversely affected.

5. We derive a significant portion of our revenues from sale of products from our stores located in Uttar Pradesh, Karnataka and Assam, and any adverse developments in these states may have an adverse effect on our business, results of operations, financial condition and cash flows.

6. The success of our business depends substantially on our management team and other key personnel. Our inability to attract or retain such manpower or any loss of members of our Senior Management Personnel or Key Managerial Personnel could significantly delay or prevent the achievement of our business objectives, and could adversely affect our business and operations.

Certain information in "*Industry Overview*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations"* on pages 108, 137 and 267, respectively of this Red Herring Prospectus has been obtained from the Redseer Report.

For further discussion of factors that could cause the actual results to differ from the expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 22, 137 and 267, respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual future gains or losses could materially differ from those that have been estimated and are not a guarantee of future performance.

There can be no assurance to investors that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, investors are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements to be a guarantee of our future performance.

Forward-looking statements reflect current views as of the date of this Red Herring Prospectus and are not a guarantee of future performance.

These statements are based on our management's belief and assumptions, which in turn are based on currently available information. Although we believe the assumptions upon which these forward-looking statements are based on are reasonable, any of these assumptions could prove to be inaccurate and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, our Promoters (including the Promoter Selling Shareholder), the BRLMs, the Syndicate Members, nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition.

SECTION II: RISK FACTORS

An investment in equity shares involves a high degree of risk. Prospective investors should carefully consider all the information in this Red Herring Prospectus, including the risks and uncertainties described below before making an investment in the Equity Shares.

We have described the risks and uncertainties that we believe are material, but these risks and uncertainties may not be the only risks relevant to us, the Equity Shares, or the industry in which we currently operate or propose to operate. Unless specified or quantified in the relevant risk factor below, we are not in a position to quantify the financial or other implication of any of the risks mentioned in this section. If any or a combination of the following risks actually occur, or if any of the risks that are currently not known or deemed to be not relevant or material now actually occur or become material in the future, our business, results of operations, financial condition and cash flows could suffer, the trading price of the Equity Shares could decline, and you may lose all or part of your investment.

To obtain a more detailed understanding of our business and operations, see this section in conjunction with the sections titled "Our Business", "Industry Overview" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" beginning on pages 137, 108 and 267, respectively, as well as other financial and statistical information contained in this Red Herring Prospectus. Unless otherwise indicated or unless the context requires otherwise, our financial information used in this section are derived from our Restated Consolidated Financial Information. In making an investment decision, prospective investors must rely on their own examination of our business and the terms of the Offer, including the merits and risks involved. Prospective investors should consult their tax, financial and legal advisors about the consequences to them of an investment in our Equity Shares.

This Red Herring Prospectus also contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including but not limited to the considerations described below. See "Forward-Looking Statements" beginning on page 20.

*Unless otherwise indicated, the industry-related information contained in this section is derived from the industry report titled "India's Aspirational Retail Market" dated November 18, 2024 prepared by RedSeer Strategy Consultants Private Limited ("**RedSeer**" and such report, the "**RedSeer Report**"). We have commissioned and paid for the RedSeer Report for the purposes of confirming our understanding of the industry exclusively in connection with the Offer. We officially engaged RedSeer in connection with the preparation of the RedSeer Report pursuant to an engagement letter dated March 26, 2024. A copy of the RedSeer Report is available on the website of our Company at https://www.aboutvishal.com/Download/Industry_report.pdf till the Bid/Offer Closing Date. The data included in this section includes excerpts from the RedSeer Report and may have been re-ordered by us for the purposes of presentation.*

INTERNAL RISK FACTORS

1. We do not manufacture any of the products that are sold in our stores, and we rely entirely on third party vendors for the manufacturing of all products under our own brands who are required to meet our product specification, quality, design and manufacturing standards, which subjects us to risks, which, if materialized, could adversely affect our business, results of operations, cash flows and financial condition.

We outsource the manufacturing of all products under our own brands to third party vendors, primarily under non-exclusive contract manufacturing agreements. Our vendors manufacture our products in accordance with detailed product specifications provided by us, and we conduct significant diligence to ensure that the manufactured products meet our product quality, design and manufacturing standards. For details, see "*Our Business – Our Strengths - Diverse and Growing Portfolio of Own Brands across Product Categories*" and "*Our Business – Description of our Business – Vendors Relating to Own Branded Products and Quality Assurance*" on pages 145 and 153, respectively.

The table below sets forth details relating to our vendors (including our three largest vendors) for the six months period ended September 30, 2024 and 2023, and for the Financial Years 2024, 2023 and 2022:

Particulars	For the six months period ended September 30,		For the Financial Year		
	2024	2023	2024	2023	2022
Number of vendors engaged to manufacture products under our own brands	781	769	839	861	786
Total value of goods purchased under our own brands from three largest vendors by amounts incurred(1)(2)(3) *(₹ in millions)*	1,672.77	1,355.77	2,803.09	3,012.66	2,427.96

Particulars	For the six months period ended September 30,		For the Financial Year		
	2024	2023	2024	2023	2022
Total value of goods purchased under our own brands from three largest vendors by amounts incurred, as a percentage of total value of goods purchased(1)(2)(3) *(%)*	4.19	4.30	4.37	5.19	5.70

Notes:

(1) During the Financial Year 2024, our top three vendors by purchases under our own brands in the apparel category are R.R. Jain Industries, Sunny International and Rishab Oswal.

(2) During the Financial Year 2024, our top three vendors by purchases under our own brands in the general merchandise product category are Deepak Industries, Ravsons Home and Libran Concepts.

(3) During the Financial Year 2024, our top three vendors by purchases under our own brands in the fast-moving consumer goods product category are Global Groceries, Ramchandra Ramniwas Oil Mill and Bikanervala Foods Private Limited.

Our reliance on vendors subjects us to a variety of risks, including:

- dependence on vendors for continuity of supply of products that meet our product specification, quality, design and manufacturing standards, which may be affected by supply chain disruptions caused by, among others, including force majeure events such as the COVID-19 pandemic;

- changes in cost of acquisition of our products which would affect our selling prices and profit margins of our products;

- ability to enter into new agreements or extend existing agreements with vendors on favourable terms, which may be affected by vendors choosing to manufacture products for other retailers, including our competitors, instead of us;

- delays in production and added costs as a result of the time required for new vendors to undertake manufacturing in accordance with our standard processes and quality control standards;

- dependence on continuing operations of third-party manufacturing facilities, which are subject to risks relating to non-compliance with applicable laws as well as other customary operational risks, such as the breakdown or failure of equipment, power supply or processes, performance below expected levels of output or efficiency, labor shortages or disputes, unavailability of raw materials, accidents and shutdowns, among others;

- protection of our trade secrets and intellectual property rights; and

- adverse changes in the financial or business condition of our vendors.

None of the vendors engaged to manufacture products under our own brands are related to our Promoters, members of our Promoter Group, Key Managerial Personnel or Directors of our Company.

We rely entirely on our vendors to source raw materials to manufacture and supply products to us. Any increase in cost of acquisition of our products due to an increase in raw material prices may adversely affect our business, results of operations, financial condition and cash flows. Moreover, as we do not enter into long-term manufacturing agreements with our vendors, the cost of acquisition of our products from vendors is not fixed and may fluctuate due to fluctuations in prices of raw materials sourced by vendors to manufacture and supply products to us. For example, an increase in prices of fabric may lead to an increase in our cost of acquisition of apparel products from vendors. Any increase in cost of acquisition of our products from vendors may affect the selling prices and profit margins of our products. If we transfer increases in raw material costs to consumers through increased prices of products, there could be a corresponding decrease in demand and sales for such products. On the other hand, if we do not transfer increases in raw material costs to consumers and maintain selling prices of our products, the profit margins of our products would be adversely affected. The table below sets out our purchases of stock-in-trade for the period/ years indicated:

Particulars	For the six months period ended September 30,		For the Financial Year		
	2024	2023	2024	2023	2022
Purchases of stock-in-trade *(₹ in million)*	39,957.32	31,519.92	64,208.47	57,997.17	42,610.68
Purchases of stock-in-trade, as a percentage of revenue from operations *(%)*	79.40	74.70	72.05	76.45	76.25

While we have not faced any such material instances in the six months period ended September 30, 2024 and the past three Financial Years, we have in the past experienced instances of disruption of supplies from our vendors. For instance, during the Financial Year 2021, we faced delays in supply of products (across our three product categories) from our vendors, due to supply chain disruptions caused by the COVID-19 pandemic. While these past instances of disruptions in supply of products did not have a material adverse effect on our business, due to our extensive network of vendors and us not being reliant on any single vendor for supply of products, we cannot assure you that we will not face any material disruption of supplies from our vendors in the future, which may adversely affect our business, results of operations, cash flows or financial condition.

Further, we have in the past rejected manufactured products from our vendors due to quality issues. These quality issues include issues relating to, among others, improper assembly, incorrect installation of components and inadequate packaging. While these instances were all rectified by our vendors within a short period of time, we cannot assure you that we will not face any such quality issues in the future, or that such instances will be rectified within a short period of time, or at all.

2. **Our Company has received two directives with requests for information from the Enforcement Directorate to furnish information and documents as part of its investigation and any possible penalties/action. Any adverse outcome in such matters may lead to future inquiries or escalate to investigations, legal proceedings or any possible penalties.**

Our Company has received a directive dated February 25, 2021, from the Assistant Director, Directorate of Enforcement, Ministry of Finance, Department of Revenue, Government of India ("**ED**") – New Delhi, as part of investigation under section 37 of the Foreign Exchange Management Act, 1999, as amended, read with section 133(6) of the Income Tax Act, 1961, to furnish and / or obtain information and documents of our Company and the Pre-merger VMMPL, including in relation to (a) capital structure, shareholding pattern, directors, promoters, shareholders' agreements/arrangements (if any) and details of our stores operated since 2010-11; (b) details of investments made , including foreign direct investment received and relevant forms submitted to RBI in respect of receipt of foreign direct investment; (c) financial related documents; (e) the merger of Pre-merger VMMPL with our Company; and (f) documentary evidences showing changes in the name of our Company. Our Company submitted the requisite information with the ED on March 17, 2021.

Subsequently, another directive dated December 1, 2023, was issued to our Company by the Assistant Director, ED, New Delhi, under Section 37 of the Foreign Exchange Management Act, 1999 read with section 133(6) of the Income Tax Act, 1961 to furnish and / or obtain information and documents of our Company and the Pre-merger VMMPL, including in relation to (a) foreign direct investments made in our Company and our subsidiaries since incorporation, (b) the business model of our Company, including details of persons/entities that our Company supplied goods to since November, 2010, (c) step-down investments of our Company, and (d) the documentary evidences of the Scheme of Amalgamation (e) details of entities from where the raw as well as manufactured / processed products were procured; (f) details of the franchise business model. Our Company submitted the requisite information on December 20, 2023. For details, see "*Outstanding Litigation and Material Developments Litigation involving our Company - Litigation against our Company - Actions taken by regulatory and statutory authorities - Directives by the Directorate of Enforcement*" on page 298.

As on the date of this Red Herring Prospectus, our Company has not received any further communication from the ED in this respect. While we have not received any further communication from the ED since submitting our response, we cannot assure you there will not be future inquiries or that these could escalate to investigations, legal proceedings or any possible penalties. Section 37 of the FEMA empowers the Directorate of Enforcement to conduct an investigation in relation to a contravention of section 13 of FEMA. If a contravention of section 13 of FEMA is found upon adjudication, our Company may be liable to a penalty of up to thrice the sum involved where such amount is quantifiable or up to ₹0.20 million where the amount is not quantifiable and where such contravention is continuous in nature further penalty which may extend to five thousand rupees for every day after the first day during which the contravention continues. Accordingly, if any unfavourable decision in connection with this proceeding arises, although not quantifiable, we may need to make provisions in our financial statements that could increase our expenses and current liabilities. An adverse ruling in this matter could adversely affect our reputation, business, financial condition and results of operations or cause the price of our Equity Shares to decline. Such proceeding could divert our management time and attention and consume financial resources in the defence or prosecution.

3. **If we fail to identify and effectively respond to changing consumer preferences in a timely manner, the demand for our products could decrease, causing our business, results of operations, financial condition and cash flows to be adversely affected.**

The retail and consumer industry is characterized by frequent changes, particularly in consumer preferences. The demand of our products may vary over time due to changing consumer preferences, including those relating to trends, fashionability, functionality, design, material and quality, among others. Consumer preferences in the retail markets we operate in are difficult to predict. While we have not faced any such material instances for the six months period ended September 30, 2024 and for the Financial Years 2024, 2023 and 2022, changes in consumer preferences or the introduction of new products by our competitors could place our products at a competitive disadvantage.

The success of our business depends on our ability to anticipate, gauge and react in a timely and cost-effective manner to changes in consumer preferences for our products. For instance, due to changes in consumer preferences for our products, we may change our merchandise mix across our three product categories by introducing new products and discontinuing certain existing products. Further, although we continuously seek to differentiate our products on the basis of quality, design, fashionability and price, we may not be able to generate and maintain consumer loyalty, which may affect the demand for our products.

If we are unable to foresee or respond effectively to changes in consumer preferences, our market share and ability to acquire new consumers or retain existing consumers may be adversely affected, which in turn may adversely affect our business, results of operations, financial condition and cash flows.

4. If we are unable to identify consumer demand accurately and maintain an optimal level of inventory, our business, results of operations, financial condition and cash flows may be adversely affected.

The success of our business depends on our ability to anticipate and forecast consumer demand and trends. We plan our inventory and estimate our sales based on forecasted demand. We utilize an allocation system that facilitates automatic unit-based replenishment of stock at our stores directly from our distribution centres to meet consumer demand, optimize inventory and reduce wastage. An optimal level of inventory allows us to maintain a full range of products at our stores to respond to consumer demand across our channels in a capital-efficient manner. While we aim to avoid under-stocking and over-stocking through our allocation system, our estimates and forecasts may not always be accurate, which may result in either a shortage of products available for sale or excess inventory levels across our stores and distribution centres. The table below sets forth details of our inventory days and net trade working capital days for the six months period ended September 30, 2024 and 2023, and for the Financial Years 2024, 2023 and 2022:

(*number of days*)

Particulars	Six months period ended September 30,		Financial Year		
	2024	2023	2024	2023	2022
Inventory days – apparel	65	79	72	80	81
Inventory days – general merchandise	61	66	58	61	70
Inventory days – fast-moving consumer goods	51	48	44	45	56
Inventory days	60	67	61	65	71
Net trade working capital days – apparel	NA#	NA#	14	NA#	NA#
Net trade working capital days – general merchandise	NA#	NA#	10	NA#	NA#
Net trade working capital days – fast-moving consumer goods	10	4	8	6	NA#
Net trade working capital days	NA#	NA#	11	NA#	NA#

 # NA: Not applicable as net trade working capital days for these period/ years are less than or equal to zero. For a reconciliation of net trade working capital days, please see "Other Financial Information – Reconciliation of non-GAAP measures" on page 264.

Our inventory days have reduced from 71 days in the Financial Year 2022 to 60 days for the six months period ended September 30, 2024, consistent with the decrease in the sales mix of apparel (from 45.06% to 44.61%), increase in sales mix of fast moving consumer goods (from 25.15% to 27.42%) and decrease in the sales mix of general merchandise (from 29.51% to 27.85%).

Our inventory holding in the apparel category (81 days in the Financial Year 2022, 80 days in the Financial Year 2023, 72 days in the Financial Year 2024, and 65 days during the six months period ended September 30, 2024) is relatively higher than the overall inventory days (71 days in the Financial Year 2022, 65 days in the Financial Year 2023, 61 days in the Financial Year 2024, and 60 days during the six months period ended September 30, 2024) due to the need to offer a broad assortment of apparel products catering to diverse fashion preferences, sizes and trends for men, women, and children. This category's inventory holding is influenced by the extensive variety of products required to meet market demand, and the inherent risk of obsolescence due to the cyclical nature of fashion trends.

Similarly, inventory holding for the general merchandise category (70 days in the Financial Year 2022, 61 days in the Financial Year 2023, 58 days in the Financial Year 2024, and 61 days during the six months period ended September 30, 2024) is driven by the necessity to provide innovative products with a relevant assortment. Products in this category are typically standardized, exhibiting more stable design trends and are non-perishable in nature, with a lower risk of obsolescence.

In contrast, our inventory holding for fast-moving consumer goods (56 days in the Financial Year 2022, 45 days in the Financial Year 2023, 44 days in the Financial Year 2024, and 51 days during the six months period ended September 30, 2024) is lower than the overall inventory days, primarily due to the standardized nature of these items (e.g., pack sizes), faster replenishment cycles, and limited shelf life. Additionally, the ability to sell fast moving consumer goods approaching their expiry dates at discounted rates further mitigates inventory holding risks in this category.

While we have not faced any such material instances in the six months period ended September 30, 2024 and the past three Financial Years, any shortage of products may result in unfulfilled consumer orders, which may adversely affect our business, results of operations and cash flows. Any unsold inventory may have to be sold at a discount or discarded, potentially leading to losses. As some of our products, especially food products, are perishable, any such unsold products might be sold at a discount when approaching expiry or discarded if already expired. Moreover, as we generally adopt a "no questions asked" policy in relation to product returns and exchanges for apparels, and certain general merchandise categories (such as footwear and curtains) within 15 days, any substantial increase in product returns and exchanges by consumers may result in excess unsold inventory. The tables below set forth details of our inventory provision on account of net realisable value as at the end of the six months period ended September 30, 2024 and 2023, and for the Financial Years 2024, 2023 and 2022:

Particulars	**As at six months period ended September 30,**			
	2024		**2023**	
	(₹ in million)	***(% of total gross inventory)****	***(₹ in million)***	***(% of total gross inventory)****
Inventory provision on account of net realisable value – apparel	166.05	0.89	297.71	1.83
Inventory provision on account of net realisable value – general merchandise	77.94	0.42	61.71	0.38
Inventory provision on account of net realisable value – fast-moving consumer goods	72.21	0.38	28.86	0.18
Inventory provision on account of net realisable value	**316.20**	**1.69**	**388.28**	**2.39**

Particulars	**Financial Year**					
	2024		**2023**		**2022**	
	(₹ in million)	***(% of total gross inventory)****	***(₹ in million)***	***(% of total gross inventory)****	***(₹ in million)***	***(% of total gross inventory)****
Inventory provision on account of net realisable value – apparel	244.16	1.61	347.65	2.27	177.94	1.42
Inventory provision on account of net realisable value – general merchandise	76.92	0.51	63.29	0.41	94.45	0.76
Inventory provision on account of net realisable value – fast-moving consumer goods	195.36	1.29	30.42	0.20	65.61	0.52
Inventory provision on account of net realisable value	**516.44**	**3.41**	**441.36**	**2.88**	**338.00**	**2.70**

** Total gross inventory includes inventory provision on account of net realisable value*

We cannot assure you that we will be able to sell surplus stock in a timely manner, or at all, or that we will be able to satisfy all our consumer orders, which may adversely affect our business, results of operations, cash flows and financial condition.

5. We derive a significant portion of our revenues from sale of products from our stores located in Uttar Pradesh, Karnataka and Assam, and any adverse developments in these states may have an adverse effect on our business, results of operations, financial condition and cash flows.

We derive a significant portion of our revenues from sale of products from our stores located in Uttar Pradesh, Karnataka and Assam, which are the top three states in terms of revenue contribution to our business. The tables below set out our number of stores as of the period/ years ended and revenue contribution during the period/ years as indicated below, in these three states:

Particulars	**As at September 30, 2024**	**As at September 30, 2023**	**As at March 31, 2024**	**As at March 31, 2023**	**As at March 31, 2022**
	Number of stores*				
Uttar Pradesh	111	105	108	105	101
Karnataka	73	63	67	63	53
Assam	42	39	40	36	35
Total	**226**	**207**	**215**	**204**	**189**

**The number of stores across these three states are the same for each product category, as all of our stores sell products across our three product categories.*

Particulars	**For the six months period ended September 30,**			
	2024		**2023**	
	Sale of products (₹ in million)	***(% of revenue from operations)***	***Sale of products (₹ in million)***	***(% of revenue from operations)***
Uttar Pradesh	7,766.36	15.43	6,706.20	15.89
Karnataka	5,871.11	11.67	4,875.37	11.55
Assam	4,640.33	9.22	4,128.58	9.78
Total – across all three product categories	**18,277.80**	**36.32**	**15,710.15**	**37.22**
Uttar Pradesh - apparel	3,615.11	7.18	3,088.99	7.32
Karnataka - apparel	2,933.37	5.83	2,449.46	5.81
Assam - apparel	1,727.92	3.43	1,570.26	3.72
Total - apparel	**8,276.40**	**16.44**	**7,108.71**	**16.85**
Uttar Pradesh – general merchandise	1,691.35	3.36	1,517.34	3.60
Karnataka – general merchandise	1,892.85	3.76	1,617.14	3.83
Assam – general merchandise	1,582.08	3.14	1,431.95	3.39
Total – general merchandise	**5,166.28**	**10.26**	**4,566.43**	**10.82**
Uttar Pradesh – fast-moving consumer goods	2,459.90	4.89	2,099.87	4.98
Karnataka – fast-moving consumer goods	1,044.90	2.08	808.77	1.92
Assam – fast-moving consumer goods	1,330.33	2.64	1,126.37	2.67
Total – fast-moving consumer goods	**4,835.13**	**9.61**	**4,035.01**	**9.57**

Particulars	**For the Financial Year ended March 31,**					
	2024		**2023**		**2022**	
	Sale of products (₹ in million)	***(% of revenue from operations)***	***Sale of products (₹ in million)***	***(% of revenue from operations)***	***Sale of products (₹ in million)***	***(% of revenue from operations)***
Uttar Pradesh	14,542.69	16.32	12,904.00	17.01	9,585.58	17.15
Karnataka	10,084.73	11.32	8,033.33	10.59	5,819.02	10.41
Assam	8,664.44	9.72	7,539.60	9.94	5,570.03	9.97
Total – across all three product categories	**33,291.86**	**37.36**	**28,476.93**	**37.54**	**20,974.63**	**37.53**
Uttar Pradesh - apparel	6,603.93	7.41	5,819.71	7.67	4,496.46	8.05
Karnataka - apparel	5,087.93	5.71	4,048.96	5.34	3,036.98	5.43
Assam - apparel	3,343.94	3.75	2,841.69	3.75	2,221.35	3.97
Total - apparel	**15,035.80**	**16.87**	**12,710.36**	**16.76**	**9,754.79**	**17.45**
Uttar Pradesh – general merchandise	3,307.93	3.71	3,059.18	4.03	2,320.08	4.15

Particulars	For the Financial Year ended March 31,					
	2024		2023		2022	
	Sale of products (₹ in million)	*(% of revenue from operations)*	*Sale of products (₹ in million)*	*(% of revenue from operations)*	*Sale of products (₹ in million)*	*(% of revenue from operations)*
Karnataka – general merchandise	3,250.08	3.65	2,614.93	3.45	1,820.14	3.26
Assam – general merchandise	2,997.43	3.36	2,691.82	3.55	1,999.79	3.58
Total – general merchandise	**9,555.44**	**10.72**	**8,365.93**	**11.03**	**6,140.01**	**10.99**
Uttar Pradesh – fast-moving consumer goods	4,630.83	5.20	4,025.11	5.31	2,769.04	4.95
Karnataka – fast-moving consumer goods	1,746.72	1.96	1,369.45	1.81	961.89	1.72
Assam – fast-moving consumer goods	2,323.07	2.61	2,006.09	2.64	1,348.89	2.41
Total – fast-moving consumer goods	**8,700.62**	**9.77**	**7,400.65**	**9.76**	**5,079.82**	**9.08**

While we have not faced any such material instances in the six months period ended September 30, 2024 and the Financial Years 2024, 2023 and 2022, in the event of a slowdown in the economic activity in Uttar Pradesh, Karnataka and Assam, or any other developments including political unrest, natural disasters, disruption or sustained economic downturn that result in a decrease in demand for our products, we may experience an adverse effect on our business, results of operations, financial condition and cash flows.

6. **The success of our business depends substantially on our management team and other key personnel. Our inability to attract or retain such manpower or any loss of members of our Senior Management Personnel or Key Managerial Personnel could significantly delay or prevent the achievement of our business objectives, and could adversely affect our business and operations.**

Our business and financial performance depends largely on the efforts and abilities of our Directors, Senior Management Personnel and Key Managerial Personnel. Our success and growth depend upon consistent and continued performance of our employees with direction and leadership from our Directors, Senior Management Personnel and Key Managerial Personnel. Our success also depends on our ability to recruit, develop and retain qualified and skilled personnel. We compete in the market to attract and retain skilled personnel with knowledge of the local market and the retail and consumer industry to operate our stores.

There may be changes in our management team or other key employees to enhance the skills of our teams or as a result of attrition, from time to time. We cannot assure you that we will continue to retain any or all of the key members of our management. Further, we cannot assure you that if one or more key members of our management are unable or unwilling to continue in their present positions, that we would be able to replace such member(s) in a timely and cost-effective manner.

As of September 30, 2024, we had 16,537 employees, three Key Managerial Personnel and eight Senior Management Personnel (other than Key Managerial Personnel). The table below sets forth the attrition rates of our employees, Key Managerial Personnel and Senior Management Personnel:

Particulars	Attrition rate (Employees)* *(%)*	Attrition rate (Key Managerial Personnel)* *(%)*	Attrition rate (Senior Management Personnel)* *(%)*
Six months period ended September 30, 2024	72.08	33.33	0.00
Six months period ended September 30, 2023	96.75	0.00	10.00
Financial Year 2024	90.40	33.33	20.00
Financial Year 2023	101.23	40.00	10.00
Financial Year 2022	79.08	Nil	10.00

**Attrition rate is calculated as the percentage of the number of employee departures in a particular Financial Year/period to the average number of employees in a particular Financial Year/period. The average number of employees in a particular Financial Year/period is calculated by the sum of the number of employees at the beginning of a particular Financial Year/period and at the end of a particular Financial Year/period, and then divided by two. The attrition rate of employees for the six months period ended September 30, 2024 and 2023 are annualised, while the attrition rate of Key Managerial Personnel and Senior Management Personnel for the six months period ended September 30, 2024 and 2023 are not annualised.*

While we adhere to all employee statutory provident fund requirements and have undertaken initiatives (such as providing bonuses and monthly incentives to our employees) to reduce attrition of our employees, the attrition rate for our employees is high. This is primarily due to the nature of our business which often involves high-demand periods and entry-level positions with relatively low wages. This leads to a higher employee turnover as compared to other industries with a higher wage structure and a minimum professional qualification requirement for employees. Similarly, the higher attrition rate for our Senior Management Personnel during Financial Year 2024 is, among others, due to internal reorganisation including the resignation of our previous company secretary due to a change in role to Assistant Manager, Legal and Compliance.

For details, see "*Our Management - Changes in Key Managerial Personnel and Senior Management Personnel in the three immediately preceding years*" on page 188.

If we fail to identify, recruit and integrate strategic personnel, our business could be adversely affected. Any loss of members of our Senior Management Personnel or Key Managerial Personnel could significantly delay or prevent the achievement of our business objectives, affect our succession planning and could harm our business. We may need to invest significant amounts of cash and equity to attract and retain new employees, and we may never realize returns on these investments. If we are not able to retain and motivate our current personnel or effectively integrate and retain employees, our ability to achieve our strategic objectives, and our business and operations could be adversely affected.

7. We have experienced negative cash flows in the past. We cannot assure you that our net cash flows will be positive in the future.

We have experienced negative cash flows in the past, primarily due to the inherent nature of our business. The following table sets forth our cash flows for the period/ years indicated:

Particulars	**For the six months period ended September 30,**		**For the Financial Year ended March 31,**		
	2024	**2023**	**2024**	**2023**	**2022**
	(₹ in millions)		***(₹ in millions)***		
Net cash from operating activities	9,918.37	4,865.48	8,296.70	6,355.34	6,570.97
Net cash (used in)/from investing activities	(6,215.28)	(1,400.75)	(1,300.54)	1,773.37	271.97
Net cash used in financing activities	(2,627.67)	(2,794.15)	(6,581.54)	(8,645.34)	(7,104.87)
Net increase/(decrease) in cash and cash equivalents	**1,075.42**	**670.58**	**414.62**	**(516.63)**	**(261.93)**

We had negative cash flows from our investing activities during the six months period ended September 30, 2024 and 2023, and Financial Year 2024, and negative cash flows from our financing activities during the six months period ended September 30, 2024 and 2023 and Financial Years 2024, 2023 and 2022, due to the following reasons:

- Net cash used in investing activities was ₹6,215.28 million for the six months period ended September 30, 2024. This was primarily due to purchase of investments in mutual funds of ₹8,829.54 million, purchase of property, plant and equipment (including capital work-in-progress, capital advances and capital creditors) of ₹1,181.34 million and placement of fixed deposits of ₹570.40 million; partially offset by proceeds from sale of mutual funds of ₹4,282.94 million and interest received of ₹43.36 million.

- Net cash used in investing activities was ₹1,400.75 million for the six months period ended September 30, 2023. This was primarily due to purchase of investments in mutual funds of ₹3,559.82 million and purchase of property, plant and equipment (including capital work-in-progress, capital advances and capital creditors) of ₹1,110.69 million; partially offset by proceeds from sale of mutual funds of ₹3,000.00 million and proceeds from redemption of fixed deposits of ₹281.25 million.

- Net cash used in investing activities was ₹1,300.54 million in the Financial Year 2024. This was primarily due to purchase of investments in mutual funds of ₹10,009.50 million, purchase of property, plant and equipment (including capital work-in-progress, capital advances and capital creditors) of ₹2,493.57 million and placement of fixed deposits of ₹180.23 million; partially offset by proceeds from sale of mutual funds of ₹10,492.63 million and proceeds from redemption of fixed deposits of ₹782.71 million.

- Net cash used in financing activities was ₹2,627.67 million in the six months period ended September 30, 2024. This was primarily due to payment of principal portion of lease liabilities of ₹1,943.51 million and interest paid of ₹684.16 million.

- Net cash used in financing activities was ₹2,794.15 million in the six months period ended September 30, 2023.

This was primarily due to payment of principal portion of lease liabilities of ₹1,888.77 million, interest paid of ₹698.21 million and repayment of non-current borrowings of ₹203.95 million.

- Net cash used in financing activities was ₹6,581.54 million in the Financial Year 2024. This was primarily due to payment of principal portion of lease liabilities of ₹3,831.01 million, repayment of non-current borrowings of ₹1,333.25 million, interest paid of ₹1,435.38 million and payment on repurchase of employee share options of ₹3.22 million; partially offset by proceeds from issue of equity shares of ₹21.32 million.

- Net cash used in financing activities was ₹8,645.34 million in the Financial Year 2023. This was primarily due to payment of principal portion of lease liabilities of ₹3,414.21 million, repayment of non-current borrowings of ₹3,638.98 million, interest paid of ₹1,614.02 million and payment on repurchase of employee share options of ₹15.00 million; partially offset by proceeds from issue of equity shares of ₹36.87 million.

- Net cash used in financing activities was ₹7,104.87 million in the Financial Year 2022. This was primarily due to repayment of non-convertible debentures of ₹7,699.18 million, payment of principal portion of lease liabilities of ₹2,661.59 million, interest paid of ₹1,938.08 million and payment on repurchase of employee share options of ₹9.80 million; partially offset by proceeds from non-current borrowings of ₹4,972.27 million and proceeds from issue of equity shares of ₹231.51 million.

We cannot assure you that our net cash flows will be positive in the future. For further details, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations – Cash Flows*" on page 290.

8. There have been instances of delays in payment of statutory dues by our Company. Any further delays in payment of statutory dues may attract financial penalties from the respective government authorities and in turn may have an adverse impact on our financial condition and cash flows.

We are subject to ongoing reporting and compliance requirements and are required to make payments of periodic statutory dues, which we may not be able to undertake at all times. The table below sets forth details of statutory dues paid by us in relation to our employees for the period/ years indicated:

Particulars	**Six months period ended September 30,**			
	2024		**2023**	
	Number of employees	***Statutory dues paid (₹ in million)***	***Number of employees***	***Statutory dues paid (₹ in million)***
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	21,353	334.94	21,827	300.39
Employee State Insurance Act, 1948	17,109	35.29	17,818	32.24
Professional Taxes	5,497	3.54	5,432	3.16
Labour Welfare Fund	4,904	0.33	6,444	0.94
Income Tax Act, 1961 (TDS)	770	223.20	675	111.20
Total	**49,633**	**597.30**	**52,196**	**447.93**

Particulars	**Financial Year**					
	2024		**2023**		**2022**	
	Number of employees	***Statutory dues paid (₹ in million)***	***Number of employees***	***Statutory dues paid (₹ in million)***	***Number of employees***	***Statutory dues paid (₹ in million)***
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	27,874	615.93	27,379	539.80	22,363	425.31
Employee State Insurance Act, 1948	23,136	65.99	22,776	57.93	18,489	43.74
Professional Taxes	7,353	6.52	8,107	6.81	5,047	4.04
Labour Welfare Fund	11,327	2.03	10,571	1.69	8,979	1.52
Income Tax Act, 1961 (TDS)	763	227.55	889	184.43	634	208.81
Total	**70,453**	**918.02**	**69,722**	**790.66**	**55,512**	**683.42**

The table below sets out details of the unpaid statutory dues in relation to our employees for the period/ years indicated:

Particulars	Six months period ended September 30,			
	2024		2023	
	Number of employees	*Unpaid statutory dues (₹ in million)*	*Number of employees*	*Unpaid statutory dues (₹ in million)*
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	71	1.16	116	2.26
Employee State Insurance Act, 1948	-	-	-	-
Professional Taxes	180	0.04	18	0.01
Labour Welfare Fund	-	-	-	-
Income Tax Act, 1961 (TDS)	-	-	-	-
Total	**251**	**1.20**	**134**	**2.27**

Particulars	Financial Year					
	2024		2023		2022	
	Number of employees	*Unpaid statutory dues (₹ in million)*	*Number of employees*	*Unpaid statutory dues (₹ in million)*	*Number of employees*	*Unpaid statutory dues (₹ in million)*
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	116	4.34	159	5.11	-	-
Employee State Insurance Act, 1948	-	-	-	-	-	-
Professional Taxes	692	0.66	-	-	-	-
Labour Welfare Fund	-	-	-	-	-	-
Income Tax Act, 1961 (TDS)	-	-	-	-	-	-
Total	**808**	**5.00**	**159**	**5.11**	**-**	**-**

Further, the table below sets out details of the delays in payments of statutory dues by us for the period/ years indicated:

(₹ in million)

Particulars	Six months period ended September 30,		Financial Year		
	2024	2023	2024	2023	2022
The Employees Provident Fund and Miscellaneous Provisions Act, 1952	0.28	2.16	3.29	9.25	21.88
Employee State Insurance Act, 1948	1.63	5.01	11.81	3.74	1.87
Professional Taxes	0.21	0.40	0.76	1.16	0.90
Labour Welfare Fund	0.02	0.53	1.91	0.96	1.36
Income Tax Act, 1961 (TDS)	-	37.97	37.97	-	1.19
Total	**2.14**	**46.07**	**55.74**	**15.11**	**27.20**

These delays were primarily due to technical issues and administrative errors, among others. This may lead to financial penalties from respective government authorities. While we have been required to make payment of fines or penalties for delays in payment of such statutory dues, wherever applicable, these did not have a material adverse effect on our financial condition or cash flows. However, we cannot assure you that we will not be subject to such penalties and fines in the future which may have a material adverse effect on our financial condition and cash flows.

9. There are outstanding litigations pending against our Company, Subsidiaries, Directors and Promoters which, if determined adversely, could affect our business, results of operations, financial condition and cash flows.

Our Company, Subsidiaries, Promoters and Directors are involved in certain legal proceedings, at different levels of adjudication before various courts, tribunals and statutory, regulatory and other judicial authorities in India. We cannot assure you that the current outstanding legal proceedings will be decided favourably or that no further liability will arise from these claims in the future. The amounts claimed in these proceedings have been disclosed to the extent ascertainable.

The table below sets forth details relating to litigation that have been initiated by and against our Company, Subsidiaries, Directors and Promoters:

Name of Entity	Criminal proceedings	Tax proceedings	Statutory or regulatory proceedings	Disciplinary actions by the SEBI or Stock Exchanges against our Promoters in the last five financial years, including outstanding action	Material civil litigations	Aggregate amount involved# (₹ in million)*
Company						
By our Company	2	Nil	NA	Nil	1	70.54
Against our Company	1	16	32	Nil	1	59.65(1)
Subsidiaries						
By the Subsidiaries	3	Nil	Nil	Nil	Nil	Nil
Against the Subsidiaries	7	33	247^	Nil	1	398.57(2)
Directors						
By the Directors	2	NA	NA	NA	Nil	Nil
Against the Directors	8	Nil	Nil	NA	Nil	Nil
Promoters						
By the Promoters	Nil	NA	NA	NA	Nil	Nil
Against the Promoters	Nil	4	Nil	Nil	Nil	-

 # Determined in accordance with the Materiality Policy.
** To the extent quantifiable.*
^ Excluding 17 matters involving our Company and ARHPL.
(1) Includes an amount of ₹7.84 million pertaining to tax proceedings.
(2) Includes an amount of ₹176.28 million pertaining to tax proceedings.

ARHPL, one of our Subsidiaries, has received various notices from statutory and regulatory authorities, such as, (a) food safety officers before various authorities, under the Food Safety and Standards Act, 2006, alleging that products were unsafe, misbranded, substandard and misleading due to non-conformity to the standards of various substances in the sample, (b) notices from municipal corporation on various allegations such as ARHPL running its business without prior permission on a non-notified road, use of unauthorized self signage/ brand images, (c) stamp duty authorities directing ARHPL to produce the registered instrument of its leased premises, alleging short levy of stamp duty and registration charges in the registration of ARHPL's lease agreement, (d) notices received on various occasions from the labour authorities for alleged violations under various labour law statutes, (e) notices from legal metrology authorities for alleged violation of certain provisions of Legal Metrology Act, 2009. *For further details, please refer to "Litigation involving Subsidiaries – Litigation against our Subsidiary, Air Plaza Retail Holding Private Limited ("**ARHPL**") - Actions Taken by Regulatory and Statutory Authorities"* on page 301.

Our Company has received a notice under Section 206(1) of the Companies Act, 2013, as amended, dated February 12, 2024, from the Deputy Registrar of Companies, Ministry of Corporate Affairs, Office of Registrar of Companies, New Delhi, Government of India ("**MCA**") to furnish certain information and documents in relation to the significant beneficial owners ("**SBO**") of our Company, including identification of SBOs, documents in relation to compliance with Companies Act and the SBO Rules, details of the relevant form filings in this regard. Our Company submitted the requisite information in respect of our Company on March 11, 2024. Subsequently, our Company received a letter dated May 10, 2024, from the MCA, to furnish the similar details as requested in its letter dated February 12, 2024 as the physical copies of the annexures were not received and the queries were, as per MCA, not satisfactorily responded to. Our Company has responded and submitted the requisite information on May 24, 2024 to the MCA. As on the date of this Red Herring Prospectus, our Company has not received any further communication from the MCA in this respect. While we have not received any further communication from the MCA since submitting our response, we cannot assure there will not be future inquiries or that these could escalate to investigations or legal proceedings or any possible penalties in this regard. Further, we have not been able to track cases papers in relation to an FIR filed in the year 2014 against ARHPL, our Material Subsidiary. Accordingly, reliance has been placed on searches carried out by independent advocates and certificates furnished by them to us.

If any new developments arise, such as rulings against us by courts or tribunals, we may need to make provisions in our financial statements that could increase our expenses and current liabilities. An adverse decision in any of these proceedings may have an adverse effect on our business, results of operations, financial condition and cash flows. For details, see "*Outstanding Litigation and Material Developments*" on page 297.

10. As we operate our stores, distribution centres, registered and corporate offices from premises that are taken by us on a leasehold basis, we are exposed to the risks associated with leasing real estate and any adverse developments could affect our business, results of operations, financial condition and cash flows.

We operate our stores, distribution centres, registered and corporate offices from premises that are taken by us on a leasehold basis. The table below sets forth our number of stores and distribution centres, as well as details relating to our lease liabilities, as of September 30, 2024 and 2023, and as of March 31, 2024, 2023 and 2022:

Particulars	As of September 30,		As of March 31,		
	2024	2023	2024	2023	2022
Number of stores	645	576	611	557	501
Number of distribution centres*	19	21	19	17	17
Lease liabilities (current) *(₹ in million)*	4,435.98	4,514.70	4,585.39	4,457.44	4,099.81
Lease liabilities (non-current) *(₹ in million)*	9,658.94	9,951.52	10,248.49	8,823.85	8,821.25
Total lease liabilities *(₹ in million)*	14,094.92	14,466.22	14,833.88	13,281.29	12,921.06
Amortisation of right-of-use assets *(₹ in million)*	1,994.23	1,848.70	3,791.38	3,452.38	2,898.67
Total expenses *(₹ in million)*	47,117.69	39,717.86	83,241.76	71,883.62	53,842.02
Amortisation of right-of-use assets as a percentage of total expenses *(%)*	4.23%	4.65%	4.55%	4.80%	5.38%

**Includes central distribution centre, distribution centre and regional distribution centres.*

We are exposed to the risks associated with leasing real estate, including in particular the inability to renew our lease agreements on favourable terms, or at all, due to a variety of reasons, including ongoing legal proceedings relating to the leased property. If we are unable to renew our lease agreements, we may be required to relocate operations and incur additional costs in such relocation. While none of our Directors, KMPs and SMPs are interested in any immovable property leased by our Company or its Subsidiaries, one of our Promoters, Samayat Services LLP provides warehousing and transportation services to our Company. For details, see "*Summary of the Offer Document – Summary of related party transactions*" and "*Restated Consolidated Financial information – Note 37: Information on related party transactions pursuant to Ind AS 24 - Related Party Disclosures*" on pages 14 and 258, respectively. While we have been unable to renew our lease agreements for some of our stores from time to time in the past due to our landlords not renewing the lease agreements, our business operations have not been materially affected as we have typically been able to identify other suitable store locations within the same town or city to resume our store operations. Further, while we have not faced any such instances in the six months period ended September 30, 2024 and the past three Financial Years, we may face the risk of being evicted in the event that our landlords allege a breach on our part of any terms under our lease agreements, and there is no assurance that we will be able to identify suitable locations to relocate our operations. If we are required to relocate the operations of our stores, distribution centres, registered office or corporate office, this may cause disruptions in our operations and result in increased costs, which may adversely affect our business, results of operations, financial condition and cash flows.

11. Our operations could be adversely affected by strikes, labour unrest or labour unions.

As of September 30, 2024, we employed a total of 16,537 employees. Any strikes, labour unrest or labour unions directed against us could directly or indirectly prevent or hinder our normal operating activities, and, if not resolved in a timely manner, could lead to work stoppages and disruptions in our operations. There are no labour unions as on the date of this Red Herring Prospectus. While we have not faced any such instances in the six months period ended September 30, 2024 and the past three Financial Years, we cannot assure you that we will not experience any material strikes, labour unrest, formation of new labour unions or other disruptions relating to our workforce in the future, which may adversely affect our business, financial condition, cash flows and results of operations.

12. Product liability claims and product recalls may adversely affect our brand image and lead to a loss of confidence of consumers in our products, which may have an adverse effect on our reputation, business, results of operations, financial condition and cash flows.

We face risks of exposure to product liability claims or product recalls if our products fail to meet the required quality standards, or are alleged by regulatory authorities to be unsafe, defective or substandard to consumers. During calendar years 2024, 2023, 2022 and 2021, we have faced 181 product liability claims arising from product quality and labelling concerns, as set out in the table below:

Product Category	Number of claims	Number of claims pending as on the date of this Red Herring Prospectus
Apparels	2	-
General Merchandise	16	2
FMCG	163	103

These past instances of product liability claims did not have a material adverse effect on our business. We have also not faced any instance of product recall during the six months period ended September 30, 2024 and the Financial Years 2024, 2023 and 2022. However, we cannot assure you that we will not experience any material product liability losses or product recalls in the future or that we will not incur significant costs to defend any such claims. We may also face product liability claims and product recalls due to the fault of our vendors that manufacture products for our own brands. For details, see "- *We do not manufacture any of the products that are sold in our stores, and we rely entirely on third party vendors for the manufacturing of all products under our own brands who are required to meet our product specification, quality, design and manufacturing standards, which subjects us to risks, which, if materialized, could adversely affect our business, results of operations, cash flows and financial condition.*" on page 22. We do not maintain product liability insurance for our products. A product liability claim or product recall arising from food product quality and safety concerns or any other reason, may adversely affect our brand image and lead to a loss of confidence of consumers in our products, which may have an adverse effect on our reputation, business, results of operations, financial condition and cash flows.

13. Our Statutory Auditors have included certain remarks in their report on the Restated Consolidated Financial Information.

The report issued by Walker Chandiok & Co LLP, our Statutory Auditors, contains certain remarks, details of which are set out below:

(a) Emphasis of Matter – Basis of Preparation and Restriction on Distribution or Use

For the six months period ended September 30, 2023:

"*We draw attention to note 2(b) to the accompanying Special Purpose Consolidated Interim Financial Statements, which describes the basis of its preparation. The Special Purpose Consolidated Interim Financial Statements have been prepared by the Holding Company's management solely for the purpose of its inclusion as comparative financial information in the Special Purpose Consolidated Interim financial statements of the Group for the six-month period ended 30 September 2024, which in turn will be used for the preparation of Restated Consolidated Financial Information of the Group for the six-month period ended 30 September 2024, to be included in the Red Herring Prospectus ('RHP') and Prospectus which is to be filed by the Holding Company with Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited and Registrar of Companies, Delhi and Haryana at New Delhi as per the requirements of Section 26 of Part I of Chapter III of the Act, read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended from time to time ('SEBI ICDR Regulations') in connection with the proposed Initial Public Offer ('IPO') of equity shares of the Holding Company. Therefore, these Special Purpose Consolidated Interim Financial Statements may not be suitable for any other purpose. Our report is issued solely for the aforementioned purpose, and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. Our opinion is not modified with respect to this matter.*"

(b) Emphasis of Matter

For the year ended March 31, 2022:

"*We draw attention to note 41 to the accompanying consolidated financial statements, which describes the restatements done by the management of the Group to the comparative financial information presented as at and for the year ended March 31, 2021, and as at April 1, 2020, in accordance with the principles of Indian Accounting Standard 8: Accounting Policies, Changes in Accounting Estimates and Errors for correction of certain material prior period errors, as further described in the aforesaid note. Our opinion is not modified in respect of this matter.*"

(c) Reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended)

For the year ended March 31, 2024:

"*As stated in Note 41 to the consolidated financial statements and based on our examination which included test checks, and that performed by the respective auditor of the subsidiary which are companies incorporated in India and audited under the Act, except for the matters mentioned below, the Holding Company and its subsidiaries, in respect of financial year commencing on April 1, 2023, have used an accounting software for maintaining their books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exception given below:*

Nature of exception noted	*Details of exception*
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software.	*The audit trail feature was not enabled at database level for accounting software used for maintenance of accounting records to log any direct data changes by the Holding Company and its two subsidiaries.* *The audit trail feature was not enabled at database level for accounting software used for front end billing at retail outlets to log any direct data changes by one subsidiary.*
Instances of accounting software maintained by a third party where we are unable to comment on the audit trail feature.	*The accounting software used for maintenance of payroll records of the Holding Company and its one subsidiary are operated by a third party software service provider. In the absence of any information on the existence of audit trail feature in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with AICPA Standards of Attestation Engagement SSAE 18 : Service organization), we are unable to comment on whether audit trail feature at the database level of the said software was enabled and operated throughout the year."*

The Company utilises an ERP software provided by an external technology service provider to maintain a comprehensive audit trail, ensuring all business transactions are documented and changes tracked. Key features include mandatory document posting, change tracking, unique document identification, and access controls. The software also performs consistency checks and manages configuration changes through controlled processes. To meet audit requirements for data manipulation, the Company's technology service provider has introduced a new technical feature which Company is in the process of testing and implementing.

There can be no assurance that any such remarks will not form part of our financial statements in any future financial years, or that such remarks will not affect our financial results in future financial years. Any such remarks in the auditor's report on our financial statements in the future may affect our reputation and the trading price of the Equity Shares, amongst others. For further details, see "*Restated Consolidated Financial Information*" on page 197.

14. We have entered into, and will continue to enter into related party transactions. We cannot assure you that such transactions, individuals or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations and cash flows.

During the six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022, we have entered into several related party transactions, which arithmetically aggregated to an absolute total amount of ₹702.97 million, ₹299.36 million, ₹637.09 million, ₹541.85 million and ₹493.25 million, respectively, representing 1.40%, 0.71%, 0.71%, 0.71% and 0.88% of our total revenue from operations, respectively. The nature of related party transactions that we have entered into during the six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022 include transportation charges, warehousing charges, legal and professional expense, and managerial and annual remuneration. For details on such transactions, see "*Restated Consolidated Financial information – Note 37: Information on related party transactions pursuant to Ind AS 24 - Related Party Disclosures*" on page 258.

While all our related party transactions in the six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022 have been conducted on an arm's length basis in compliance with Companies Act, 2013 and other applicable laws, we cannot assure you that we could not have achieved more favorable terms had such transactions been entered into with unrelated parties. Further, we will continue to enter into related party transactions in the future and thus, cannot assure you that such future transactions, individually or in the aggregate, will not have an adverse effect on our business, financial condition, results of operations and cash flows, or that we will be able to achieve more favorable terms if such future transactions had not been entered into with related parties.

15. Our Promoters and Promoter Group provide us with services which may result in conflict of interest in the event there is any service provider to the Company, which may provide similar services to our Company in the future. Further, conflict of interests between our Promoters or members of our Promoter Group and lessors of the immovable properties, which are crucial for the operations of our Company, may arise in future, which may result in adverse effect on our business and results of operations.

One of our Promoters, Samayat Services LLP, provides us with warehousing and transportation services, while the members of our Promoter Group, Rishay Services LLP is engaged in the business of and provides our Company with administrative services which, *inter alia*, includes accounting, corporate, facility management, travel and office management and support services and Rishanth Services LLP is engaged in the business of and provides our Company with quality control and assurance services and product quality audit services. For details, see "*Restated Consolidated Financial Information – Note 37 – Information on related party transactions pursuant to Ind AS 24 – Related Party Disclosures*" on page 258. As on date of this Red Herring Prospectus, our Company does not avail these services from any other service provider and thus, there is no conflict of interest between our other service providers, our Promoter and the members of our Promoter Group. Further, there is no conflict of interest between our Promoters or members of our Promoter Group and lessors of the immovable properties, which are crucial for the operations of our Company, However, we cannot assure you that our Company will not avail such services from other service providers or lease properties from the Promoters and members of the Promoter Group, and such conflict of interest will not arise in the future. In the event of a conflict of interest, we cannot assure whether the services offered to us by them will remain unimpacted and will not adversely affect our business and results of operations.

16. We have contingent liabilities, and our financial condition could be adversely affected if these contingent liabilities materialise.

The following table sets forth our contingent liabilities as of September 30, 2024:

Particulars	**As at September 30, 2024**
	(₹ in million)
Income tax matters - amount paid under protest ₹28.32 million (September 30, 2023: ₹28.32 million; March 31, 2024: ₹28.32 million; March 31, 2023: ₹28.32 million; March 31, 2022: ₹15.55 million)	97.88
Sales tax matters - amount paid under protest ₹14.86 million (September 30, 2023: ₹14.17 million; March 31, 2024: ₹13.90 million; March 31, 2023: ₹13.68 million; March 31, 2022: ₹13.68 million)	44.06
Other matters (Includes various other claims made by vendors, ex-employees and various government authorities.)	464.67
Total	**606.61**

We cannot assure you that we will not incur similar or increased levels of contingent liabilities in the future. If any of these contingent liabilities materialize, our financial condition may be adversely affected. For further details, see "*Financial Information – Notes to the Restated Consolidated Financial Information – Note 36: Contingent liabilities and commitments*" on page 257.

17. We may be unable to enforce our rights under agreements with third parties due to inadequate stamping or non-registration of such agreements.

We regularly enter into agreements with third parties, including agreements in relation to lease of our stores, purchase of manufactured products or third-party branded products. The terms, tenure and the nature of the agreements vary depending on, amongst other things, the subject matter of the agreement and the third party involved. Although we duly execute our documents, some of the agreements executed by us may be inadequately stamped or unregistered. For example, certain of the lease agreements in relation to our stores are unregistered. While such agreements may be enforceable in accordance with the dispute resolution mechanism set out in such agreements, any inadequately stamped or unregistered documents may not be admissible as evidence in a court of law until the applicable stamp duty, with penalty, has been paid and registered, which could affect our ability to enforce our rights under the agreements in a timely manner or without incurring any additional costs.

18. One of our Promoters does not have adequate experience in our line of business and has not actively participated in the business activities we undertake, which may have an adverse impact on the management and operations of our Company.

One of our Promoters, Kedaara Capital Fund – II LLP does not possess adequate experience and do not actively participate in the business activities of our Company. Our Company, including our business operations, is managed by our management and professionals. For further details of our Promoters, see "*Our Promoters and Promoter Group*" on page 190. Due to the nature of its core business activities, Kedaara Capital Fund – II LLP may not have adequate experience in the business activities undertaken by our Company. We cannot assure you that this lack of adequate experience will not have any adverse impact on the management and operations of our Company.

19. Our Company will not receive any proceeds from the Offer for Sale.

The Offer comprises an Offer for Sale of up to [●] Equity Shares face value of ₹10 aggregating to ₹80,000 million by the Promoter Selling Shareholder. The entire proceeds from the Offer for Sale (after deducting applicable Offer expenses) will be paid to the Promoter Selling Shareholder after deduction of the Offer expenses, and our Company will not receive any proceeds from the Offer for Sale. For details, see "*Objects of the Offer – Offer Expenses*" on page 85.

20. Our historical performance is not indicative of our future growth or financial results and we may not be able to sustain our historical growth rates.

While our business has experienced significant growth in the six months period ended September 30, 2024 and 2023, and the past three Financial Years, we may not be able to sustain our historical growth rates. The table below sets out our revenue from operations, profit for the year and profit for the year, as a percentage of revenue from operations, for the period/ years indicated:

Particulars	For the six months period ended September 30,		For the Financial Year		
	2024	2023	2024	2023	2022
Revenue from operations *(₹ in million)*	50,325.13	42,194.61	89,119.46	75,860.37	55,885.15
Profit for the year *(₹ in million)*	2,541.37	1,953.57	4,619.35	3,212.73	2,027.70
Profit for the year, as a percentage of revenue from operations *(%)*	5.05	4.63	5.18	4.24	3.63

However, we cannot assure you that we will be able to sustain the levels of revenue or profit growth that we have had in the past. For instance, if we are unable to effectively execute our growth strategy, or if we are unable to attract new consumers, retain existing consumers and increase sales to consumers, due to, among other things, the significant competition that we face from competitors in the Indian retail and consumer industry, we may not be able to sustain our historical growth rates.

21. Our central distribution centre is located in North India, which may expose our supply chain to regional risks, which in turn may adversely affect our business, results of operations, financial condition and cash flows.

As of September 30, 2024, we had one central distribution centre, one distribution centre and 17 regional distribution centres. Our central distribution centre is located in North India and serves as our principal hub, facilitating product dissemination to our regional distribution centres and stores across the country. Our distribution centre distributes products to our stores across India whereas our regional distribution centres distribute products to our stores within a specific geographical area. The table below sets out our transportation costs attributable to transport to and from our central distribution centre located in North India, for the period/ years indicated:

Particulars	For the six months period ended September 30,		For the Financial Year		
	2024	2023	2024	2023	2022
Transportation costs attributable to transport to and from central distribution centre in North India *(₹ in millions)*	682.97	489.48	1,020.63	930.56	705.68
Transportation costs attributable to transport to and from central distribution centre in North India, as a percentage of transportation expenses *(%)*	62.78	66.08	64.69	66.39	67.95

Among our distribution centres, our central distribution centre has the largest floor area amongst our distribution centres, with an aggregate floor area of approximately 0.57 million square feet, and stores a significant portion of our inventories. Our distribution centres act as short-term storage centres that facilitate the distribution of our products to our stores. As of September 30, 2024 and 2023, and as of March 31, 2024, 2023 and 2022, inventory days at our distribution centres was 11, 13, 12, 11 and 14 days, respectively. For details of our store presence and location of our distribution centres, as of September 30, 2024, see "*Our Business*" on page 137.

The table below sets out details of the value of the total inventory held across all our distribution centres as at September 30, 2024 and 2023, and as at March 31, 2024, 2023 and 2022:

Particulars	**As at September 30,**		**As at March 31,**		
	2024	**2023**	**2024**	**2023**	**2022**
Inventory at distribution centres *(₹ in million)*	2,645.43	3,576.33	3,367.38	2,513.87	2,176.95

The geographical location of our central distribution centre in North India renders our supply chain operations susceptible to regional risks, adverse changes and events occurring in and around the region. Regional risks, adverse changes and events that may affect our business operations may include and are not limited to disruptions to our infrastructure, significant natural disasters, workforce disruptions, as well as changes in the general economic conditions, regulatory environment and local government policies. While we have not experienced such disruptions to our supply chain operations due to regional risks, adverse changes and events occurring in and around the region in the six months period ended September 30, 2024 and the Financial Years 2024, 2023 and 2022, we cannot assure you that we will not face such disruptions in the future, which may adversely affect our business, results of operations, financial condition and cash flows.

Further, incidents such as fire, earthquake, flood or other events hindering the operations of our central distribution centre could hinder the distribution of our products. In such circumstances, we may need to utilize alternative facilities to distribute our products. However, we may not be able to do so in a time and cost-efficient manner, or at all. While we have not experienced such disruption in the six months period ended September 30, 2024 and the Financial Years 2024, 2023 and 2022, we cannot assure you that we will be able to effectively manage potential losses arising from such events in the future, which may adversely affect our business, results of operations, financial condition and cash flows.

22. **If we do not maintain our current relationships with third-party brands, or if we fail to establish such new relationships, the quantity and variety of products offered at our stores may decline, which in turn may adversely affect our business, results of operations, financial condition and cash flows.**

While the penetration of our own brands has in the past increased across our product categories, we have in the past sold, and will continue to sell, a significant amount of products from third-party brands across our three product categories, as set forth in the table below:

Particulars	**Six months period ended September 30,**			
	2024		**2023**	
	(₹ in million)	***(% of revenue from operations)#***	***(₹ in million)***	***(% of revenue from operations)#***
Sale of products from third-party brands (across our three product categories)	13,596.06	27.02	11,882.49	28.16
Sale of products from own brands (across our three product categories)	36,665.57	72.86	30,197.83	71.57

Particulars	**Financial Year**					
	2024		**2023**		**2022**	
	(₹ in million)	***(% of revenue from operations)#***	***(₹ in million)***	***(% of revenue from operations)#***	***(₹ in million)***	***(% of revenue from operations)#***
Sale of products from third-party brands (across our three product categories)	24,926.03	27.97	22,150.13	29.20	16,500.62	29.53
Sale of products from own brands (across our three product categories)	63,993.42	71.81	53,479.79	70.50	39,228.81	70.20

 # Other operating revenues constituted 0.12%, 0.27%, 0.22%, 0.30% and 0.27% of our revenue from operations during the six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022, respectively.

Our ability to maintain our current relationships with third-party brands and establish such new relationships depend on, among others, the sales volume of products for third-party brands across our stores. As we aim to continue to introduce new own brands and increase the penetration of our existing own brands across our product categories, we cannot assure you that this will not result in a decrease in sales volume of products for third-party brands across our stores, especially since certain products under our own brands may be directly competing with products under third-party brands. During the six months period ended September 30, 2024 and the Financial Years 2024, 2023 and 2022, while we have not faced any material instance of deterioration in relationships with third-party brands, we cannot assure you that we will be able to maintain the necessary sales volume of products for third-party brands across our stores in the future, and to maintain our current relationships with third-party brands and to establish such new relationships. If we are unable to maintain our current relationships with third-party brands, or if we fail to establish such new relationships, the quantity and variety of products that are offered in our stores may decline, which may adversely affect our business, results of operations, financial condition and cash flows.

23. Our business is subject to seasonality, which may contribute to fluctuations in our results of operations.

We typically experience seasonal fluctuations in the sale of products across our three product categories, with higher sales volumes associated with the festive sale period in the third quarter of each Financial Year, which encompasses holiday events such as Durga Puja, Diwali, annual sales events and other national and regional festivals. Our revenue from operations for the six months period ended September 30, 2024 and 2023 was ₹50,325.13 million and ₹42,194.61 million, respectively. Due to these seasonal fluctuations, our sales and results of operations may vary by quarters, and the sales and results of operations of any given quarter may not be relied upon as indicators of the sales or results of operations of other quarters or of our future performance.

24. If we are unable to adequately protect our intellectual property rights, our brand reputation, competitive position and business may be adversely affected.

As we sell a significant amount of own branded products, our inability to adequately protect our intellectual property rights, including branding rights, may adversely affect our business and competitive position. The table below sets out our revenue from sale of products under own brands (across our three product categories) for the period/ years indicated:

Particulars	**Six months period ended September 30,**			
	2024		**2023**	
	(₹ in million)	***(% of revenue from operations)***	***(₹ in million)***	***(% of revenue from operations)***
Sale of products under own brands (across our three product categories)	36,665.57	72.86	30,197.83	71.57

Particulars	**Financial Year**					
	2024		**2023**		**2022**	
	(₹ in million)	***(% of revenue from operations)***	***(₹ in million)***	***(% of revenue from operations)***	***(₹ in million)***	***(% of revenue from operations)***
Sale of products under own brands (across our three product categories)	63,993.42	71.81	53,479.79	70.50	39,228.81	70.20

Sale of products under own brands for apparel category contributed to 44.48%, 43.80%, 43.65%, 43.04% and 44.87% of our revenue from operations for the six months period ended September 30, 2024 and 2023, and for the Financial Years 2024, 2023 and 2022, respectively, with sale of products under own brands for general merchandise and fast-moving consumer goods contributing to the remaining portion of our total sales under own brands.

The protection of our intellectual property rights may require the expenditure of financial, managerial and operational resources. We rely on a combination of laws and regulations, confidentiality of information and contractual restrictions to protect our intellectual property. We have obtained 83 unique trademark registrations in India relating to our brands under several classes. As of September 30, 2024, we have filed applications for registration for 23 of new trademarks which are currently pending, including three applications which have been rejected. We cannot assure you that our pending applications for registration of new trademarks will be approved in the future. For details, see "*Our Business – Description of Our Business – Intellectual Property*" on page 158. In addition, we have not subjected our intellectual property rights to any valuation exercise in the past. There is also no value of intellectual property rights carried on our balance sheet. Thus, we are unable to disclose the value of our intellectual property rights.

Despite our efforts to protect and enforce our proprietary rights, unauthorized parties have used, and may in the future, use our trademarks or similar trademarks, or obtain and use information that we consider as proprietary, without our knowledge. We have in the past opposed trademark applications, which appear identical or similar to our existing proprietary trademarks, made by third parties. Further, we have in the past issued as well as received cease and desist notices to third parties that have used our proprietary trademarks in an unauthorized manner. For example, while we license certain of our intellectual property rights (including those related to branding and product formulations) to vendors to enable them to manufacture products under our own brands for us, there were past instances where vendors continued to use our intellectual property rights even after our contract manufacturing arrangements have been terminated. Moreover, we have also received cease and desist notices from third-party brands alleging unauthorised use of their registered trademarks. While these past instances of unauthorized use of intellectual property rights by our vendors and allegations of unauthorized use of trademarks by third-party brands did not have a material adverse effect on our business or intellectual property rights, we cannot assure you that any such future instances will not adversely affect our brand reputation, competitive position and business.

25. We are required to obtain and maintain statutory and regulatory approvals in respect of the operations of our stores and distribution centres. Failure to obtain or maintain licenses, registrations, consents, permits and approvals may adversely affect our business, results of operations, financial condition and cash flows.

We are governed by a variety of laws and regulations for our business and operations, including for operation of our stores and distribution centres. Pursuant to such laws and regulations, we are required, and will continue to be required, to obtain and hold relevant licenses, approvals, consents and permits at the local, state and central government levels for undertaking our business including, among others, trade licenses, shops and establishment licenses, legal metrology licenses, no objection certificates in relation to fire safety, license to operate diesel generator sets, registration under the Food Safety and Standards Act, 2006, employees provident fund registration and goods and services tax. For further details, see "*Key Regulations and Policies*" and "*Government and Other Approvals*" on pages 159 and 311, respectively.

While we have obtained a number of approvals required for our operations, including for properties that are leased by us, certain approvals for which we have submitted applications are currently pending. We are also in the process of applying for the renewal of approvals that have expired, and we may continue to do so as required in our ordinary course of business. Our ability to renew such approvals may be subject to a variety of factors, including ongoing legal proceedings relating to the leased property. In addition, we may be required to apply for more approvals, including the renewal of approvals which may expire from time to time, that are required in our ordinary course of business. For further details on pending approvals, see "*Government and Other Approvals*" on page 311. We cannot assure you that we will be able to timely apply for, whether fresh or renewal, all approvals, consents, permits, registrations and clearances required for undertaking our business from time to time, which may restrict our ability to operate our stores and distribution centres. We also cannot assure you that the relevant authority will issue an approval or renew expired approvals within the applicable time period or at all. While we have not faced any material instances in the six months period ended September 30, 2024 and the past three Financial Years, any delay in receipt or non-receipt of such approvals, could result in cost and time overrun, imposition of penalties, or result in the interruption of our operations, which could adversely affect our related operations.

Furthermore, we cannot assure you that the approvals, licenses, registrations, consents and permits issued to us will not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action, and we may be subject to penalty and other statutory and regulatory actions, which may and may have an adverse effect on our business, results of operations, financial condition and cash flows.

26. Significant disruptions of information technology systems or breaches of data security could have an adverse effect on our business, results of operations, financial condition and cash flows.

We depend upon information technology systems for our operations. We have implemented automation and integrated technology systems and processes across our operations, thereby improving our operational workflows. Our information technology related expenditures amounted to ₹80.09 million, ₹81.21million, ₹167.85 million, ₹142.53 million and ₹105.84 million for the six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022, respectively. For details relating to our information technology systems, see "*Our Business – Description of Our Business – Information Technology*" on page 156.

Our information technology systems are potentially vulnerable to system inadequacies, network failures, hardware failures, operating failures, service interruptions or failures, security breaches, malicious intrusions or cyber-attacks from a variety of sources. Cyber-attacks are growing in their frequency, sophistication and intensity, and are becoming increasingly difficult to detect, mitigate or prevent. Cyber-attacks come in many forms, including the deployment of harmful malware, exploitation of vulnerabilities, denial-of-service attacks, the use of social engineering and other means to compromise the confidentiality, integrity and availability of our information technology systems, confidential information and other data. Cyber-attacks targeted at our information technology systems may affect our business operations by interfering with, among others, our (i) ERP and reporting systems used to raise purchase orders, carry out goods receipt, transfer goods and analyse business performance, (ii) loyalty program, which we utilize to drive recommendations and promotions, facilitate cross-sell as well as up-sell of products and enhance the overall shopping experience for our consumers, (iii) allocation system, which we utilize to facilitate automatic unit-based replenishment of stock at our stores directly from our distribution centres in order to meet consumer demand, optimize inventory and reduce wastage, and (iv) e-commerce systems (App, Website, Order Management system) that enables our customers to order products from the convenience of their homes. While we have not experienced any significant disruptions to our information technology systems due to cyber-attacks or outages in the six months period ended September 30, 2024 and the Financial Years 2024, 2023 and 2022, we cannot assure you that we will not encounter any such disruptions in the future. Any such disruption may result in the loss of key information and disruption of production and business processes, which could adversely affect our business, results of operations, financial condition and cash flows.

Our systems are also potentially vulnerable to data security breaches, whether by employees or others that may expose sensitive data, including personal data of consumers, credit or debit card data, or any data related to any other electronic mode of payment, to unauthorized persons. Such data security breaches could lead to unauthorized access to our systems, misappropriation of data and unforeseen disclosure or transfer of data. While we have not experienced any significant data breaches in the six months period ended September 30, 2024 and the Financial Years 2024, 2023 and 2022, any such security breaches could damage our reputation and expose us to litigation, which may in turn have an adverse effect on our business, results of operations, financial condition and cash flows. As part of our operations, we are required to comply with the Information Technology Act, 2000 and the rules thereof, which provides for civil and criminal liability and the Digital Personal Data Protection Act, 2023, provisions whereof, which as and when made effective ("**DPDP Act**") stipulate a monetary penalty in case of breach of the provisions of the DPDP Act. Thus, it is possible that our interpretations of the law and regulations or our practices and platform could be inconsistent with or fail to meet all requirements of such laws, which could expose us to litigation and monetary penalties, which in turn may adversely affect our business, results of operations, financial condition and cash flows.

27. The launch of new brands that prove to be unsuccessful could affect our growth strategy, which in turn could adversely affect our business, results of operations, financial condition and cash flows.

The launch of new brands from time to time is a part of our growth strategy. Our own brands are among our most important assets, as they attract consumers to our products over those of our competitors. The table below sets forth details relating to contribution of our own brands for the six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022:

Particulars	**Six months period ended September 30,**		**Financial Year**		
	2024	**2023**	**2024**	**2023**	**2022**
Contribution of own brands (across our three products categories) to revenue from operations *(₹ in millions)*	36,665.57	30,197.83	63,993.42	53,479.79	39,228.81
Contribution of own brands (across our three product categories) to revenue from operations, as a percentage of total revenue from operations *(%)*	72.86	71.57	71.81	70.50	70.20

During the six months period ended September 30, 2024 and 2023, and the past three Financial Years, we have introduced two new brands in the FMCG product category, and no new brands in the apparel and general merchandise product categories. The table below sets out the revenue contribution from our two new introduced brands during the six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022:

Particulars	**Six months period ended September 30,**		**Financial Year**		
	2024	**2023**	**2024**	**2023**	**2022**
Contribution of new brands *(₹ in million)*	106.52	91.81	197.33	206.07	67.85
Contribution to revenue from operations, as a percentage of total revenue from operations *(%)*	0.21	0.22	0.22	0.27	0.12

New brands require us to understand and make informed judgments as to consumer demands, trends and preferences.

Elements of new brand initiatives entail significant costs and risks, as well as the possibility of unexpected consequences, including:

- acceptance of our new brand initiatives by our consumers may not be as high as we anticipate;

- sale of products under our new brands may not achieve our expected level of sales, due to, among others, uncompetitive pricing and negative public perception of the quality of our products;

- our marketing strategies for new brands may be less effective than planned and may fail to effectively reach the targeted consumer base or result in the expected level of sales; and

- we may experience a decrease in sales of our existing products as a result of the introduction of related new products.

While we have not launched any new brands that proved to be unsuccessful or have been withdrawn by us in the six months period ended September 30, 2024 and the past three Financial Years, we cannot assure you that any new brands that we may launch in the future will be successful, which may have an adverse effect on our business, results of operations, financial condition and cash flows. As we expend considerable time and financial resources in the development and launch of new brands, any unsuccessful launches could delay or impede our ability to achieve our growth objectives, which could adversely affect our business, results of operations, financial condition and cash flows.

28. We continue to operate our business pending receipt of approvals required for our operations, which may lead to fines, penalties or actions taken by relevant authorities, which in turn may adversely affect our business, results of operations, financial condition and cash flows.

While we have obtained a number of approvals required for our operations, including for properties that are leased by us, certain approvals for which we have submitted applications are currently pending. We are also in the process of applying for the renewal of approvals that have expired, and we may continue to do as required in our ordinary course of business. If we continue to operate our business pending receipt of such approvals, this may lead to fines, penalties or actions taken by relevant authorities, which in turn may adversely affect our business, results of operations, financial condition and cash flows. For details, see "*We are required to obtain and maintain statutory and regulatory approvals in respect of the operations of our stores and distribution centres. Failure to obtain or maintain licenses, registrations, consents, permits and approvals may adversely affect our business, results of operations, financial condition and cash flows.*" on page 40.

29. If we are unable to effectively manage our growing operations or pursue our growth strategy of opening new stores, our business, results of operations, financial condition and cash flows may be adversely affected.

As part of our growth strategy, we plan to expand our store footprint in existing and new cities and towns. Our Board has passed a resolution dated October 11, 2024 approving our plan to expand our store footprint in existing and new cities and towns. As we expand our store network in new cities and towns, we may be exposed to a variety of challenges, including those relating to identification of suitable store locations, ability to enter into long-term leasehold arrangements for stores, different consumer preferences, trends, local regulatory regimes and business practices and lack of brand recognition and reputation in these new cities and towns. For details, see "*Our Business – Our Strategy – Expand our Pan-India Store Network*" on page 148.

Our business and operations have grown significantly in recent years, as detailed in the table below as of / for the six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022:

Particulars	As at, or for the six months period ended September 30,		As at, or for the Financial Year ended March 31,		
	2024	2023	2024	2023	2022
Number of Stores	645	576	611	557	501
Revenue from Operations *(₹ in million)*	50,325.13	42,194.61	89,119.46	75,860.37	55,885.15
Retail space *(sq. ft. in millions)*	11.49	10.48	11.01	10.18	9.14
Average store size *(sq. ft.)*	17,812.32	18,201.74	18,011.56	18,268.86	18,250.95

We have an asset-light business model with all our distribution centres and stores leased, and our products manufactured by third-party vendors or sourced from third party brands. Our expansion plans may place significant demands on our managerial, operational and financial resources, and our growing operations will require the training and induction of new employees. Further, our expansion plans may be subject to regulatory and other unanticipated delays. In addition, as we enter new cities and towns, we face competition from both organized and unorganized retailers, who may have an established local presence, and may be more familiar with local consumers' preferences and needs.

Successful operation of our new stores will depend on a number of factors, including:

- our ability to strategically locate new stores in existing and new cities and towns;
- our ability to successfully integrate the new stores with our existing operations (including in particular, operations relating to supply chain, inventory management and hyper-local delivery services) and achieve related synergies;
- our ability to continue to offer an optimal mix of products which successfully meets local consumer preferences at attractive prices;
- our ability to obtain and maintain all relevant approvals required to operate stores;
- the effectiveness of our advertisements and marketing campaigns; and
- our ability to hire, train and retain skilled personnel.

Our stores are typically located in densely populated areas and neighbourhoods. Sales at our stores are derived primarily from the volume of footfalls in these locations. Our store locations may become unattractive in the future due to competition from nearby retailers or nearby developments that affect footfall at our stores, as well as changing consumer preferences in a particular market.

In the past, we had to close some of our stores due to one or more of the above reasons. During the six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022, we closed 1, 5, 7, 10, and 8 stores, respectively, of which 0, 1, 1, 3 and 1 stores, respectively, were closed for reasons other than relocation within the same cities or towns. The closure of stores were primarily due to these stores not achieving our expected level of revenue and profitability within our expected timeframe. If our new stores do not achieve our expected level of revenue and profitability within our expected timeframe, or at all, due to one or more of the above reasons, we may decide to close some of our stores, which may adversely affect our expansion plans, business, results of operations, financial condition and cash flows.

30. We may not be sufficiently protected or insured for certain losses that we may incur or claims that we may face against us.

Our insurance may not be adequate to cover our claims or may not be available to the extent we expect. We maintain insurance coverage under several insurance policies such as standard fire and special perils policy, portable electronic equipment insurance, director and officers liability insurance policy, marine export import insurance, open policy and burglary policy. These policies broadly cover losses relating to fire, electronic equipment, actions of directors and officers, burglary, among others.

As of September 30, 2024, our inventories were ₹18,490.57 million, constituting 19.36% of our total assets, and the insurance coverage on such inventories was 100.00% of our inventories. While we maintain adequate insurance coverage on our inventories, we cannot assure you that our insurance policies cover all risks and therefore may not protect us from liability for damages. These may lead to financial liability and other adverse consequences. While there has been no instance of any loss for which we were not able to claim the full insured amount in the six months period ended September 30, 2024 and the past three Financial Years, we cannot assure you that our insurance policies will be adequate to cover any damage or loss suffered by us in the future. For details, see "*Our Business – Description of Our Business – Insurance*" on page 157.

31. Any disruptions in transportation services provided by third parties that we engage may adversely affect our business, results of operations, financial condition and cash flows.

We engage third-party transport service providers to transport products from our central distribution centre to our regional distribution centres and stores. We typically do not enter into any agreements with these third-party transport service providers and engage them on a needs basis. Apart from one of our Promoters, Samayat Services LLP, which provides us with transportation services, none of our transportation service providers are related to our Promoters, members of Promoter Group, Key Managerial Personnel or Directors of our Company. The table below sets forth details relating to our transportation expenses for the years/period indicated:

Particulars	For the six months period ended September 30,		For the Financial Year		
	2024	2023	2024	2023	2022
Transportation expenses *(₹ in million)*	1,087.93	740.71	1,577.78	1,401.67	1,038.45
Transportation expenses, as a percentage of total expenses *(%)*	2.31	1.86	1.90	1.95	1.93

Our operations and profitability are dependent upon the availability of transportation facilities in a time and cost-efficient manner. Accordingly, our business is vulnerable to increased transportation costs, transportation strikes and lock-outs, shortage of labour, delays and disruption of transportation services caused by events such as weather related problems and accidents. Further, movement of goods encounters additional risks such as accidents, pilferage and spoilage, which may adversely affect our business, results of operations, financial condition and cash flows. During the Financial Year 2021, we faced disruptions in transportation services provided by third-party transport service providers due to restrictions in truck movements across India, which were caused by a variety of government restrictions imposed on the movement of products due to the COVID-19 pandemic. While these disruptions did not have a material adverse effect on our business, we cannot assure you that future disruptions in transportation services will not adversely affect our business, results of operations, financial condition and cash flows. For details, see "*Our Business – Description of our Business – Supply Chain and Logistics*" on page 154.

32. If we are unable to establish and maintain an effective system of internal controls, our business and reputation could be adversely affected.

We manage regulatory compliance by monitoring and evaluating our internal controls, and ensuring that we are in compliance with all relevant statutory and regulatory requirements. However, we have faced one instance of deficiency in internal controls in the six months period ended September 30, 2024 and the past three Financial Years. During the Financial Year 2022, due to a lack of clarity of the relevant rules and procedures required to be put in place, our Company did not create a separate bank account for the transfer of unspent amount towards corporate social responsibility (amounting to ₹19.30 million) within the prescribed timelines under Section 135(6) of the Companies Act. While this past incident was rectified, and did not have a material adverse effect on our business and operations, we cannot assure you that future deficiencies in our internal controls will not arise, or that we will be able to implement, and continue to maintain, adequate measures to rectify or mitigate any such deficiencies in our internal controls, in a timely manner or at all. As we continue to grow our business, we cannot assure you that there will be no other instances of such inadvertent non-compliances with statutory requirements in the future, which may subject us to regulatory action, including monetary penalties, which may adversely affect our business and reputation.

33. Our Directors, Key Managerial Personnel and Senior Management Personnel are interested in our Company's performance in addition to their remuneration and reimbursement of expenses.

In addition to the regular benefits and remuneration paid, Directors, Key Managerial Personnel and Senior Management Personnel of our Company are also interested in our Company to the extent of their shareholding in our Company, employee stock option plans, dividends, bonuses and other distributions. As on the date of this Red Herring Prospectus, details of the shareholding of Directors, Key Managerial Personnel and Senior Management Personnel of our Company are set out below:

S. No.	Name	Number of Equity Shares	Number of employee stock options outstanding as on date of RHP	Percentage of the pre-Offer Equity share capital, on a fully diluted basis* *(%)*
Directors and Key Managerial Personnel of our Company				
1.	Gunender Kapur	40,000,000	135,494,799	2.44
2.	Amit Gupta	400,000	7,600,000	0.03
3.	Rahul Luthra	-	150,000	Negligible
Senior Management Personnel of our Company				
4.	Manoj Kumar	3,988,284	7,705,523	0.12
5.	Karthik Kuppusamy	2,731,000	7,532,807	0.09
6.	Vishal Mehrotra	1,500,000	7,000,000	0.05
7.	Anne Martine Marie Puvis Cardinali	1,191,480	9,311,045	0.09
8.	Samir Agrawal	1,450,000	7,813,807	0.10
9.	S Raamesh	280,000	2,220,000	0.03
10.	Kuldeep Sharma	-	2,500,000	0.03

S. No.	Name	Number of Equity Shares	Number of employee stock options outstanding as on date of RHP	Percentage of the pre-Offer Equity share capital, on a fully diluted basis* *(%)*
11.	Dhruva Dubey	-	1,100,000	Negligible

** Calculated assuming allotment of Equity Shares pursuant to exercise of all outstanding options vested under the ESOP 2019.*

We cannot assure you that there will not be any conflict of interest between our Directors, Key Managerial Personnel and Senior Management Personnel and that of our Company. As shareholders of our Company, our Directors, Key Managerial Personnel and Senior Management Personnel may take actions with respect to our business which may be in conflict with the interests of our Company or the minority shareholders. However, no instances of such conflict of interests have occurred in the six months period ended September 30, 2024 and the past three Financial Years. For further information on the interests of our Directors, Key Managerial Personnel and Senior Management Personnel other than their remuneration or reimbursement of expenses in the ordinary course of business, see *"Our Management"* on page 175.

Further, while our Directors are not interested in other business ventures which are in the same line of activity or business as us, we cannot assure you that such a conflict will not arise in the future, or that we will be able to suitably resolve any such conflict without an adverse effect on our business or operations. Additionally, we cannot assure you that our Directors will not undertake or acquire interests in competing ventures in the locations or segments in which we operate. Conflicts of interest may arise in the future, which may adversely affect our business, results of operations, financial condition and cash flows.

34. Our Promoters will continue to retain a significant shareholding in us after this Offer, which will allow them to exercise significant influence over us and any substantial change in our Promoters' shareholding may have an impact on the trading price of our Equity Shares which could have an adverse effect on our business, results of operations, financial condition and cash flows.

One of our Promoters, Samayat Services LLP, holds 4,453,118,981 Equity Shares, or 96.46% of our issued, subscribed and paid-up Equity Share capital, on a fully diluted basis. Upon completion of the Offer, Samayat Services LLP will continue to hold majority of our post-Offer Equity Share capital. For details of our Equity Shares, see "*Capital Structure — Notes to the Capital Structure — Shareholding of our Promoters and Promoter Group*" on page 76.

Accordingly, our Promoters will continue to exercise significant influence over our business policies and affairs and all matters submitted to our Board or Shareholders for approval, including the composition of our Board of Directors, the adoption of amendments to our charter documents, the approval of mergers, strategic acquisitions or the sales of substantially all of our assets, and the policies for dividends, lending, investments and capital expenditures. This concentration of ownership also may delay, defer or even prevent a change in control of our Company and may make some transactions more difficult or impossible without the support of these shareholders. The trading price of our Equity Shares could be adversely affected if potential new investors are disinclined to invest in us because they perceive disadvantages to a large shareholding being concentrated in our Promoter. The interests of the Promoters as our controlling shareholders could conflict with our interests or the interests of our other shareholders.

35. We have made investments into our Subsidiaries, and we depend on our Material Subsidiary, Airplaza Retail Holdings Private Limited, to operate our stores as well as our Vishal Mega Mart website and mobile application. If we are unable to exercise control over our Subsidiaries for any reason in the future, our business, results of operations, financial condition and cash flows may be adversely affected.

Our Company has two Subsidiaries, namely, Airplaza Retail Holdings Private Limited and Vishal e-Commerce Private Limited. Airplaza Retail Holdings Private Limited is our Material Subsidiary. For details, see "*History and Certain Corporate Matters - Subsidiaries*" on page 172. Our investments made in Airplaza Retail Holdings Private Limited and Vishal e-Commerce Private Limited were ₹747.56 million and ₹10.00 million, respectively, as at September 30, 2024, March 31, 2024, 2023 and 2022. Our investments made in Vishal e-Commerce Private Limited have been fully impaired in our Restated Consolidated Financial Statements.

We depend on our Material Subsidiary, Airplaza Retail Holdings Private Limited, to operate our stores as well as our Vishal Mega Mart website and mobile application. Our Company procures products under our own brands from third-party manufacturers engaged by our Company, and subsequently supplies these products to our Material Subsidiary under a contractual arrangement. The table below sets out our Company's sale of traded goods to our Material Subsidiary for the period/ years indicated:

Particulars	For the six months period ended September 30,		For the Financial Year		
	2024	2023	2024	2023	2022
Sale of traded goods – Airplaza Retail Holdings Private Limited *(₹ in million)*	30,163.92	28,289.65	60,705.44	54,935.32	41,280.19

If we are unable to exercise control over our Subsidiaries for any reason in the future, including due to the dilution of our shareholdings in our Subsidiaries, we may not be able to recover all or a portion of our investments in our Subsidiaries, and we may also need to find alternative arrangements to operate our stores as well as our Vishal Mega Mart website and mobile application, which in turn may adversely affect our business, results of operations, financial condition and cash flows.

36. We track certain operating metrics through our internal systems and tools, which may result in inaccurate data or may be subject to changes in the future.

We track certain operating metrics (including number of stores, same-store sales growth, among others) through our internal systems and tools, including software. Our methodologies for tracking these metrics may change over time, which could result in changes to our metrics in the future, including metrics that we publicly disclose. In addition, while we report data based on what we believe, at the time of reporting, to be reasonable estimates of our metrics for the applicable period of measurement, there are inherent challenges and limitations with respect to such data or our methodologies. For example, if our internal systems and tools track our metrics inaccurately, or if there is any deficiency in our internal systems and tools, the corresponding data may be inaccurate. This may impair our understanding and evaluation of certain aspects of our business, which could affect our operations and long-term strategies. Such supplemental financial and operational information is therefore of limited utility as an analytical tool, and investors are cautioned against considering such information either in isolation or as a substitute for an analysis of our Restated Consolidated Financial Information disclosed elsewhere in this Red Herring Prospectus.

Further, these (and other non-GAAP metrics presented in this Red Herring Prospectus, such as EBITDA and EBITDA Margin) are supplemental measures of our performance and liquidity that is not required by, or presented in accordance with, Ind AS, Indian GAAP, IFRS or US GAAP. Further, these metrics are not a measurement of our financial performance or liquidity under Ind AS, Indian GAAP, IFRS or US GAAP and should not be considered in isolation or construed as an alternative to cash flows, profit/(loss) for the period/ year or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS, Indian GAAP, IFRS or US GAAP. Although these non-GAAP metrics are not a measure of performance calculated in accordance with applicable accounting standards, our management believes that they are useful to an investor in evaluating us, as these metrics are widely used measured to evaluate an entity's operating performance. In addition, these are not standardised terms, hence a direct comparison of these measures between companies may not be possible. Other companies may calculate these measures differently from us, limiting its usefulness as a comparative measure. If our operating metrics are not accurate representations of our business, if investors do not perceive our operating metrics to be accurate, or if we discover material inaccuracies with respect to these figures, we expect that our business, reputation, financial condition, results of operations and cash flows would be adversely affected.

37. This Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, RedSeer Strategy Consultants Private Limited ("RedSeer"), which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Offer.

The industry and market information contained in this Red Herring Prospectus includes information derived from an industry report prepared by RedSeer titled "India's Aspirational Retail Market" dated November 18, 2024 (the "**RedSeer Report**"). The RedSeer Report has been commissioned and paid for by us for the purposes of confirming our understanding of the industry exclusively in connection with the Offer. We officially engaged RedSeer in connection with the preparation of the RedSeer Report pursuant to an engagement letter dated March 26, 2024. The RedSeer Report uses certain methodologies for market sizing and forecasting, and may include numbers relating to our Company that differ from those we record internally. Our Company, Subsidiaries, Promoters, Directors, Key Managerial Personnel, Senior Management Personnel and the Book Running Lead Managers are not related to RedSeer.

Industry sources and publications are also prepared based on information as of specific dates. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Due to possibly flawed or ineffective collection methods or discrepancies between published information and market practice and other problems, the statistics herein may be inaccurate or may not be comparable to statistics produced for other economies and should not be unduly relied upon. Further, we cannot assure you that they are stated or compiled on the same basis or with the same degree of accuracy as may be the case elsewhere. Statements from third parties that involve estimates are subject to change, and actual amounts may differ significantly from those included in this Red Herring Prospectus. For further details see "*Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation*" on page 17.

EXTERNAL RISK FACTORS

Risks Related to India

38. The occurrence of natural disasters and other events such as fire and political unrest may cause us to suspend our store operations, which may have an adverse effect on our business, results of operations, financial condition and cash flows.

The occurrence of natural disasters such as floods, earthquakes, hurricanes, typhoons and tsunamis, and other events such as fire and political unrest, may cause us to suspend our store operations. In the six months period ended September 30, 2024 and the past three Financial Years, we experienced two material* incidents of flood at our individual stores located in Kharar, Punjab and Ambala, Haryana (collectively, "**Flood Incidents**"), and seven material* incidents of fire at our individual stores located in Aligarh (Uttar Pradesh), Vijaynagaram (Andhra Pradesh), Badshahpur (Haryana), Muzaffarpur (Bihar), Dehradun (Uttarakhand), Lucknow (Uttar Pradesh) and Buxar (Bihar) (collectively, "**Fire Incidents**"). The Flood Incidents had occurred on account of heavy rainfalls, and the Fire Incidents had occurred on account of electrical short circuits within our stores. While the Flood Incidents had not caused any of the affected stores to suspend operations, the Fire Incidents had caused the affected store in Vijaynagaram, Andhra Pradesh to permanently suspend operations and the affected stores in Badshahpur (Haryana), Aligarh (Uttar Pradesh) and Lucknow (Uttar Pradesh) to temporarily suspend operations for 95 days, 90 days and 3 days, respectively. Neither the Flood Incidents nor the Fire Incidents caused any injury to our consumers or employees. In respect of the Flood Incidents and Fire Incidents, we incurred losses amounting to approximately ₹7.54 million and ₹100.09 million, respectively, of which ₹7.54 million and ₹53.33 million have been reimbursed to us through insurance claims, respectively, with the remaining claims currently still being processed by the insurance company. While the Flood Incidents and the Fire Incidents did not have a material financial effect on our business, we cannot assure you that future incidents of natural disasters or other events such as fire will not result in a widespread suspension of our store operations, which may adversely affect our business, results of operations, financial condition and cash flows.

**Material incidents of flood and fire only include incidents which we deem material and resulted in insurance claims being made by us. We do not track incidents of minor flood and fire for which we do not deem material and have not made any insurance claims.*

39. We may be subject to theft, fraud or other similar incidents which may have an adverse effect on our business, results of operations, financial condition and cash flows.

Our business is exposed to the risk of theft, fraud, pilferage by employees, misappropriation of funds or inventory, and other similar incidents which result in shrinkage at our stores. An increase in the levels of shrinkage at our stores may require us to deploy more security staff and increase surveillance, which would increase our operational costs and adversely affect our profitability.

As part of our business, we accept cash as a mode of payment on sale of products at our stores. A significant portion of our in-store transactions are collected in cash. This exposes us to the risk of theft or misappropriation of cash and inventory in our stores, by our employees as well as third parties. We maintain insurance coverage for theft in our stores. The table below sets forth details relating to theft in our stores for the six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022:

Particulars	Six months period ended September 30,			
	2024		2023	
	Number of instances	*Aggregate loss (₹ in million)*	*Number of instances*	*Aggregate loss (₹ in million)*
Theft in stores*	1	0.61	-	-

Particulars	Financial Year					
	2024		2023		2022	
	Number of instances	*Aggregate loss (₹ in million)*	*Number of instances*	*Aggregate loss (₹ in million)*	*Number of instances*	*Aggregate loss (₹ in million)*
Theft in stores*	1	2.20	1	0.57	-	-

**Only includes incidents of theft in stores which resulted in insurance claims being made by us. We do not keep track of incidents of minor thefts for which we have not made any insurance claims.*

We have not experienced any instance of fraud, pilferage by employees, misappropriation of funds or inventory which have materially and adversely affected our results of operations during the six months period ended September 30, 2024 and the past three Financial Years. While we incur expenses on hiring security personnel and installing surveillance equipment at our stores in order to mitigate the risk of theft, fraud, pilferage by employees, misappropriation of funds or inventory, and other similar incidents which result in shrinkage at our stores, we cannot assure you that we will be successful in preventing all such incidents in the future, which may have an adverse effect on our business, results of operations, financial condition and cash flows.

40. The retail market in India in which we operate in, and the aspirational retail market in India which we cater to, may be affected by a variety of economic events in India, which in turn may adversely affect our business, results of operations, financial condition and cash flows.

The retail market in India in which we operate in, and the aspirational retail market in India which we cater to may be susceptible to economic events such as economic downturns, recessions, heightened inflationary pressures, geopolitical tensions, potential shifts in government policies and intensified competition (Source: *RedSeer Report* at page 135). Economic downturns or recessions could materially affect discretionary retail spending, leading to a reduction in overall sales (Source: *RedSeer Report* at page 135). Further, heightened inflationary pressures could diminish consumer purchasing power, leading to lower sales volume and profitability, as customers de-prioritize purchase of discretionary goods (Source: *RedSeer Report* at page 135). Inflationary pressures could also significantly affect the aspirational retail segment, where consumers are highly sensitive to price changes. In addition, geopolitical tensions pose substantial risks to supply chain continuity and cost structures, potentially leading to inventory shortages and increased costs (Source: *RedSeer Report* at page 135). Moreover, potential shifts in government policies, including changes in taxation, foreign direct investment regulations and labour laws, could pose regulatory challenges to our business (Source: *RedSeer Report* at page 135). Further, intensified competition, fuelled by substantial investments and technological advancements, and with the presence of multiple business models within the aspirational retail market, competitors may gain competitive advantages (Source: *RedSeer Report* at page 135). The occurrence of any or all of the above economic events in the future could affect our growth trajectory and business performance, which in turn may adversely affect our business, results of operations, financial condition and cash flows.

41. We face significant competition in the Indian retail and consumer industry and any increase in competition may adversely affect our business, results of operations, financial condition and cash flows.

The Indian retail and consumer industry is highly competitive. Competition is characterized by several factors, including assortment, price and quality. We face competition from existing retailers, both organised and un-organised, and potential entrants to the retail and consumer industry which may adversely affect our competitive position and our profitability. We also face competition from online retailers and e-commerce marketplaces. We expect competition to increase with new entrants entering the retail and consumer industry, who may have more resources and flexibility in responding to changing business and economic conditions, and existing retailers consolidating their positions.

Some of our competitors might have competitive advantages such as greater number of stores, longer operating histories, better brand recognition, greater financial resources, greater market penetration, better store locations, leaner supply chains, more efficient distribution networks or more diverse merchandise mix. Increased competition from existing retailers and new entrants in the retail and consumer industry may result in pricing pressures, which may affect our ability to maintain or increase our product prices, adversely impacting our profit margins. Our competitors may be able to lower their prices for certain similar products, as they may have competitive advantages in that particular product category, including lower cost of acquisition of finished goods. Pricing pressure from our competitors may cause us to lose consumers, fail to attract new consumers and result in an overall reduction in our market share. Further, our competitors may also innovate faster and more efficiently, and may leverage new technologies to offer more efficient or lower-cost products. While we have not faced any such material instances in the six months period ended September 30, 2024 and the past three Financial Years, any failure by us to change our offerings in ways that compete effectively with and adapt to such changes may lead to a reduction in our sales volume, which could have an adverse effect on our business, results of operations, financial condition and cash flows. For details, see "*Our Business – Description of Our Business – Competition*" page 157.

42. All our business and operations are located in India and as such, we are subject to economic, political and market conditions in India, many of which are beyond our control.

The Indian economy and capital markets are influenced by economic, political and market conditions in India and globally. We are incorporated in India, and all of our business and our personnel are located in India. During the six months period ended September 30, 2024 and September 30, 2023 and the past three Financial Years, all of our revenues were derived from India. Consequently, our business, results of operations, financial condition and cash flows will be affected by a number of macroeconomic and demographic factors in India which are beyond our control. In particular, our total income and profitability are correlated to consumer discretionary spending in India, which is influenced by general economic conditions, salaries, employment levels and consumer confidence. Recessionary economic cycles, a protracted economic slowdown, a worsening economy, increased unemployment, rising interest rates or other industry-wide cost pressures could also affect consumer behaviour and spending for consumer products and lead to a decline in our total income and profitability.

While our results may not necessarily track India's economic growth figures, the Indian economy's performance affects the environment in which we operate. Any slowdown or perceived slowdown in the Indian economy, or in specific sectors of the Indian economy, could adversely affect our business, results of operations, financial condition, cash flows and the price of the Equity Shares.

43. If inflation rises in India, increased costs may result in a decline in profits and results of operations may be adversely affected.

Inflation rates in India have been volatile in recent years, and such volatility may continue. Increasing inflation in India could cause a rise in the costs of third-party suppliers and vendors, rents, wages and other expenses. In recent years, India has experienced consistently high inflation, especially and increasingly so in recent months, which has increased the price of, among other things, our rent and wages. Further, while the Government of India has previously initiated economic measures to combat high inflation rates, it is unclear whether these measures will remain in effect, and there can be no assurance that Indian inflation levels will not worsen and rise in the future. If we are unable to increase our revenues sufficiently to offset our increased costs due to inflation, it could have an adverse effect on our business, results of operations, financial condition, cash flows and prospects.

44. Our ability to raise foreign capital may be constrained by Indian law.

Foreign investments into Indian companies are regulated by the Government of India and the Reserve Bank of India ("**RBI**"). For example, under its consolidated foreign direct investment policy (effective from October 15, 2020) ("**FDI Policy**"), Foreign Exchange Management Act, 1999 and the rules and regulations thereunder, each as amended ("**FEMA**"), the Government of India has specific prescribed requirements and conditionalities with respect to the level of foreign investment permitted in certain business sectors both without prior regulatory approval (the "**Automatic Route**") and with prior regulatory approval (the "**Approval Route**").

Our Company is engaged in the manufacturing business (through contract manufacturing in India), where 100% foreign investment is permitted under the Automatic Route. However, the business of one of our Subsidiaries is engaged in the sectors which fall under the Approval Route, or where foreign investment is subject to sectoral conditionalities. Presently, our Company is owned and controlled by resident Indian entities, and accordingly any foreign investment in our Company is not considered to be 'indirect' or 'downstream' foreign investment in our Subsidiaries. However, since one of our Subsidiaries undertakes businesses that fall under the Approval Route, the total foreign investment in our Company cannot exceed 49.90% of our Company's share capital, and foreign investors cannot be deemed to own and control our Company. This may restrict our ability to raise capital in the future or in the ability of foreign investors to purchase Equity Shares.

The Government of India has made and may continue to make revisions to FEMA and the FDI Policy. In the event of any adverse amendments to the FDI Policy or FEMA in the future, our ability to develop our business, take advantage of acquisition or other growth opportunities or raise capital through foreign investment in a timely manner or at all may affect our business, financial conditions and results of operations.

45. Changing laws, rules and regulations and legal uncertainties, including any adverse application of corporate and tax laws, may adversely affect our business, results of operations, financial condition, cash flows and prospects.

The regulatory and policy environment in which we operate is evolving and subject to change. Such changes, including the instances mentioned below, may adversely affect our business, results of operations, financial condition, cash flows and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

For instance, GoI has announced the Union Budget for the Financial Year 2024-25 pursuant to which the Finance Act, 2024 has introduced several amendments to taxation laws in India. Unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals.

Further, the GoI introduced new laws relating to social security, occupational safety, industrial relations and wages namely, the Code on Social Security, 2020 ("**Social Security Code**"), the Occupational Safety, Health and Working Conditions Code, 2020, the Industrial Relations Code, 2020 and the Code on Wages, 2019, which consolidate, subsume and replace numerous existing central labour legislations, were to take effect from April 1, 2021 (collectively, the "**Labour Codes**"). The GoI has deferred the effective date of implementation of the respective Labour Codes, and they shall come into force from such dates as may be notified. Different dates may also be appointed for the coming into force of different provisions of the Labour Codes. While the rules for implementation under these codes have not been finalized, as an immediate consequence, the coming into force of these codes could increase the financial burden on our Company, which may adversely impact our profitability. For instance, under the Social Security Code, a new concept of deemed remuneration has been introduced, such that where an employee receives more than half (or such other percentage as may be notified by the Central Government) of their total remuneration in the form of allowances and other amounts that are not included within the definition of wages under the Social Security Code, the excess amount received shall be deemed as remuneration and accordingly be added to wages for the purposes of the Social Security Code and the compulsory contribution to be made towards the employees' provident fund.

Unfavourable changes in or interpretations of existing, or the promulgation of new laws, rules and regulations including foreign investment and stamp duty laws governing our business and operations could result in us being deemed to be in contravention of such laws and may require us to apply for additional approvals. We may incur increased costs and other burdens relating to compliance with new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations, financial condition, cash flows and prospects. Uncertainty in the application, interpretation or implementation of any amendment to, or change in, governing law, regulation or policy, including by reason of an absence, or a limited body, of administrative or judicial precedent may be time consuming as well as costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future.

46. A downgrade in ratings of India may affect the trading price of the Equity Shares.

India's sovereign debt rating could be downgraded due to several factors, including changes in tax or fiscal policy or a decline in India's foreign exchange reserves, all which are beyond our control. Our borrowing costs and our access to the debt capital markets depend significantly on the sovereign credit ratings of India. Any adverse revisions to India's credit ratings for domestic and overseas debt by international rating agencies may adversely impact our ability to raise additional external financing, and the interest rates and other commercial terms at which such additional financing is available. This could have an adverse effect on our business and future financial performance, our ability to obtain financing for capital expenditures and the trading price of the Equity Shares.

47. Financial instability in other countries may cause increased volatility in Indian financial markets.

The Indian market and the Indian economy are influenced by economic and market conditions in other countries, including conditions in the United States, Europe and certain emerging economies in Asia. Financial turmoil in Asia, Russia and elsewhere in the world in recent years has adversely affected the Indian economy. Any worldwide financial instability may cause increased volatility in the Indian financial markets and, directly or indirectly, adversely affect the Indian economy and financial sector and us.

Furthermore, economic developments globally can have a significant impact on India. In particular, the global economy has been negatively impacted by the recent conflict between Russia and Ukraine. Governments in the United States, United Kingdom, and European Union have imposed sanctions on certain products, industry sectors, and parties in Russia. The conflict could negatively impact regional and global financial markets and economic conditions, and result in global economic uncertainty and increased costs of a variety of commodities, raw materials, energy and transportation. In addition, recent increases in inflation and interest rates globally, including in India, could adversely affect the Indian economy.

In addition, China is one of India's major trading partners and there are rising concerns of a possible slowdown in the Chinese economy as well as a strained relationship with India, which could have an adverse impact on the trade relations between the two countries. The sovereign rating downgrades for Brazil and Russia (and the imposition of sanctions on Russia) have also added to the growth risks for these markets. These factors may also result in a slowdown in India's export growth. Any significant financial disruption could have an adverse effect on our business, results of operations, financial condition and cash flows.

48. Significant differences exist between the Indian Accounting Standards (Ind AS) used to prepare our financial information and other accounting principles, such as the United States Generally Accepted Accounting Principles (U.S. GAAP) and the International Financial Reporting Standards (IFRS), which may affect investors' assessments of our Company's financial condition.

Our Restated Consolidated Financial Information for six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022 included in this Red Herring Prospectus are prepared under Ind AS, which differs from accounting principles with which prospective investors may be familiar, such as Indian GAAP, IFRS and U.S. GAAP.

Accordingly, the degree to which the Restated Consolidated Financial Information and financial information included in this Red Herring Prospectus, will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Persons not familiar with Indian accounting practices, Ind AS, the Companies Act and the SEBI ICDR Regulations should limit their reliance on the financial disclosures presented in this Red Herring Prospectus.

49. Our business and activities may be regulated by the Competition Act, 2002 and proceedings may be enforced against us.

The Competition Act, 2002, as amended (the "**Competition Act**") was enacted for the purpose of preventing practices that have or are likely to have an adverse effect on competition in India and has mandated the Competition Commission of India (the "**CCI**") to separate such practices. Under the Competition Act, any arrangement, understanding or action, whether formal or informal, which causes or is likely to cause an appreciable adverse effect on competition is void and attracts substantial penalties.

Further, any agreement among competitors which directly or indirectly involves determination of purchase or sale prices, limits or controls production, or shares the market by way of geographical area or number of consumers in the relevant market is presumed to have an appreciable adverse effect on competition in the relevant market in India and shall be void. Further, the Competition Act prohibits abuse of dominant position by any enterprise.

The combination regulation (merger control) provisions under the Competition Act require that the acquisition of shares, voting rights, assets or control or mergers or amalgamations which exceed any of the prescribed asset and turnover based thresholds shall be mandatorily notified to and pre-approved by the CCI. Further, the CCI has extra-territorial powers and can investigate any agreements, abusive conduct or combination occurring outside of India if such agreement, conduct or combination has an appreciable adverse effect in India. Any breach of the provisions of the Competition Act by our Company may attract substantial monetary penalties.

The Government of India has also passed the Competition (Amendment) Act, 2023, which has proposed several amendments to the Competition Act, such as introduction of deal value thresholds for assessing whether a merger or acquisition qualifies as a "combination", expedited merger review timelines, codification of the lowest standard of "control" and enhanced penalties for providing false information or a failure to provide material information.

The applicability or impact of the provisions of the Competition Act on the agreements entered into by us cannot be predicted with certainty at this stage. However, if we pursue an acquisition driven growth strategy, we may be affected, directly or indirectly, by the application or interpretation of any provision of the Competition Act, any enforcement proceedings initiated by the CCI, any adverse publicity that may be generated due to scrutiny or prosecution by the CCI, or any prohibition or substantial penalties levied under the Competition Act, which would adversely affect our business, results of operations, financial condition, cash flows and prospects. We are not currently party to any outstanding proceedings, nor have we ever received any notice in relation to non-compliance with the Competition Act. Any enforcement proceedings initiated by the CCI in future, or any adverse publicity that may be generated due to scrutiny or prosecution by the CCI may affect our business, results of operations, financial condition and cash flows.

Risks Related to the Offer

50. Subsequent to the listing of the Equity Shares, we may be subject to surveillance measures, such as the Additional Surveillance Measures and the Graded Surveillance Measures by the Stock Exchanges in order to enhance the integrity of the market and safeguard the interest of investors

Subsequent to the listing of the Equity Shares, we may be subject to Additional Surveillance Measures ("**ASM**") and Graded Surveillance Measures ("**GSM**") by the Stock Exchanges. These measures are in place to enhance the integrity of the market and safeguard the interest of investors. The criteria for shortlisting any security trading on the Stock Exchanges for ASM is based on objective criteria, which includes market based parameters such as high low price variation, concentration of client accounts, close to close price variation, market capitalization, average daily trading volume and its change, and average delivery percentage, among others. Securities are subject to GSM when its price is not commensurate with the financial health and fundamentals of the issuer. Specific parameters for GSM include net worth, net fixed assets, price to earning ratio, market capitalization and price to book value, among others. Factors within and beyond our control may lead to our securities being subject to GSM or ASM. In the event our Equity Shares are subject to such surveillance measures implemented by any of the Stock Exchanges, we may be subject to certain additional restrictions in connection with trading of our Equity Shares such as limiting trading frequency (for example, trading either allowed once in a week or a month) or freezing of price on upper side of trading which may have an adverse effect on the market price of our Equity Shares or may in general cause disruptions in the development of an active trading market for our Equity Shares.

51. We cannot assure payment of dividends on the Equity Shares in the future and our ability to pay dividends in the future will depend upon future earnings, financial condition, cash flows, working capital requirements, capital expenditures and restrictive covenants of our financing arrangements.

We have a formal dividend policy as on the date of this Red Herring Prospectus. Further, we have not declared dividends on the Equity Shares during the current Financial Year and the past three Financial Years. Our ability to pay dividends in the future will depend upon our future results of operations, financial condition, cash flows, sufficient profitability, working capital requirements and capital expenditure requirements and other factors considered relevant by our directors and shareholders. We cannot assure you that we will be able to pay dividends on the Equity Shares at any point in the future. For details, see "*Dividend Policy*" on page 196.

The declaration and payment of dividends will be recommended by the Board of Directors and approved by the Shareholders, at their discretion, subject to the provisions of the Articles of Association and applicable law, including the Companies Act. We may retain all future earnings, if any, for use in the operations and expansion of the business. As a result, we may not declare dividends in the foreseeable future. Any future determination as to the declaration and payment of dividends will be at the discretion of our Board and will depend on factors that our Board deems relevant, including among others, our future earnings, financial condition, cash requirements, business prospects and any other financing arrangements. Accordingly, realization of a gain on the Shareholders' investments will depend on the appreciation of the price of our Equity Shares. We cannot assure you that our Equity Shares will appreciate in value.

52. Our Equity Shares have never been publicly traded, and after the Offer, the Equity Shares may experience price and volume fluctuations, and an active trading market for the Equity Shares may not develop. Further, the Offer Price may not be indicative of the market price of the Equity Shares after the Offer.

Prior to the Offer, there has been no public market for the Equity Shares, and an active trading market on the Stock Exchanges may not develop or be sustained after the Offer. Listing and quotation does not guarantee that a market for the Equity Shares will develop, or if developed, the liquidity of such market for the Equity Shares.

The determination of the Price Band is based on a variety of factors and assumptions, and will be determined by us in consultation with the Book Running Lead Managers. The Offer Price of the Equity Shares is proposed to be determined by us, in consultation with the Book Running Lead Managers, through a book-building process as set out under the SEBI ICDR Regulations. The Offer Price will be based on numerous factors, including factors as described under "*Basis for Offer Price*" beginning on page 88, and may not be indicative of the market price of the Equity Shares at the time of commencement of trading of the Equity Shares or at any time thereafter. Further, the current market price of some securities listed pursuant to certain previous issues managed by the Book Running Lead Managers is below their respective issue prices. For further details, see *"Other Regulatory and Statutory Disclosures — Price information of past issues handled by the Book Running Lead Mangers*" on page 321. The market price of our Equity Shares may be subject to significant fluctuations in response to, among other factors:

- results of operations that vary from the expectations of research analysts and investors;

- results of operations that vary from those of our competitors;
- changes in expectations as to our future financial performance, including financial estimates by research analysts and investors;
- conditions in financial markets, including those outside India;
- a change in research analysts' recommendations;
- announcements by us or our competitors of new products, significant acquisitions, strategic alliances or joint operations;
- claims or proceedings by third parties or governmental entities of significant claims or proceedings against us;
- new laws and governmental regulations or changes in laws and governmental regulations applicable to our industry;
- developments relating to our peer companies;
- additions or departures of Key Management Personnel; and
- general economic and stock market conditions.

There has been significant volatility in the Indian stock markets in the recent past, and the market price of the Equity Shares may be subject to significant fluctuations in response to, among other factors, variations in our operating results, market conditions specific to the industry we operate in, developments relating to India, volatility in securities markets in jurisdictions other than India, variations in the growth rate of financial indicators, variations in revenue or earnings estimates by research publications, and changes in economic, legal and other regulatory factors. Consequently, the price of our Equity Shares may be volatile, and you may be unable to resell your Equity Shares at or above the Offer Price, or at all. A decrease in the market price of our Equity Shares could cause investors to lose some or all of their investment.

53. Investors may be subject to Indian taxes arising out of income arising on the sale of and dividend on the Equity Shares.

Under current Indian tax laws, unless specifically exempted, capital gains arising from the sale of equity shares held as investments in an Indian company are generally taxable in India. A securities transaction tax ("**STT**") is levied both at the time of transfer and acquisition of the equity shares (unless exempted under a prescribed notification), and the STT is collected by an Indian stock exchange on which equity shares are sold. Any capital gain realized on the sale of listed equity shares on a recognised stock exchange held for more than 12 months immediately preceding the date of transfer will be subject to long term capital gains in India at the specified rates depending on certain factors, such as whether the sale is undertaken on or off the recognised stock exchanges, the quantum of gains, and any available treaty relief.

The Finance (No. 2) Bill, 2024 ("the Finance Bill"), which has received the President's assent on August 16, 2024, seeks to amend certain sections of the Income Tax Act, 1961, with effect from July 23, 2024. Accordingly, long term capital gains exceeding the exempted limit of ₹125,000 arising from the sale of listed equity shares on the stock exchange are subject to tax at the rate of 12.5% (plus applicable surcharge and cess). Unrealized capital gains earned on listed equity shares up to January 31, 2018 continue to be tax-exempted in such cases. Further, STT will be levied and collected by an Indian stock exchange if the equity shares are sold on a stock exchange. With respect to capital gains arising in anoff market sale, long term capital gains are subject to tax at the rate of 10% (plus applicable surcharge and cess) without the exemption of ₹100,000.

Further, any capital gains realized on the sale of listed equity shares held for a period of 12 months or less immediately preceding the date of transfer will be subject to short term capital gains tax in India. Short-term capital gains, arising from the sale of such equity shares on a stock exchange would be subject to tax at the rate of 15% (plus applicable surcharge and cess) for transfers taking place before July 23, 2024.

However, per the amendment sought by the Finance Bill, short-term capital gains will be taxed at 20% for transfers taking place after July 23, 2024. The Finance Act, 2019 amended the Indian Stamp Act, 1899 with effect from July 1, 2020. It clarified that, in the absence of a specific provision under an agreement, the liability to pay stamp duty in case of sale of securities through stock exchanges will be on the buyer, while in other cases of transfer for consideration through a depository, the onus will be on the transferor. The stamp duty for transfer of securities other than debentures, is specified at 0.015% (on a delivery basis) and 0.003% (on a non-delivery basis) of the consideration amount. As such, there is no certainty on the effect that the Finance Act, 2019 may have on our business and operations.

Capital gains arising from the sale of the Equity Shares will not be chargeable to tax in India in cases where relief from such taxation in India is provided under a treaty between India and the country of which the seller is resident and the seller is entitled to avail benefits thereunder, subject to certain conditions. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of the Equity Shares.

Additionally, any dividend distributed by a domestic company is subject to tax in the hands of the investor at the applicable rate. Further, our Company is required to withhold tax on such dividends distributed at the applicable rate. Non-resident shareholders may claim benefit of the applicable tax treaty, subject to satisfaction of certain conditions. Our Company may or may not grant the benefit of a tax treaty (where applicable) to a non-resident Shareholder for the purposes of deducting tax at source pursuant to any corporate action, including dividends.

Any business income realized from the transfer of Equity Shares held as trading assets is taxable at the applicable tax rates subject to any treaty relief, if applicable, to a non-resident seller. Investors are advised to consult their own tax advisors and to carefully consider the potential tax consequences of owning Equity Shares.

54. Qualified Institutional Buyers and Non-Institutional Investors are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are required to pay the Bid Amount on submission of the Bid and are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. While we are required to complete all necessary formalities for listing and commencement of trading of the Equity Shares on all Stock Exchanges where such Equity Shares are proposed to be listed, including Allotment, pursuant to the Offer within three Working Days from the Bid/Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events may limit the Bidders' ability to sell the Equity Shares allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline upon listing. QIBs and Non-Institutional Bidders will, therefore, not be able to withdraw or lower their Bids following adverse developments in international or national monetary policy, financial, political or economic conditions, our business, results of operations, cash flows or otherwise, between the dates of submission of their Bids and Allotment.

55. You will not be able to sell immediately on an Indian Stock Exchange any of the Equity Shares you may be allotted in the Offer.

The Equity Shares will be listed on the Stock Exchanges. Pursuant to applicable Indian laws, certain actions must be completed before the Equity Shares can be listed and trading in the Equity Shares may commence. Investors' book entry, or 'demat' accounts with depository participants in India, are expected to be credited within one working day of the date on which the Basis of Allotment is approved by the Stock Exchanges. The Allotment of Equity Shares in this Offer and the credit of such Equity Shares to the applicant's demat account with depository participant and obtaining trading approvals is expected to be completed within the period as may be prescribed under applicable law. There could be a failure or delay in listing of the Equity Shares on the Stock Exchanges. Any failure or delay in obtaining the approval or otherwise commence trading in the Equity Shares would restrict investors' ability to dispose of their Equity Shares. We cannot assure you that the Equity Shares will be credited to investors' demat accounts, or that trading in the Equity Shares will commence, within the time periods specified in accordance with applicable law. We could also be required to pay interest at the applicable rates if allotment is not made, refund orders are not dispatched or demat credits are not made to investors within the prescribed time periods.

56. Investors may have difficulty enforcing foreign judgments against us or our management.

Our Company is a limited liability company incorporated under the laws of India. All of our directors and executive officers are residents of India. All of our assets and the assets of our Directors and executive officers resident in India are located in India. As a result, it may be difficult for investors to effect service of process upon us or such persons outside India or to enforce judgments obtained against us or such parties outside India.

Recognition and enforcement of foreign judgments is provided for under Section 13 of the Code of Civil Procedure, 1908 ("**CPC**"), on a statutory basis. Section 13 of the CPC provides that foreign judgments shall be conclusive regarding any matter directly adjudicated upon, except: (i) where the judgment has not been pronounced by a court of competent jurisdiction; (ii) where the judgment has not been given on the merits of the case; (iii) where it appears on the face of the proceedings that the judgment is founded on an incorrect view of international law or a refusal to recognize the law of India in cases to which such law is applicable; (iv) where the proceedings in which the judgment was obtained were opposed to natural justice; (v) where the judgment has been obtained by fraud; and (vi) where the judgment sustains a claim founded on a breach of any law then in force in India. Under the CPC, a court in India shall, upon the production of any document purporting to be a certified copy of a foreign judgment, presume that the judgment was pronounced by a court of competent jurisdiction, unless the contrary appears on record. However, under the CPC, such presumption may be displaced by proving that the court did not have jurisdiction.

India is not a party to any international treaty in relation to the recognition or enforcement of foreign judgments. Section 44A of the CPC provides that where a foreign judgment has been rendered by a superior court, within the meaning of that Section, in any country or territory outside of India which the GoI has by notification declared to be in a reciprocating territory, it may be enforced in India by proceedings in execution as if the judgment had been rendered by the relevant court in India. However, Section 44A of the CPC is applicable only to monetary decrees not being of the same nature as amounts payable in respect of taxes, other charges of a like nature or of a fine or other penalties. Some jurisdictions including the United Kingdom, United Arab Emirates, Singapore and Hong Kong have been declared by the GoI to be reciprocating countries for the purposes of Section 44A of the CPC.

The United States and India do not currently have a treaty providing for reciprocal recognition and enforcement of judgments, other than arbitration awards, in civil and commercial matters. Therefore, a final judgment for the payment of money rendered by any federal or state court in the United States on civil liability, whether or not predicated solely upon the federal securities laws of the United States, would not be enforceable in India.

However, the party in whose favor such final judgment is rendered may bring a new suit in a competent court in India based on a final judgment that has been obtained in the United States. The suit must be brought in India within three years from the date of the judgment in the same manner as any other suit filed to enforce a civil liability in India.

Further, there may be considerable delays in the disposal of suits by Indian courts. It is unlikely that a court in India would award damages on the same basis as a foreign court if an action were brought in India. Furthermore, it is unlikely that an Indian court would enforce a foreign judgment if that court were of the view that the amount of damages awarded was excessive or inconsistent with public policy or Indian law. It is uncertain as to whether an Indian court would enforce foreign judgments that would contravene or violate Indian law. However, a party seeking to enforce a foreign judgment in India is required to obtain approval from the Reserve Bank of India under the Federal Emergency Management Agency to execute such a judgment or to repatriate any amount recovered.

57. Holders of Equity Shares could be restricted in their ability to exercise pre-emptive rights under Indian law and could thereby suffer future dilution of their ownership position.

Under the Companies Act, a company having share capital and incorporated in India must offer holders of its Equity Shares pre-emptive rights to subscribe and pay for a proportionate number of Equity Shares to maintain their existing ownership percentages prior to the issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the Equity Shares who have voted on such resolution.

However, if the laws of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without us filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights unless we make such a filing. We may elect not to file a registration statement in relation to pre-emptive rights otherwise available by Indian law to you. To the extent that you are unable to exercise pre-emptive rights granted in respect of the Equity Shares, you may suffer future dilution of your ownership position and your proportional interests in us would be reduced.

58. Fluctuations in the exchange rate between the Indian Rupee and foreign currencies may have an adverse effect on the value of our Equity Shares, independent of our operating results.

On listing, our Equity Shares will be quoted in Indian Rupees on the NSE and BSE. Any dividends in respect of our Equity Shares will also be paid in Indian Rupees and subsequently converted into the relevant foreign currency for repatriation, if required. Any adverse movement in currency exchange rates during the time that it takes to undertake such conversion may reduce the net dividend to foreign investors. In addition, any adverse movement in currency exchange rates during a delay in repatriating outside India the proceeds from a sale of Equity Shares, for instance, because of a delay in regulatory approvals that may be required for the sale of Equity Shares may reduce the proceeds received by Equity Shareholders. The exchange rate between the Indian Rupee and the U.S. dollar has fluctuated in recent years and may continue to fluctuate substantially in the future, which may have an adverse effect on the returns on our Equity Shares, independent of our operating results.

59. Any future issuance of Equity Shares or convertible securities or other equity linked securities by us may dilute your shareholding and sales of the Equity Shares by our major shareholders may adversely affect the trading price of the Equity Shares.

We may be required to finance our growth through future equity offerings. Any future issuance of our Equity Shares, convertible securities or securities linked to our Equity Shares by us, including through exercise of employee stock options may dilute your shareholding in us. Any future equity issuances by us, including a primary offering, may lead to the dilution of investors' shareholdings in us. Any disposal of Equity Shares by our major shareholders or the perception that such issuance or sales may occur, including to comply with the minimum public shareholding norms applicable to listed companies in India may adversely affect the trading price of the Equity Shares, which may lead to other adverse consequences including difficulty in raising capital through offering of the Equity Shares or incurring additional debt. We cannot assure you that we will not issue further Equity Shares or that the shareholders will not dispose of, pledge or encumber the Equity Shares in the future. Any future issuances could also dilute the value of your investment in the Equity Shares. In addition, any perception by investors that such issuances or sales might occur may also affect the market price of the Equity Shares.

60. A third party could be prevented from acquiring control of our Company because of anti-takeover provisions under Indian law.

There are provisions in Indian law that may delay, deter or prevent a future takeover or change in control of our Company, even if a change in control would result in the purchase of your Equity Shares at a premium to the market price or would otherwise be beneficial to you. Such provisions may discourage or prevent certain types of transactions involving actual or threatened change in control of our Company. Under the Takeover Regulations, an acquirer has been defined as any person who, directly or indirectly, acquires or agrees to acquire shares or voting rights or control over a company, whether individually or acting in concert with others. Although these provisions have been formulated to ensure that interests of shareholders are protected, these provisions may also discourage a third party from attempting to take control of our Company. Consequently, even if a potential takeover of our Company would result in the purchase of the Equity Shares at a premium to their market price or would otherwise be beneficial to its stakeholders, it is possible that such a takeover would not be attempted or consummated because of the SEBI Takeover Regulations.

SECTION III: INTRODUCTION

THE OFFER

The following table sets forth details of the Offer:

Offer of Equity Shares by way of Offer for Sale by the Promoter Selling Shareholder[(1)]	Up to [●] Equity Shares of face value of ₹10 each, aggregating up to ₹80,000 million
The Offer comprises of:	
A) QIB Portion[(2) (3)]	Not more than [●] Equity Shares of face value of ₹10 each
of which:	
(1) Anchor Investor Portion	Up to [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million
(2) Net QIB Portion (assuming the Anchor Investor Portion is fully subscribed)	[●] Equity Shares of face value of ₹10 each
of which:	
Mutual Fund Portion (5% of the Net QIB Portion)	[●] Equity Shares of face value of ₹10 each
Balance of the Net QIB Portion for all QIBs including Mutual Funds	[●] Equity Shares of face value of ₹10 each
B) Non-Institutional Portion[(2)(3)]	Not less than [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million
One-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹200,000 to ₹1,000,000	[●] Equity Shares of face value of ₹10 each
Two-third of the Non-Institutional Portion available for allocation to Bidders with an application size of more than ₹1,000,000	[●] Equity Shares of face value of ₹10 each
C) Retail Portion[(2)(3)]	Not less than [●] Equity Shares of face value of ₹10 each aggregating up to ₹[●] million
Pre and post-Offer Equity Shares	
Equity Shares outstanding prior to and after the Offer	4,508,719,493 Equity Shares of face value of ₹10 each
Use of Offer proceeds	Our Company will not receive any proceeds from the Offer for Sale. For further details, see "*Objects of the Offer*" on page 85

(1) The Offer has been authorised by our Board of Directors at their meeting dated July 4, 2024, Our Board has taken on record the consent of the Promoter Selling Shareholder to participate in the Offer pursuant to resolution passed in its meeting held on July 29, 2024.

The Promoter Selling Shareholder has specifically confirmed that the Offered Shares are eligible to be offered for sale in the Offer in accordance with the SEBI ICDR Regulations. The details of such authorisations are provided below:

Name of the Selling Shareholder	*Aggregate proceeds from the Offer*	*Date of corporate authorization*	*Date of consent letter*
Samayat Services LLP	*Up to ₹ 80,000 million*	*July 3, 2024*	*July 29, 2024*

(2) Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories of Bidders at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange, subject to applicable laws. Under-subscription, if any, in the QIB Portion (excluding the Anchor Investor Portion) will not be allowed to be met with spill-over from other categories or a combination of categories.

(3) Our Company, in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription or non-Allotment in the Anchor Investor Portion, the remaining Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIB Bidders (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than [●] Equity Shares of face value of ₹10 each, the balance Equity Shares available for allotment in the Mutual Fund Portion will be added to the Net QIB Portion and allocated proportionately to the QIB Bidders (other than Anchor Investors) in proportion to their Bids. For details, see "Offer Procedure" on page 340. Allocation to all categories shall be made in accordance with the SEBI ICDR Regulations.

Allocation to Bidders in all categories except the Anchor Investor Portion, Non-Institutional Portion and the Retail Portion, if any, shall be made on a proportionate basis subject to valid Bids received at or above the Offer Price. The allocation to each of the RIBs shall not be less than the minimum Bid Lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares, if any, shall be allocated on a proportionate basis. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for Non-Institutional Bidders with Bid size exceeding ₹0.20 million and up to ₹1.00 million; and (b) two third of such portion shall be reserved for Non-Institutional Bidders with Bid size of more than ₹1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price. For further details, see "*Terms of the Offer*", "*Offer Structure*" and "*Offer Procedure*" on pages 331, 337, and 340.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth the summary financial information of our Company as at and for the six months period ended September 30, 2024 and September 30, 2023 and the financial years ended March 31, 2024, March 31, 2023, and March 31, 2022 derived from the Restated Consolidated Financial Information. The summary financial information presented below should be read in conjunction with "*Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 197 and 267, respectively.

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SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF ASSETS AND LIABILITIES

(in ₹ million)

Particulars	As at September 30, 2024	As at September 30, 2023	As at March 31, 2024	As at March 31, 2023	As at March 31, 2022
Assets					
Non-current assets					
Property, plant and equipment	6,269.49	4,843.69	5,918.20	4,630.60	4,017.48
Capital work-in-progress	352.72	891.28	383.32	685.22	111.40
Right-of-use assets	12,216.25	12,591.33	12,996.28	11,369.54	11,030.59
Goodwill	42,836.34	42,836.34	42,836.34	42,836.34	42,836.34
Other intangible assets	82.34	65.99	81.74	89.24	140.00
Financial assets					
(i) Other financial assets	903.68	854.19	855.07	878.45	819.55
Deferred tax assets	2,295.21	2,114.99	2,181.71	2,160.88	2,036.25
Non-current tax assets (net)	199.25	202.36	39.60	128.98	98.75
Other non-current assets	50.34	153.29	48.07	160.33	73.68
Total non-current assets	**65,205.62**	**64,553.46**	**65,340.33**	**62,939.58**	**61,164.04**
Current assets					
Inventories	18,490.57	15,930.31	14,649.66	14,907.38	12,159.78
Financial assets					
(i) Investments	4,669.12	965.92	-	350.80	4,167.91
(ii) Trade receivables	290.14	196.09	317.42	41.53	23.18
(iii) Cash and cash equivalents	1,945.01	1,125.55	869.59	454.97	971.60
(iv) Bank balances other than cash and cash equivalents	257.68	566.96	319.34	1,237.21	1,186.85
(v) Other financial assets	1,372.60	630.78	516.95	150.40	67.32
Other current assets	3,286.74	3,080.91	3,047.55	2,807.21	2,439.08
Total current assets	**30,311.86**	**22,496.52**	**19,720.51**	**19,949.50**	**21,015.72**
Total assets	**95,517.48**	**87,049.98**	**85,060.84**	**82,889.08**	**82,179.76**
Equity and liabilities					
Equity					
Equity share capital	45,087.19	45,065.88	45,087.19	45,065.88	45,033.01
Other equity	13,902.71	8,455.97	11,131.23	6,495.00	3,218.82
Equity attributable to shareholders of the Holding Company	**58,989.90**	**53,521.85**	**56,218.42**	**51,560.88**	**48,251.83**
Total equity	**58,989.90**	**53,521.85**	**56,218.42**	**51,560.88**	**48,251.83**
Liabilities					
Non-current liabilities					
Financial liabilities					
(i) Borrowings	-	-	-	922.46	4,036.64
(ia) Lease liabilities	9,658.94	9,951.52	10,248.49	8,823.85	8,821.25
Provisions	353.37	294.29	310.41	258.18	223.91
Total non-current liabilities	**10,012.31**	**10,245.81**	**10,558.90**	**10,004.49**	**13,081.80**
Current liabilities					
Financial liabilities					
(i) Borrowings	-	1,130.88	-	412.50	937.50
(ia) Lease liabilities	4,435.98	4,514.70	4,585.39	4,457.44	4,099.81
(ii) Trade payables					
Total outstanding dues of micro enterprises and small enterprises	8,255.19	7,647.67	3,117.50	1,013.92	153.91
Total outstanding dues of creditors other than micro enterprises and small enterprises	12,279.02	8,434.34	9,082.71	13,993.92	14,452.31
(iii) Other financial liabilities	752.60	884.78	854.12	843.85	634.02
Other current liabilities	500.01	497.42	456.96	451.46	411.27
Provisions	202.73	172.53	186.84	150.62	157.31
Current tax liabilities (net)	89.74	-	-	-	-
Total current liabilities	**26,515.27**	**23,282.32**	**18,283.52**	**21,323.71**	**20,846.13**
Total liabilities	**36,527.58**	**33,528.13**	**28,842.42**	**31,328.20**	**33,927.93**
Total equity and liabilities	**95,517.48**	**87,049.98**	**85,060.84**	**82,889.08**	**82,179.76**

SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF PROFIT AND LOSS

(*in ₹ million, unless otherwise stated*)

Particulars	For the six months period ended September 30, 2024	For the six months period ended September 30, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
Income					
Revenue from operations	50,325.13	42,194.61	89,119.46	75,860.37	55,885.15
Other income	209.03	159.75	331.81	328.56	653.36
Total income	**50,534.16**	**42,354.36**	**89,451.27**	**76,188.93**	**56,538.51**
Expenses					
Purchases of stock-in-trade	39,957.32	31,519.92	64,208.47	57,997.17	42,610.68
Changes in inventories of stock-in-trade	(3,835.08)	(1,026.02)	252.06	(2,733.85)	(2,464.61)
Employee benefits expense	3,023.66	2,434.81	5,046.95	4,317.79	3,377.06
Depreciation and amortisation expense	2,788.74	2,491.47	5,172.93	4,614.44	4,055.64
Finance costs	684.16	742.88	1,435.38	1,614.02	1,938.08
Other expenses	4,498.89	3,554.80	7,125.97	6,074.05	4,325.17
Total expenses	**47,117.69**	**39,717.86**	**83,241.76**	**71,883.62**	**53,842.02**
Profit before tax	**3,416.47**	**2,636.50**	**6,209.51**	**4,305.31**	**2,696.49**
Tax expense:					
Current tax	983.06	632.24	1,606.08	1,214.49	931.83
Deferred tax	(107.96)	50.69	(15.92)	(121.91)	(263.04)
Total tax expense	**875.10**	**682.93**	**1,590.16**	**1,092.58**	**668.79**
Profit for the period/ year	**2,541.37**	**1,953.57**	**4,619.35**	**3,212.73**	**2,027.70**
Other comprehensive loss					
Items that will not be reclassified to profit or loss					
- Remeasurements of defined benefit obligations	(21.89)	(19.17)	(19.55)	(11.00)	(8.72)
Income-tax relating to items that will not be reclassified to profit or loss	5.54	4.80	4.91	2.72	2.23
Other comprehensive loss for the period/ year, net of tax	**(16.35)**	**(14.37)**	**(14.64)**	**(8.28)**	**(6.49)**
Total comprehensive income for the period/ year, net of tax	**2,525.02**	**1,939.20**	**4,604.71**	**3,204.45**	**2,021.21**
Profit for the period/ year attributable to:					
Owners of the Holding Company	2,541.37	1,953.57	4,619.35	3,212.73	2,027.70
Other comprehensive loss attributable to:					
Owners of the Holding Company	(16.35)	(14.37)	(14.64)	(8.28)	(6.49)
Total comprehensive income attributable to:					
Owners of the Holding Company	2,525.02	1,939.20	4,604.71	3,204.45	2,021.21
Earnings per equity share of ₹10 each					
- Basic (₹)	**0.56**	**0.43**	**1.02**	**0.71**	**0.45**
- Diluted (₹)	**0.55**	**0.43**	**1.01**	**0.70**	**0.45**

SUMMARY OF RESTATED CONSOLIDATED STATEMENT OF CASH FLOWS

(*in ₹ million*)

Particulars	For the six months period ended September 30, 2024	For the six months period ended September 30, 2023	For the year ended March 31, 2024	For the year ended March 31, 2023	For the year ended March 31, 2022
A. Cash flows from operating activities					
Profit before tax	**3,416.47**	**2,636.50**	**6,209.51**	**4,305.31**	**2,696.49**
Adjustments for :					
Depreciation and amortisation expense	2,788.74	2,491.47	5,172.93	4,614.44	4,055.64
(Profit)/loss on disposal of property, plant and equipment (net)	(9.39)	28.90	16.03	2.48	33.96
Gain on fair valuation of investments	(63.63)	(12.81)		(0.82)	(37.16)
Gain on sale of investments	(58.78)	(42.48)	(132.33)	(123.05)	(96.02)
Interest income	(75.67)	(72.84)	(159.50)	(136.96)	(141.41)
Liabilities no longer required, written back	(19.40)	(33.57)	(68.29)	(85.50)	(20.80)
Gain on modification of leases	-	(30.06)	(30.06)	(17.03)	(42.24)
Finance costs	684.16	742.88	1,435.38	1,614.02	1,938.08
Share based payment expense	246.46	24.99	34.74	82.73	121.90
Operating profit before working capital changes	**6,908.96**	**5,732.98**	**12,478.41**	**10,255.62**	**8,508.44**
Adjustments for :					
Decrease/(increase) in trade receivables	27.28	(154.56)	(275.89)	(18.34)	10.07
(Increase)/decrease in inventories	(3,840.91)	(1,022.93)	257.72	(2,747.59)	(2,464.46)
(Increase)/decrease in other financial assets	(272.07)	18.00	17.80	(57.39)	(90.95)
(Increase) in other assets	(240.68)	(273.98)	(236.90)	(383.93)	(514.92)
Increase/(decrease) in trade payables	8,353.25	1,107.74	(2,738.65)	478.94	1,854.03
Increase/(decrease) in other liabilities	42.20	45.98	12.85	40.28	(24.63)
Increase/(decrease) in provisions	42.50	38.85	73.71	19.29	(72.50)
(Decrease)/increase in financial liabilities	(51.89)	78.92	204.46	13.17	65.69
Cash generated from operations	**10,968.64**	**5,571.00**	**9,793.51**	**7,600.05**	**7,270.77**
Income tax paid (net)	(1,050.27)	(705.52)	(1,496.81)	(1,244.71)	(699.80)
Net cash from operating activities	**9,918.37**	**4,865.48**	**8,296.70**	**6,355.34**	**6,570.97**
B. Cash flows from investing activities					
Purchase of property, plant and equipment (including capital work-in-progress, capital advances and capital creditors)	(1,181.34)	(1,110.69)	(2,493.57)	(2,224.19)	(1,577.92)
Proceeds from disposal of property, plant and equipment	14.70	0.40	30.95	36.91	3.34
Placement of fixed deposits	(570.40)	(59.18)	(180.23)	(736.60)	(346.61)
Proceeds from redemption of fixed deposits	25.00	281.25	782.71	705.03	716.00
Purchase of investments in mutual funds	(8,829.54)	(3,559.82)	(10,009.50)	(9,539.58)	(9,109.43)
Proceeds from sale of mutual funds	4,282.94	3,000.00	10,492.63	13,480.57	10,539.80
Interest received	43.36	47.29	76.47	51.23	46.79
Net cash (used in)/from investing activities	**(6,215.28)**	**(1,400.75)**	**(1,300.54)**	1,773.37	271.97
C. Cash flows from financing activities					
Proceeds from issue of equity shares	-	-	21.32	36.87	231.51
Payment on repurchase of employee share options	-	(3.22)	(3.22)	(15.00)	(9.80)
Proceeds from non-current borrowings	-	-	-	-	4,972.27
Repayment of non-current borrowings	-	(203.95)	(1,333.25)	(3,638.98)	-
Repayment of non-convertible debentures	-	-	-	-	(7,699.18)
Payment of principal portion of lease liabilities	(1,943.51)	(1,888.77)	(3,831.01)	(3,414.21)	(2,661.59)
Interest paid	(684.16)	(698.21)	(1,435.38)	(1,614.02)	(1,938.08)
Net cash used in financing activities	**(2,627.67)**	**(2,794.15)**	**(6,581.54)**	**(8,645.34)**	**(7,104.87)**
Net increase/(decrease) in cash and cash equivalents (A+B+C)	**1,075.42**	**670.58**	**414.62**	**(516.63)**	**(261.93)**
Cash and cash equivalents at the beginning of the period/ year	869.59	454.97	454.97	971.60	1,233.53
Cash and cash equivalents at the end of the period/ year	**1,945.01**	**1,125.55**	**869.59**	**454.97**	**971.60**
Components of cash and cash equivalents:					
Balances with scheduled banks	1,381.68	849.16	383.54	262.78	737.25
Cash on hand	194.83	142.78	374.80	128.84	147.13
Balance with cash management services	37.17	9.13	18.08	7.62	5.53
Credit card collection in transit	31.33	124.48	68.17	55.73	81.69
Deposits with original maturity of less than	300.00	-	25.00	-	-

three months					
	1,945.01	**1,125.55**	**869.59**	**454.97**	**971.60**

Notes:

1. *Right of Use: Our Company and its Subsidiaries, as applicable, have executed lease arrangements for office and business premises. In accordance with Ind AS 116 - Leases, at inception of the contract, the Company and its Subsidiaries, assess whether a contract is, or contains a lease. In addition, at the commencement date, a lessee is required to recognise a right of use asset and a lease liability in accordance with Ind AS 116 - Leases.*

   As stated in Ind AS 116, the cost of the right-of-use asset shall comprise: (a) the amount of the initial measurement of the lease liability; (b) any lease payments made at or before the commencement date, less any lease incentives received; (c) any initial direct costs incurred by the lessee and (d) an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

   Further, 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 lease liability. For further details, please see "Note 35 - Restated Consolidated Financial Information" on page 255.

2. *Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed, in accordance with Ind AS 103 - Business Combinations. Goodwill is considered to have indefinite useful life. For further details, please see "Note 4 – Restated Consolidated Financial Information" on page 229.*

3. *Owners of the holding company means equity shareholders of the holding Company i.e. Vishal Mega Mart Limited. For further details, please see "Note 13A(e) - Restated Consolidated Financial Information" on page 233.*

GENERAL INFORMATION

Our Company was originally incorporated as 'Rishanth Wholesale Trading Private Limited' at Gurugram, Haryana as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated March 27, 2018, issued by the Registrar of Companies, Delhi and Haryana at New Delhi ("**RoC**"). Subsequently, the name 'Rishanth Wholesale Trading Private Limited' was changed to 'Vishal Mega Mart Private Limited' and a fresh certificate of incorporation was issued by the RoC on May 28, 2020. Subsequently, our Company was converted to a public limited company and the name of our Company changed to 'Vishal Mega Mart Limited' pursuant to a Shareholders' resolution dated April 26, 2024 and a fresh certificate of incorporation dated May 10, 2024 was issued by the RoC.

Registered and Corporate Office

Vishal Mega Mart Limited
Plot No. 184, Fifth Floor
Platinum Tower, Udyog Vihar
Phase-1 Gurugram 122016
Haryana, India
Corporate Identity Number: U51909HR2018PLC073282
Registration Number: 073282

For details in relation to changes in our Registered and Corporate Office, see "*History and Certain Corporate Matters – Changes in the Registered Office*" on page 168.

Address of the RoC

Our Company is registered with the RoC situated at the following address:

Registrar of Companies, National Capital Territory of Delhi and Haryana at New Delhi
4th Floor, IFCI Tower
61, Nehru Place
New Delhi 110 019
India

Board of Directors

As on the date of this Red Herring Prospectus, our Board comprises the following:

S. No	Name	Designation	DIN	Address
1.	Gunender Kapur	Managing Director and Chief Executive Officer	01927304	29, CCI Chambers, Dinshan Wachha Marg, Marine Lines, Mumbai 400020, Maharashtra, India
2.	Neha Bansal	Chairperson and Independent Director	02057007	W-123, Greater Kailash-II, Delhi, 110048, Delhi, India
3.	Soumya Rajan	Independent Director	03579199	Hill Park Building 2, Flat 22, 3rd Floor, Dr. A.G. Bell Road, Malabar Hill, Mumbai 400006, Maharashtra, India
4.	Sanjeev Aga	Non-Executive Director	00022065	1301, Satguru Sanskar, 3rd Road, off Turner Road, Bandra West, Mumbai 400050, Maharashtra, India
5.	Nishant Sharma	Non-Executive Director	03117012	Tower 2, Flat 102, Planet Godrej, Keshavarao Khadye Marg, Jacob Circle, near Mahalakshmi Station, Mumbai 400011, Maharashtra, India
6.	Manas Tandon	Non-Executive Director	05254602	A-1402, 14th Floor, Lodha Bellissimo, NM Joshi Marg, Near Apollo Mill Compound, Mahalaxmi 400011, Maharashtra, India

For further details of our Directors, see "*Our Management*" on page 175.

Company Secretary and Compliance Officer

Rahul Luthra is the Company Secretary and the Compliance Officer of our Company. His contact details are set out below:

Rahul Luthra
Plot No. 184, Fifth Floor
Platinum Tower Udyog Vihar
Phase-1 Gurugram 122016
Haryana, India
Tel: +91 124- 4980000
E-mail: secretarial@vishalwholesale.co.in

Book Running Lead Managers

Kotak Mahindra Capital Company Limited
1st Floor, 27 BKC, Plot No. C -27G Block
Bandra Kurla Complex, Bandra (East)
Mumbai 400 051
Maharashtra, India
Tel: +91 22 4336 0000
E-mail: vmm.ipo@kotak.com
Investor grievance e-mail: kmccredressal@kotak.com
Website: https://investmentbank.kotak.com
Contact person: Ganesh Rane
SEBI registration no.: INM000008704

ICICI Securities Limited
ICICI Venture House
Appasaheb Marathe Marg, Prabhadevi
Mumbai 400 025
Maharashtra, India
Tel: +91 22 6807 7100
E-mail: vmm.ipo@icicisecurities.com
Investor grievance e-mail: customercare@icicisecurities.com
Website: www.icicisecurities.com
Contact person: Ashik Joisar / Sumit Singh
SEBI registration no.: INM000011179

Intensive Fiscal Services Private Limited
914, 9th Floor, Raheja Chambers
Free Press Journal Marg
Nariman Point, Mumbai 400 021
Maharashtra, India
Tel: +91 22 2287 0443
E-mail: vishal.ipo@intensivefiscal.com
Investor Grievance E-mail:
grievance.ib@intensivefiscal.com
Website: www.intensivefiscal.com
Contact Person: Harish Khajanchi / Anand Rawal
SEBI registration no.: INM000011112

Jefferies India Private Limited
Level 16, Express Towers
Nariman Point, Mumbai 400 021
Maharashtra, India
Tel: +91 22 4356 6000
E-mail: vishalmm.ipo@jefferies.com
Investor grievance e-mail: jipl.grievance@jefferies.com
Website: www.jefferies.com
Contact person: Suhani Bhareja
SEBI registration no.: INM000011443

J.P. Morgan India Private Limited
J.P. Morgan Tower, Off. C.S.T. Road, Kalina,
Santacruz (East)
Mumbai 400 098
Maharashtra, India
Tel: +91 22 6157 3000
E-mail: vishal_mega_mart_ipo@jpmorgan.com
Investor grievance email:
investorsmb.jpmipl@jpmorgan.com
Website: https://indiaipo.jpmorgan.com/
Contact person: Himanshi Arora / Rishank Chheda
SEBI Registration Number: INM000002970

Morgan Stanley India Company Private Limited
18F, Tower 2 One World Centre
Plot 841, Jupiter Textile Mill Compound
Senapati Bapat Marg, Lower Parel Mumbai 400 013
Maharashtra, India
Tel: +91 22 6118 1000
E-mail: vishalmegamartipo@morganstanley.com
Investor grievance e-mail:
investors_india@morganstanley.com
Website: www.morganstanley.com/india
Contact person: Satyam Singhal
SEBI registration no.: INM000011203

Legal Counsel to our Company as to Indian Law

Cyril Amarchand Mangaldas
5th floor, Peninsula Chambers
Peninsula Corporate Park, Ganpatrao Kadam Marg
Lower Parel, Mumbai 400 013
Maharashtra, India
Tel: +91 22 2496 4455

Statutory Auditors to our Company

Walker Chandiok & Co LLP
21st Floor, DLF Square, Jacaranda Marg
DLF Phase II,
Gurugram – 122 002
Haryana, India
Tel: +91 124 462 8000
E-mail: Neeraj.goel@WalkerChandiok.in
Firm registration no.: 001076N/N500013
Peer review certificate no.: 014158

Changes in Auditors

There has been no change in the statutory auditors of our Company during the three years immediately preceding the date of this Red Herring Prospectus.

Registrar to the Offer

KFin Technologies Limited
Selenium,
Tower-B, Plot No. 31 and 32
Financial District, Nanakramguda,
Serilingampally, Hyderabad 500 032
Telangana, India
Tel: +91 40671 62222/ 1800 309 4001
Email: vmm.ipo@kfintech.com
Investor grievance email: einward.ris@kfintech.com
Website: www.kfintech.com
Contact Person: M. Murali Krishna
SEBI Registration No.: INR000000221

Bankers to the Offer

Escrow Collection Bank and Refund Bank

ICICI Bank Limited
Capital Market Division,
5th Floor, HT Parekh Marg,
Churchgate, Mumbai - 400020
Tel: 022 - 68052182
Contact Person: Varun Badai
Email: ipocmg@icicibank.com
Website: www.icicibank.com
SEBI Registration No.: INBI00000004

Public Offer Account Bank

Kotak Mahindra Bank Limited
Kotak Infiniti, 6th Floor, Building No. 21,
Infinity Park, Off Western Express Highway,
General AK Vaidya Marg,
Malad (East), Mumbai 400 097
Maharashtra, India
Contact Person: Siddhesh Shirodkar
Tel: 022 6605 6603
E-mail: cmsipo@kotak.com
Website: www.kotak.com
SEBI Registration No.: INBI00000927

Sponsor Bank(s)

ICICI Bank Limited
Capital Market Division,
5th Floor, HT Parekh Marg,
Churchgate, Mumbai - 400020
Tel: 022 - 68052182
Contact Person: Varun Badai
Email: ipocmg@icicibank.com
Website: www.icicibank.com
SEBI Registration No.: INBI00000004

Kotak Mahindra Bank Limited
Kotak Infiniti, 6th Floor, Building No. 21,
Infinity Park, Off Western Express Highway,
General AK Vaidya Marg,
Malad (East), Mumbai 400 097
Maharashtra, India
Contact Person: Siddhesh Shirodkar
Tel: 022 6605 6603
E-mail: cmsipo@kotak.com
Website: www.kotak.com
SEBI Registration No.: INBI00000927

Bankers to our Company

HDFC Bank Limited
HDFC Bank Limited, HDFC Bank House
Senapati Bapat Marg, Lower Parel
Mumbai 400 013
Tel: 9354995976
E-mail: akash.sinhal@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Akash Sinhal

Axis Bank Limited
MWBC Gurgaon, SCO No. 57
1st & 2nd Floor, HUDA District Centre, Sector 56
Gurgaon 122 001
Tel: 9811483871
E-mail: Deleep.koul@axisbank.com
Website: www.axisbank.com
Contact Person: Deleep Kumar Koul

Syndicate Members

Kotak Securities Limited
4th Floor, 12 BKC, G Block
Bandra Kurla Complex
Bandra (East) Mumbai 400 051
Maharashtra, India
Contact Person: Umesh Gupta
Tel: +91 22 6218 5410
E-mail: umesh.gupta@kotak.com
Website: www.kotak.com
SEBI Registration Number: INZ000200137

Intensive Softshare Private Limited
914, 9th Floor, Raheja Chambers,
Free Press Journal Marg, Nariman Point,
Mumbai - 400021.
Contact Person: Dhirander Kumar Surana
Tel: +91 22 2287 0443/44/45
E-mail: dksurana@intensivefiscal.com
Website: www.intensivesoftshare.com
SEBI Registration Number: INZ000273031

Designated Intermediaries

Self-Certified Syndicate Banks

The list of SCSBs notified by SEBI for the ASBA process is available at http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes, or at such other website as may be prescribed by SEBI from time to time. A list of the Designated SCSB Branches with which an ASBA Bidder (other than a UPI Bidder), not bidding through Syndicate/Sub Syndicate or through a Registered Broker, RTA or CDP may submit the Bid cum Application Forms, is available at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=34, or at such other websites as may be prescribed by SEBI from time to time.

SCSBs and mobile applications enabled for UPI Mechanism

In accordance with SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 and SEBI Circular No. SEBI/HO/CFD/DIL2/CIR/P/2022/45 dated April 5, 2022, UPI Bidders may apply through the SCSBs and mobile applications whose names appears on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=40) and (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43) respectively, as updated from time to time. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is available on https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35 and https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=43, respectively. A list of SCSBs and mobile applications, which are live for applying in public issues using UPI mechanism is provided as 'Annexure A' for the SEBI circular number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019.

Syndicate SCSB Branches

In relation to Bids (other than Bids by Anchor Investors) submitted under the ASBA process to a member of the Syndicate, the list of branches of the SCSBs at the Specified Locations named by the respective SCSBs to receive deposits of Bid cum Application Forms from the members of the Syndicate is available on the website of the SEBI (https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35) and updated from time to time. For more information on such branches collecting Bid cum Application Forms from the Syndicate at Specified Locations, see the website of the SEBI http://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognised=yes as updated from time to time.

Registered Brokers

Bidders can submit ASBA Forms in the Offer using the stockbroker network of the stock exchange, i.e. through the Registered Brokers at the Broker Centres. The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at https://www.bseindia.com/ and https://www.nseindia.com, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and e-mail address, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as their name and contact details, is provided on the websites of the Stock Exchanges at www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx? and www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Experts to the Offer

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated December 4, 2024 from our Statutory Auditor, Walker Chandiok & Co LLP, Chartered Accountants, holding a valid peer review certificate from ICAI to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus, and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditor, and in respect of their (i) examination report dated November 19, 2024 on our Restated Consolidated Financial Information; and (ii) their report dated November 19, 2024 on the Statement of special tax benefits in this Red Herring Prospectus, and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

In addition, our Company has received written consent dated December 4, 2024 from B.B. & Associates (FRN: 023670N), Chartered Accountants, holding a valid peer review certificate from ICAI, to include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations in this Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of the Companies Act, as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations and other applicable provisions of the Companies Act in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Monitoring Agency

As the Offer is an offer for sale of Equity Shares by the Promoter Selling Shareholder, our Company is not required to appoint a monitoring agency in relation to the Offer.

Appraising Entity

As the Offer is an offer for sale of Equity Shares by the Promoter Selling Shareholder, our Company will not receive any proceeds from the Offer. Accordingly, no appraising entity has been appointed for the Offer.

Credit Rating

As this is an Offer of Equity Shares, credit rating is not required.

IPO Grading

No credit rating agency registered with SEBI has been appointed in respect of obtaining grading for the Offer.

Debenture Trustees

As this is an Offer of Equity Shares, the appointment of debenture trustees is not required.

Green Shoe Option

No green shoe option is contemplated under the Offer.

Inter-se allocation of responsibilities

The following table sets forth the inter-se allocation of responsibilities for various activities among the Book Running Lead Managers:

S. No.	Activity	Responsibility	Coordinator
1.	Capital structuring with the relative components and formalities such as composition of debt and equity, type of instruments, and positioning strategy. Due diligence of the Company including its operations/management/business plans/legal etc. Drafting and design of the Pre-filed Draft Red Herring Prospectus, the Updated Draft Red Herring Prospectus – I, the Updated Draft Red Herring Prospectus – II, Red Herring Prospectus, Prospectus, abridged prospectus and application form. The BRLMs shall ensure compliance with stipulated requirements and completion of prescribed formalities with the Stock Exchanges, RoC and SEBI including finalisation of Prospectus and RoC filing	BRLMs	Kotak
2.	Drafting and approval of all statutory advertisements	BRLMs	Kotak
3.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. and filing of media compliance report	BRLMs	ISec
4.	Appointment of intermediaries - Registrar to the Offer, advertising agency, Banker(s) to the Offer, Sponsor Bank, printer and other intermediaries, including coordination of all agreements to be entered into with such intermediaries	BRLMs	Kotak
5.	Preparation of road show presentation and frequently asked questions	BRLMs	Jefferies
6.	International institutional marketing (Asia) of the Offer, which will cover, *inter alia*: • Institutional marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing international road show and investor meeting schedule	BRLMs	Morgan Stanley
7.	International institutional marketing (rest of world excluding Asia) of the Offer, which will cover, inter alia: • Institutional marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing international road show and investor meeting schedule	BRLMs	JP Morgan
8.	Domestic institutional marketing of the Offer, which will cover, *inter alia*: • Marketing strategy; • Finalizing the list and division of investors for one-to-one meetings; and • Finalizing domestic road show and investor meeting schedule	BRLMs	Kotak
9.	Retail marketing of the Offer, which will cover, *inter alia*, • Finalising media, marketing and public relations strategy including list of frequently asked questions at road shows; • Finalising centres for holding conferences for brokers, etc.; • Follow-up on distribution of publicity and Offer material including application form, the Prospectus and deciding on the quantum of the Offer material; and • Finalising collection centres	BRLMs	ISec
10.	Non-Institutional marketing of the Offer, which will cover, *inter alia*, • Finalising media, marketing and public relations strategy including list of frequently asked questions at road shows; • Finalising centres for holding conferences for brokers, etc.; and • Finalising collection centres	BRLMs	Intensive
11.	Coordination with Stock Exchanges for book building software, bidding terminals, mock trading, anchor coordination, anchor CAN and intimation of anchor allocation	BRLMs	JP Morgan
12.	Managing the book and finalization of pricing in consultation with the Company	BRLMs	JP Morgan
13.	Post bidding activities including management of escrow accounts, coordinate non-institutional allocation, coordination with Registrar, SCSBs, Sponsor Banks and other Bankers to the Offer, intimation of allocation and dispatch of refund to Bidders, etc. Other post-Offer activities, which shall involve essential follow-up with Bankers to the Offer and SCSBs to get quick estimates of collection and advising Company about the closure of the Offer, based on correct figures, finalisation of the basis of allotment or	BRLMs	ISec

S. No.	Activity	Responsibility	Coordinator
	weeding out of multiple applications, listing of instruments, dispatch of certificates or demat credit and refunds, payment of STT on behalf of the Promoter Selling Shareholder and coordination with various agencies connected with the post-Offer activity such as Registrar to the Offer, Bankers to the Offer, Sponsor Bank, SCSBs including responsibility for underwriting arrangements, as applicable. Coordinating with Stock Exchanges and SEBI for submission of all post-Offer reports including the final post-Offer report to SEBI		

Filing of the Offer Documents

A copy of the Pre-filed Draft Red Herring Prospectus and the Updated Draft Red Herring Prospectus – I were uploaded on the SEBI intermediary portal at https://siportal.sebi.gov.in as specified in Regulation 59C(1) of the SEBI ICDR Regulations and pursuant to the SEBI ICDR Master Circular. A copy of the Pre-filed Draft Red Herring Prospectus and the Updated Draft Red Herring Prospectus – I were submitted and a copy of this Red Herring Prospectus will be submitted at:

Securities and Exchange Board of India
Corporation Finance Department, Division of Issues and Listing
SEBI Bhavan, Plot No. C4 A, ‘G’ Block
Bandra Kurla Complex
Bandra (E), Mumbai 400 051
Maharashtra, India

A copy of this Red Herring Prospectus, along with the material contracts and documents required to be filed under Section 32 of the Companies Act have been filed with the RoC through the electronic portal on the MCA portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do. A copy of the Prospectus shall be filed under Section 26 of the Companies Act with the RoC at its office and through the electronic portal on the MCA portal at http://www.mca.gov.in/mcafoportal/loginvalidateuser.do.

Book Building Process

Book Building Process, in the context of the Offer, refers to the process of collection of Bids from investors on the basis of this Red Herring Prospectus, the Bid cum Application Forms and the Revision Forms within the Price Band. The Price Band and minimum Bid Lot size will be decided by our Company in consultation with the Book Running Lead Managers and subject to applicable law, and advertised in all editions of Financial Express, an English national daily newspaper and all editions of Jansatta, a Hindi national daily newspaper (Hindi being the regional language of Delhi NCR, where our Registered and Corporate Office is located), each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their respective websites. The Offer Price shall be determined by our Company in consultation with the Book Running Lead Managers and subject to applicable law, after the Bid/ Offer Closing Date. For details, see “*Offer Procedure*” on page 340.

All Bidders, except Anchor Investors, are mandatorily required to use the ASBA process for participating in the Offer by providing details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by SCSBs. In addition to this, the UPI Bidders may participate through the ASBA process by either (a) providing the details of their respective ASBA Account in which the corresponding Bid Amount will be blocked by the SCSBs; or (b) through the UPI Mechanism. Anchor Investors are not permitted to participate in the Offer through the ASBA process.

In terms of the SEBI ICDR Regulations, QIBs and Non-Institutional Investors are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of the number of Equity Shares or the Bid Amount) at any stage. RIBs can revise their Bid(s) during the Bid/ Offer Period and withdraw their Bid(s) until Bid/ Offer Closing Date. Further, Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bidding Date. Except for Allocation to RIBs, Non-Institutional Bidders and the Anchor Investors, allocation in the Offer will be on a proportionate basis. Further, allocation to Anchor Investors will be on a discretionary basis and allocation to the Non-Institutional Investors will be in a manner set out under Schedule XIII of the SEBI ICDR Regulations.

Each Bidder by submitting a Bid in the Offer, will be deemed to have acknowledged the above restrictions and the terms of the Offer.

For further details, see “*Terms of the Offer*” “*Offer Structure*” and “*Offer Procedure*” on pages 331, 337 and 340, respectively.

The Book Building Process is in accordance with guidelines, rules and regulations prescribed by SEBI and are subject to change from time to time. Bidders are advised to make their own judgement about an investment through this process prior to submitting a Bid.

For further details on the method and procedure for Bidding, see “*Offer Structure*” and “*Offer Procedure*” on pages 337 and 340, respectively.

Bidders should note that, the Offer is also subject to obtaining (i) the final approval of the RoC after the Prospectus is filed with the RoC; and (ii) final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, within three Working Days of the Bid/ Offer Closing Date or such other period as prescribed under applicable law.

Illustration of Book Building and Price Discovery Process

For an illustration of the Book Building Process and the price discovery process, see "*Offer Procedure*" on page 340.

Underwriting Agreement

After the determination of the Offer Price, but prior to the filing of the Prospectus with the RoC, our Company and the Promoter Selling Shareholder intends to enter into an Underwriting Agreement with the Underwriter(s) for the Equity Shares proposed to be issued in the Offer. The Underwriting Agreement has not been executed as on the date of this Red Herring Prospectus. The extent of underwriting obligations and the Bids to be underwritten by each Underwriter shall be as per the Underwriting Agreement. The Underwriting Agreement is dated [●]. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriter(s) will be several and will be subject to certain conditions specified therein.

The Underwriters have indicated their intention to underwrite the following number of Equity Shares which they shall subscribe to on account of rejection of bids, either by themselves or by procuring subscription, at a price which shall not be less than the Offer Price: *(This portion has been intentionally left blank and will be filled in before filing of the Prospectus with the RoC)*

Name, Address, Telephone Number and Email Address of the Underwriters	Indicative Number of Equity Shares of face value of ₹10 each to be Underwritten	Amount Underwritten (in ₹ million)
[●]	[●]	[●]

The aforementioned underwriting commitments are indicative and will be finalised prior to filing the Prospectus with the RoC.

In the opinion of our Board (based on representations made to our Company by the Underwriter(s)), the resources of the abovementioned Underwriter(s) are sufficient to enable them to discharge their respective underwriting obligations in full. The abovementioned Underwriters are registered with the SEBI under Section 12(1) of the SEBI Act or registered as brokers with the Stock Exchanges. Our Board/ IPO Committee, at its meeting held on [●], has approved the acceptance and entering into of the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriter(s) may not necessarily be in proportion to their underwriting commitment set forth in the table above.

Notwithstanding the above table, the Underwriters shall be severally responsible for ensuring payment with respect to the Equity Shares allocated to investors respectively procured by them in accordance with the Underwriting Agreement. In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Equity Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

The Equity Share capital of our Company as on the date of this Red Herring Prospectus is set forth below:

(in ₹, except share data and amount of securities premium account)

	Particulars	Aggregate value at face value	Aggregate value at Offer Price*
A	**AUTHORISED SHARE CAPITAL**(1)		
	Equity share capital comprising:		
	5,860,000,000 Equity Shares (having face value of ₹10 each)	58,600,000,000	-
B	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL BEFORE THE OFFER**		
	Equity Share capital comprising:		
	4,508,719,493 Equity Shares (having face value of ₹10 each)	45,087,194,930	-
C	**PRESENT OFFER IN TERMS OF THIS RED HERRING PROSPECTUS** (2)		
	Offer for Sale of up to [●] Equity Shares (having face value of ₹10 each) aggregating upto ₹80,000 million	[●]	[●]
D	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	4,508,719,493 Equity Shares (having face value of ₹10 each)	45,087,194,930	-
E	**SECURITIES PREMIUM ACCOUNT**		
	Before and after the Offer (in ₹ million)		745.30

* *To be included upon finalisation of the Offer Price.*

(1) *For details in relation to the changes in the authorised share capital of our Company in the last 10 years, see "History and Certain Corporate Matters – Amendments to the Memorandum of Association" on page 169.*

(2) *The Offer has been authorized by our Board of Directors pursuant to the resolution passed at their meeting dated July 4, 2024. Our Board has taken on record the consent of the Promoter Selling Shareholder to participate in the Offer pursuant to resolution passed in its meeting held on July 29, 2024. The Promoter Selling Shareholder has confirmed and authorized its participation in the Offer for Sale. The Equity Shares being offered by the Promoter Selling Shareholder have been held by them for a period of at least one year prior to the date of filing of the Pre-filed Draft Red Herring Prospectus in accordance with the SEBI ICDR Regulations, and are otherwise eligible for being offered for sale pursuant to the Offer in accordance with the provisions of the SEBI ICDR Regulations. For details of authorisations for the Offer for Sale, see "Other Regulatory and Statutory Disclosures - Authorisation by the Promoter Selling Shareholder" on page 315.*

Notes to the Capital Structure

1. **Share capital history of our Company**

(a) The Equity Share capital history of our Company is set forth below:

Date of allotment of Equity Shares	Nature of allotment	Face value per Equity Share (in ₹)	Issue price per Equity Share (in ₹)	Total number of Equity Shares of face value of ₹10 each allotted	Nature of consideration	Cumulative number of Equity Shares of face value of ₹10 each	Cumulative paid-up Equity Share Capital	Name of allotee
March 26, 2018	Subscription to the Memorandum of Association	10	10	10,000	Cash	10,000	100,000	Initial allotment of 9,999 Equity Shares of face value of ₹10 each to Rishiraj Khajanchi Bharatprakash and one Equity Share of face value of ₹10 each to Anant Gupta
August 7, 2018	Rights issue	10	10	4,990,000	Cash	5,000,000	50,000,000	Allotment of 4,990,000 Equity Shares of face value of ₹10 each to Samayat Services LLP
October 26, 2018	Rights issue	10	10	14,223,375	Cash	19,223,375	192,233,750	Allotment of 14,223,375 Equity Shares of face value of ₹10 each to Samayat Services LLP
November 20, 2018	Rights issue	10	10	4,220,960,974	Cash	4,240,184,349	42,401,843,490	Allotment of 4,220,960,974 Equity Shares of face value of ₹10 each to Samayat Services LLP
January 10, 2019	Rights issue	10	10	101,469,732	Cash	4,341,654,081	43,416,540,810	Allotment of 101,469,732 Equity Shares of face value of ₹10 each to Samayat Services LLP
May 6, 2019	Preferential allotment	10	10	28,000,000*	Cash	4,369,654,081	43,696,540,810	Allotment of 28,000,000 Equity Shares of face value of ₹10 each to Gunender Kapur
May 8,	Preferential	10	10	3,010,562	Cash	4,372,664,643	43,726,646,430	Allotment of 1,430,000 Equity

Date of allotment of Equity Shares	Nature of allotment	Face value per Equity Share (in ₹)	Issue price per Equity Share (in ₹)	Total number of Equity Shares of face value of ₹10 each allotted	Nature of consideration	Cumulative number of Equity Shares of face value of ₹10 each	Cumulative paid-up Equity Share Capital	Name of allotee
2019	allotment							Shares of face value of ₹10 each to Manoj Kumar, 841,844 Equity Shares of face value of ₹10 each to Piyush Kumar Dutt, 500,000 Equity Shares of face value of ₹10 each to Samir Agarwal and 238,718 Equity Shares of face value of ₹10 each to Anne Martine Marie Puvis Cardinali
July 29, 2020	Rights issue	10	15.70	111,464,900	Cash	4,484,129,543	44,841,295,430	Allotment of 111,464,900 Equity Shares of face value of ₹10 each to Samayat Services LLP
August 3, 2021	Preferential allotment	10	15.70	7,000,000	Cash	4,491,129,543	44,911,295,430	Allotment of 7,000,000 Equity Shares of face value of ₹10 each to Gunender Kapur
December 3, 2021	Allotment pursuant to ESOP 2019#	10	10	10,786,524	Cash	4,501,916,067	45,019,160,670	Allotment of 5,000,000 Equity Shares of face value of ₹10 each to Gunender Kapur, 2,131,000 Equity Shares of face value of ₹10 each to Karthik Kuppusamy, 1,705,524 Equity Shares of face value of ₹10 each to Manoj Kumar, 1,000,000 Equity Shares of face value of ₹10 each to Vishal Mehrotra and 950,000 Equity Shares of face value of ₹10 each to Samir Agarwal
February 24, 2022	Allotment pursuant to ESOP 2019#	10	10	1,384,762	Cash	4,503,300,829	45,033,008,290	Allotment of 852,762 Equity Shares of face value of ₹10 each to Anne Martine Marie Puvis Cardinali and 532,000 Equity Shares of face value of ₹10 each to Radhakrishnan Puthanthermadathil
October 11, 2022	Allotment pursuant to ESOP 2019#	10	10	2,486,760	Cash	4,505,787,589	45,057,875,890	Allotment of 852,760 Equity Shares of face value of ₹10 each to Manoj Kumar, 100,000 Equity Shares of face value of ₹10 each to Anne Martine Marie Puvis Cardinali, 600,000 Equity Shares of face value of ₹10 each to Karthik Kuppusamy, 500,000 Equity Shares of face value of ₹10 each to Vishal Mehrotra, 280,000 Equity Shares of face value of ₹10 each to S Raamesh and 154,000 Equity Shares of face value of ₹10 each to Radhakrishnan Puthanthermdathil
	Allotment pursuant to ESOP 2019#	10	15	800,000	Cash	4,506,587,589	45,065,875,890	Allotment of 400,000 Equity Shares of face value of ₹10 each to Amit Gupta and 400,000 Equity Shares of face value of ₹10 each to Ashish Banga
October 30, 2023	Allotment pursuant to ESOP 2019#	10	10	2,131,904	Cash	4,508,719,493	45,087,194,930	Allotment of 2,131,904 Equity Shares of face value of ₹10 each to Piyush Kumar Dutt

** The Equity Shares were partly paid aggregating to ₹210,000,000 on a preferential basis through private placement. On January 6, 2021, the remaining amount of ₹70,000,000 was fully paid on call.*

 # The Equity Shares arising pursuant to the exercise of employee stock options have been allotted to the employees of our Company in accordance with

ESOP 2019.

All issuances and allotments of Equity Shares by our Company since incorporation have been made in compliance with the Companies Act.

(b) Preference Share Capital

Our Company does not have any preference share capital as on the date of this Red Herring Prospectus.

2. **Equity Shares issued for consideration other than cash or by way of bonus issue or out of revaluation reserves**

Our Company has not issued any Equity Shares out of revaluation reserves since incorporation. Further, our Company has not issued Equity Shares through bonus issue or for consideration other than cash.

3. **Issue of Equity Shares under Sections 391 to 394 of the Companies Act, 1956 and Sections 230 to 234 of the Companies Act**

Our Company has not allotted any Equity Shares or preference shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956 and Sections 230 to 234 of the Companies Act.

4. **Equity Shares issued in the preceding one year below the Offer Price**

Our Company has not issued any Equity Shares during a period of one year preceding the date of this Red Herring Prospectus at a price which may be lower than the Offer Price.

5. **Shareholding Pattern of our Company**

The table below presents the shareholding pattern of our Company as on the date of filing of this Red Herring Prospectus:

Category (I)	Category of shareholder (II)	Number of shareholders (III)	Number of fully paid up equity shares held (IV)	Number of Partly paid-up equity shares held (V)	Number of shares underlying Depository Receipts (VI)	Total number of shares held (VII) =(IV)+(V)+(VI)	Shareholding as a % of total number of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)				Number of shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding, as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)= (VII)+(X) As a % of (A+B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of equity shares held in dematerialized form (XIV)
								Number of Voting Rights			Total as a % of (A+B + C)			Number (a)	As a % of total Shares held (b)	Number (a)	As a % of total Shares held (b)	
								Class e.g.: Equity Shares	Class e.g.: Others	Total								
(A)	**Promoters and Promoter Group**	1	4,453,118,981	-	-	4,453,118,981	98.77	4,453,118,981	-	4,453,118,981	98.77	-	98.77			-	-	4,453,118,981
(B)	**Public**	11	55,600,512	-	-	55,600,512	1.23	55,600,512	-	55,600,512	1.23	-	1.23			-	-	55,600,512
(C)	**Non Promoter - Non Public**	-		-	-	-	-	-	-	-	-	-	-			-	-	-
(C1)	**Shares underlying depository receipts**	-		-	-	-	-	-	-	-	-	-	-			-	-	-
(C2)	**Shares held by employee trusts**	-		-	-	-	-	-	-	-	-	-	-			-	-	-
	Total	**12**	**4,508,719,493**	**-**	**-**	**4,508,719,493**	**100**	**4,508,719,493**	**-**	**4,508,719,493**	**100**	**-**	**100**			**-**	**-**	**4,508,719,493**

** Based on the beneficiary position as on December 3, 2024.*

6. **Details of equity shareholding of the major Shareholders of our Company**

a) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis, as on the date of this Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares of face value of ₹10 each	Percentage of the Equity Share capital on a fully diluted basis* (%)
1.	Samayat Services LLP	4,453,118,981	96.46
2.	Gunender Kapur	112,796,533#	2.44
	Total	**4,565,915,514**	**98.90**

** Calculated assuming allotment of Equity Shares pursuant to exercise of all outstanding options vested under the ESOP 2019.*
 # Includes 40,000,000 Equity Shares and 72,796,533 vested stock options under the ESOP 2019.

b) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis, as on 10 days prior to the date of this Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares of face value of ₹10 each	Percentage of the Equity Share capital on a fully diluted basis* (%)
1.	Samayat Services LLP	4,453,118,981	96.55
2.	Gunender Kapur	112,796,533#	2.45
	Total	**4,565,915,514**	**99.00**

** Calculated assuming allotment of Equity Shares pursuant to exercise of all outstanding options vested under the ESOP 2019.*
 # Includes 40,000,000 Equity Shares and 72,796,533 vested options under the ESOP 2019.

c) Set forth below is a list of Shareholders holding 1% or more of the paid-up Equity Share capital of our Company, on a fully diluted basis, as on one year prior to the date of this Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares of face value of ₹10 each	Percentage of the Equity Share capital on a fully diluted basis* (%)
1.	Samayat Services LLP	4,453,118,981	96.59
2.	Gunender Kapur	112,796,533#	2.45
	Total	**4,565,915,514**	**99.04**

** Calculated assuming allotment of Equity Shares pursuant to exercise of all outstanding options vested under the ESOP 2019.*
 # Includes 40,000,000 Equity Shares and 72,796,533 vested options under the ESOP 2019.

d) Set forth below is a list of Shareholders holding 1% or more of the paid-up Share Capital of our Company, on a fully diluted basis, as on two years prior to the date of this Red Herring Prospectus:

S. No.	Name of the Shareholder	Number of Equity Shares of face value of ₹10 each	Percentage of the Equity Share capital on a fully diluted basis* (%)
1.	Samayat Services LLP	4,453,118,981	97.15
2.	Gunender Kapur	96,735,509#	2.11
	Total	**4,549,854,490**	**99.26**

** Calculated assuming allotment of Equity Shares pursuant to exercise of all outstanding options vested under the ESOP 2019.*
 # Includes 40,000,000 Equity Shares and 56,735,509 vested options under the ESOP 2019.

7. **History of the Equity Share capital held by our Promoters**

As on the date of this Red Herring Prospectus,

(a) Samayat Services LLP, our Promoter, also the Promoter Selling Shareholder, holds 98.77% of the issued, subscribed and paid-up Equity Share capital of our Company and 96.46% of the Equity Share capital on a fully diluted basis, of our Company; and

(b) Kedaara Capital Fund II LLP, our Promoter, does not hold any Equity Shares in our Company.

The details regarding our Promoters' shareholding are set forth below.

a) *Build-up of Promoters' equity shareholding in our Company*

The build-up of the equity shareholding of our Promoters since incorporation of our Company is set forth below:

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares of face value of ₹10 each allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of the pre-Offer capital (%)	Percentage of post- Offer capital (%)
Samayat Services LLP							
July 2, 2018	Transfer from Rishiraj Khajanchi Bharatprakash	9,999	Cash	10	10	Negligible^	[●]
August 7, 2018	Rights issue	4,990,000	Cash	10	10	0.11	[●]

Date of allotment/ transfer	Nature of transaction	Number of Equity Shares of face value of ₹10 each allotted/ transferred	Nature of consideration	Face value per Equity Share (₹)	Issue price/ transfer price per Equity Share (₹)	Percentage of the pre-Offer capital (%)	Percentage of post- Offer capital (%)
October 26, 2018	Rights issue	14,223,375	Cash	10	10	0.32	[●]
November 20, 2018	Rights issue	4,220,960,974	Cash	10	10	93.62	[●]
January 10, 2019	Rights issue	101,469,732	Cash	10	10	2.25	[●]
July 29, 2020	Rights issue	111,464,900	Cash	10	15.70	2.47	[●]
December 21, 2021	Transfer from Aman Gandhi	1	Cash	10	10	Negligible^	[●]
Total		**4,453,118,981**				**98.77**	**[●]**
Kedaara Capital Fund II LLP*							
July 2, 2018	Transfer from Anant Gupta	1	Cash	10	10	Negligible^	[●]
December 19, 2018	Transfer to Aman Gandhi*	(1)	Cash	10	10	Negligible^	[●]
Total		-				-	-

** As a nominee shareholder of Samayat Services LLP.*
^ 0.01% or lower.

All the Equity Shares held or have been held by our Promoters, Samayat Services LLP and Kedaara Capital Fund II LLP, were fully paid-up on the respective dates of allotment/transfer of such Equity Shares.

As on the date of this Red Herring Prospectus, none of the Equity Shares held by our Promoters are subject to any pledge.

b) *Shareholding of our Promoters and Promoter Group*

Except as disclosed below, our Promoters and the Promoter Group do not hold any Equity Shares in our Company:

S. No.	Name of the shareholder	Pre-Offer number of Equity Shares of face value of ₹10 each	Percentage of the pre-Offer Equity Share capital (%) (on a fully diluted basis)	Number of Equity Shares of face value of ₹10 each offered for Offer for Sale	Post-Offer number of Equity Shares of face value of ₹10 each	Percentage of the post-Offer Equity Share capital (%) (on a fully diluted basis)
Promoter (also the Promoter Selling Shareholder)						
1.	Samayat Services LLP	4,453,118,981	96.46	[●]	[●]	[●]
Total		**4,453,118,981**	**96.46**	**[●]**	**[●]**	**[●]**

8. **Details of Promoters' Contribution and Lock-in**

a) In accordance with Regulations 14 and 16(1) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post-Offer Equity Share capital of our Company held by our Promoter, shall be locked in for a period of 18 months, or such other period as prescribed under the SEBI ICDR Regulations, as minimum promoter's contribution from the date of Allotment ("**Promoters' Contribution**"), and our Promoters' shareholding in excess of 20% of the post-Offer equity share capital shall be locked in for a period of six months from the date of Allotment.

b) The details of the Equity Shares to be locked-in for a period of 18 months, or such other period as prescribed under the SEBI ICDR Regulations from the date of Allotment as Promoters' Contribution are set forth in the table below:

Name of Promoter	Number of Equity Shares of face value of ₹10 each locked-in	Date of allotment/ transfer	Nature of transaction	Face value (₹)	Issue/ acquisition price per equity share (₹)	Percentage of pre-Offer paid-up Equity Share capital	Percentage of post-Offer paid-up Equity Share capital (on a fully diluted basis)*	Date up to which the equity shares are subject to lock in
[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]	[●]

Note: To be updated in the Prospectus.

Samayat Services LLP, one of our Promoters, has given its consent to include such number of Equity Shares held by it as disclosed above, constituting 20% of the post-Offer equity share capital of our Company on a fully-diluted basis as Promoters' Contribution and has agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner the Promoters' Contribution from the date of filing this Red Herring Prospectus, until the expiry of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations, except as may be permitted, in accordance with the SEBI ICDR Regulations.

c) Our Company undertakes that the Equity Shares being locked-in are not ineligible for computation of Promoters' contribution in terms of Regulation 15 of the SEBI ICDR Regulations. For details of the build-up of the share capital held by our Promoters, see "*- History of Share capital held by our Promoters – Build-up of Promoters' equity shareholding in our Company*" on page 75.

In this connection, we confirm that the Equity Shares considered as Promoters' Contribution:

(i) have not been acquired during the immediately preceding three years for consideration other than cash, involving any revaluation of assets or capitalisation of intangible assets;

(ii) did not result from a bonus issue during the immediately preceding three years from the date of this Red Herring Prospectus, by utilisation of revaluation reserves or unrealised profits of our Company, or from bonus issue against Equity Shares which are otherwise ineligible for Promoters' Contribution;

(iii) are not acquired or subscribed to during the immediately preceding year from the date of this Red Herring Prospectus at a price lower than the price at which the Equity Shares are being offered to the public in the Offer; and

(iv) are not subject to any pledge or any other encumbrance.

All Equity Shares held by our Promoters are held in dematerialized form.

Further, our Company has not been formed by conversion of a partnership firm or a limited liability partnership firm into a company and hence, no Equity Shares have been issued in the one year immediately preceding the date of this Red Herring Prospectus pursuant to conversion from a partnership firm.

9. **Details of Equity Shares locked-in for six months:**

In addition to the Promoters' Contribution, the entire pre-Offer Equity Share capital of our Company will be locked-in for a period of six months from the date of Allotment, including any unsubscribed portion of the Offer for Sale, except for (i) the Offered Shares, which are successfully transferred as part of the Offer for Sale, (ii) the Equity Shares allotted to the employees, whether currently an employee or not, under the ESOP 2019 prior to the Offer; and (iii) Shareholders who are VCFs, Category I AIFs, Category II AIFs or FVCIs, provided that Equity Shares held by them will be locked-in for a period of at least six months from the date of purchase by such VCFs or Category I AIFs, Category II AIFs or FVCI.

As required under Regulation 20 of the SEBI ICDR Regulations, our Company shall ensure that the details of the Equity Shares locked-in are recorded by the relevant Depository.

Pursuant to Regulation 21(a) of the SEBI ICDR Regulations, the Equity Shares held by one of our Promoters, which are locked-in for a period of 18 months from the date of Allotment as Promoters' Contribution may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that such loans have been granted by such bank or institution for the purpose of financing one or more of the objects of the Offer and pledge of the Equity Shares is a term of sanction of such loans, which is not applicable in the context of this Offer.

Pursuant to Regulation 21(b) of the SEBI ICDR Regulations, the Equity Shares held by our Promoters which are locked-in for a period of six months from the date of Allotment may be pledged as collateral security for loans granted by scheduled commercial banks, public financial institutions, NBFC-SI or housing finance companies, provided that pledge of the Equity Shares is one of the terms of sanction of such loans.

However, the relevant lock-in period shall continue post the invocation of the pledge referenced above, and the relevant transferee shall not be eligible to transfer the Equity Shares till the relevant lock-in period has expired in terms of the SEBI ICDR Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by the Promoters, which are locked-in, may be transferred to another promoter or any member of the Promoter Group or to any new promoter, subject to continuation of the lock-in in the hands of the transferees for the remaining period and in compliance with the SEBI Takeover Regulations, as applicable. Such transferees are not eligible to transfer such transferred Equity Shares till the expiry of the lock-in period in accordance with the SEBI ICDR Regulations.

In terms of Regulation 22 of the SEBI ICDR Regulations, the Equity Shares held by persons other than the Promoters and locked-in for a period of six months from the date of Allotment in the Offer may be transferred to any other person holding the Equity Shares which are locked-in along with the Equity Shares proposed to be transferred, subject to continuation of the lock-in in the hands of transferees for the remaining period and compliance with the SEBI Takeover Regulations. Such transferees shall not be eligible to transfer until the expiry of the lock-in period in accordance with the SEBI ICDR Regulations and compliance with the SEBI Takeover Regulations.

10. **Lock-in of the Equity Shares to be Allotted, if any, to the Anchor Investors**

50% of the Equity Shares allotted to Anchor Investors under the Anchor Investor Portion shall be locked-in for a period of 90 days from the date of Allotment and the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked-in for a period of 30 days from the date of Allotment.

11. **Details of Equity Shares and employee stock options held by our Directors, Key Managerial Personnel and Senior Management Personnel**

Except as stated below, as on the date of this Red Herring Prospectus, none of the Directors or Key Managerial Personnel and Senior Management Personnel of our Company hold any Equity Shares and employee stock options in our Company.

S. No.	Name	Number of Equity Shares of face value of ₹10 each	Number of employee stock options outstanding as on date of RHP	Percentage of the pre-Offer Equity share capital on a fully diluted basis* (%)	Percentage of the post-Offer Equity share capital (%)
Directors and Key Managerial Personnel of our Company					
1.	Gunender Kapur	40,000,000	135,494,799	2.44	[●]
2.	Amit Gupta	400,000	7,600,000	0.03	[●]
3.	Rahul Luthra	-	150,000	Negligible	
Senior Management Personnel of our Company					
4.	Manoj Kumar	3,988,284	7,705,523	0.12	[●]
5.	Karthik Kuppusamy	2,731,000	7,532,807	0.09	[●]
6.	Vishal Mehrotra	1,500,000	7,000,000	0.05	[●]
7.	Anne Martine Marie Puvis Cardinali	1,191,480	9,311,045	0.09	[●]
8.	Samir Agrawal	1,450,000	7,813,807	0.10	[●]
9.	S Raamesh	280,000	2,220,000	0.03	[●]
10.	Kuldeep Sharma	-	2,500,000	0.03	[●]
11.	Dhruva Dubey	-	1,100,000	Negligible	[●]

** Calculated assuming allotment of Equity Shares pursuant to exercise of all outstanding options vested under the ESOP 2019*

12. Except for the issue of Equity Shares pursuant to exercise of options granted under the ESOP 2019, our Company presently does not intend or propose to alter its capital structure for a period of six months from the Bid/ Offer Opening Date, by way of split or consolidation of the denomination of Equity Shares or further issue of Equity Shares (including issue of securities convertible into or exchangeable, directly or indirectly for Equity Shares) whether on a preferential basis or by way of issue of bonus shares or on a rights basis or by way of further public issue of Equity Shares or otherwise.

13. Except for issue of Equity Shares pursuant to exercise of options granted under the ESOP 2019 there will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of this Red Herring Prospectus with SEBI until the Equity Shares are listed on the Stock Exchanges.

14. As on the date of filing of this Red Herring Prospectus, our Company has 12 shareholders.

15. Our Promoters, any member of our Promoter Group, any of the Directors of our Company and their relatives, have not purchased or sold any securities of our Company during the period of six months immediately preceding the date of this Red Herring Prospectus.

16. There have been no financing arrangements whereby members of our Promoter Group, our Directors and their relatives, have financed the purchase by any other person of securities of our Company during a period of six months immediately preceding the date of filing of this Red Herring Prospectus.

17. Neither our Company, nor any of our Directors have entered into any buy-back arrangements for purchase of Equity Shares from any person. Further, the Book Running Lead Managers have not entered into any buy-back arrangements for purchase of Equity Shares from any person.

18. There are no partly paid-up Equity Shares as on the date of Red Herring Prospectus, and all the Equity Shares issued and transferred pursuant to the Offer will be fully paid-up at the time of Allotment.

19. Our Promoters and Promoter Group shall not participate in the Offer, except by way of participation of in the Offer for Sale.

20. No person connected with the Offer, including, but not limited to, the members of the Syndicate, our Company, the Directors, members of our Promoter Group and the Promoters, shall offer or make payment of any incentive, direct or indirect, in the nature of discount, commission and allowance, except for fees or commission for services rendered in relation to the Offer, in any manner, whether in cash or kind or services or otherwise, to any Bidder for making a Bid.

21. The Book Running Lead Managers and their respective associates (as defined in the SEBI Merchant Bankers Regulations) do not hold any Equity Shares of our Company as on the date of this Red Herring Prospectus.

22. The BRLMs and their affiliates may engage in the transactions with and perform services for our Company and/or the Promoter Selling Shareholder in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company and/or the Promoter Selling Shareholder, for which they may in the future receive customary compensation.

23. Except for options granted under the ESOP 2019, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares as on the date of this Red Herring Prospectus.

24. Our Company shall ensure that transactions in Equity Shares by our Promoters and our Promoter Group during the period between the date of filing of this Red Herring Prospectus and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of such transaction.

25. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law. Our Company will comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

26. **Employee Stock Options Scheme of our Company - Rishanth Employee Stock Option Plan 2019 ("ESOP 2019")**

Our Company, pursuant to the resolutions dated January 10, 2019 passed by our Board and Shareholders, respectively, has adopted the ESOP 2019. The objectives of the ESOP 2019 are to *inter alia* (a) to drive performance of our Company, (b) align employee interest with shareholder interest, (c) retention of employees and (d) wealth creation for employees. The ESOP 2019 was last amended pursuant to Board and Shareholder resolutions, each dated March 21, 2024 and March 22, 2024 respectively. The ESOP 2019 is in compliance with the SEBI SBEB Regulations and other laws, as may be applicable. The ESOP 2019 plan comprises of Rishanth Employee Stock Option Scheme 2019 – Scheme-I, Rishanth Employee Stock Option Scheme 2019 – Scheme-II, Rishanth Employee Stock Option Scheme 2019 - Scheme-III, Rishanth Employee Stock Option Scheme 2019 – Scheme-IV, Rishanth Employee Stock Option Scheme 2019 - Scheme-V, Vishal Employee Stock Option Scheme 2020 – Scheme-VI, Vishal Employee Stock Option Scheme 2020 - Scheme-VII, Vishal Employee Stock Option Scheme 2020 - Scheme-VIII, Vishal Employee Stock Option Scheme 2024 – Scheme-IX, Vishal Employee Stock Option Scheme 2024 – Scheme-X and Vishal Employee Stock Option Scheme 2024 – Scheme-XI and Vishal Employee Stock Option Scheme 2024 – Scheme-XII.

Except as disclosed in the "- *Share capital history of our Company*" on page 71, our Company has not allotted any Equity Shares pursuant to ESOP 2019. The details of ESOP 2019, as certified by B.B. & Associates (FRN: 023670N), Chartered Accountants pursuant to their certificate dated December 4, 2024, are as follows:

Particulars	Details		
Options granted	**Financial Year/Period**	**Total number of options granted**	**Resultant number of Equity Shares**
	Financial Year ended March 31, 2022	5,140,719	5,140,719
	Financial Year ended March 31, 2023	630,000	630,000
	Financial Year ended March 31, 2024	1,185,000	1,185,000
	Six months period ended September 30, 2024	64,190,000	64,190,000
	For the period commencing from October 1, 2024 until the date of this Red Herring Prospectus	7,177,500	7,177,500
Options outstanding (including vested and unvested options) as on date of this RHP	218,217,480		
Exercise price of options (in ₹)	**Financial Year/Period**	**Exercise Price**	
	Financial Year ended March 31, 2022	Rs 10.00/- to 15.70/-	
	Financial Year ended March 31, 2023	Rs 10.00/- to 18.07/-	
	Financial Year ended March 31, 2024	Rs 18.07/- to 35.00/-	
	Six months period ended September 30, 2024	Rs 35.00/-	
	For the period commencing from October 1, 2024 until the date of this Red Herring Prospectus	Rs 65.00/-	
Vesting Period (from date of grant)	One year to five years.		
Options vested (excluding options that have been exercised)	**Financial Year/Period**	**Total number of options vested and not exercised**	**Resultant number of Equity Shares**
	Financial Year ended March 31, 2022	39,584,693	39,584,693
	Financial Year ended March 31, 2023	44,537,279	44,537,279
	Financial Year ended March 31, 2024	86,477,664	86,477,664
	Six months period ended September 30, 2024	103,168,573	103,168,573
	For the period commencing from October 1, 2024 until the date of this Red Herring Prospectus	107,701,334	107,701,334
Options exercised	**Financial Year/Period**	**Total number of options exercised**	**Resultant number of Equity Shares**
	Financial Year ended March 31, 2022	12,171,286	12,171,286
	Financial Year ended March 31, 2023	3,286,760	3,286,760
	Financial Year ended March 31, 2024*	Nil	Nil
	Six months period ended September 30, 2024	Nil	Nil
	For the period commencing from October 1, 2024 until the date of this Red Herring Prospectus	Nil	Nil
Total number of Equity Shares that would arise as a result of full exercise of options granted (net of forfeited/lapsed/cancelled options)	**Financial Year/Period**	**Total number of options exercised**	**Resultant number of Equity Shares**
	Financial Year ended March 31 2022	156,278,740	156,278,740
	Financial Year ended March 31, 2023	148,966,456	148,966,456
	Financial Year ended March 31 2024	148,717,980	148,717,980
	Six months period ended September 30, 2024	211,687,980	211,687,980

Particulars	Details			
	For the period commencing from October 1, 2024 until the date of this Red Herring Prospectus		218,217,480	218,217,480
Options forfeited/lapsed/cancelled	**Financial Year/Period**		**Total number of options**	**Resultant number of Equity Shares**
	Financial Year ended March 31, 2022^		10,369,330	10,369,330
	Financial Year ended March 31, 2023		4,655,524	4,655,524
	Financial Year ended March 31, 2024		1,433,476	1,433,476
	Six months period ended September 30, 2024		1,220,000	1,220,000
	For the period commencing from October 1, 2024 until the date of this Red Herring Prospectus		648,000	648,000
Variation in terms of options	NA			
Money realised by exercise of options	**Financial Year/Period**		**In INR in millions**	
	Financial Year ended March 31, 2022		121.71	
	Financial Year ended March 31, 2023		36.87	
	Financial Year ended March 31, 2024		NA	
	Six months period ended September 30, 2024		NA	
	For the period commencing from October 1, 2024 until the date of this Red Herring Prospectus		NA	
Total number of options in force	**Financial Year/Period**		**Total number of options in force**	**Resultant number of Equity Shares**
	Financial Year ended March 31 2022		156,278,740	156,278,740
	Financial Year ended March 31, 2023		148,966,456	148,966,456
	Financial Year ended March 31 2024		148,717,980	148,717,980
	Six months period ended September 30, 2024		211,687,980	211,687,980
	For the period commencing from October 1, 2024 until the date of this Red Herring Prospectus		218,217,480	218,217,480
Employee wise details of options granted to				
(i) Key management personnel and senior management personnel	**Names of the KMP / SMP to whom options were granted**	**Number of options granted**	**Number of options outstanding as of the date of this Red Herring Prospectus**	**Resultant number of Equity Shares out of outstanding options**
	Gunender Kapur	140,494,799	135,494,799	135,494,799
	Amit Gupta	8,000,000	7,600,000	7,600,000
	Rahul Luthra	150,000	150,000	150,000
	Manoj Kumar	10,263,807	7,705,523	7,705,523
	Karthik Kuppusamy	10,263,807	7,532,807	7,532,807
	Anne Puvis	10,263,807	9,311,045	9,311,045
	Vishal Mehrotra	8,500,000	7,000,000	7,000,000
	Samir Agrawal	8,763,807	7,813,807	7,813,807
	S Raamesh	2,500,000	2,220,000	2,220,000
	Dhruva Dubey	1,100,000	1,100,000	1,100,000
	Kuldeep Sharma	2,500,000	2,500,000	2,500,000

Particulars	Details			
(ii) Any other employee who received a grant in any one year of options amounting to 5% or more of the options granted during the year	**Names of the employees to whom options were granted**	**Number of options granted**	**Number of options outstanding as of the date of this Red Herring Prospectus**	**Resultant number of Equity Shares out of outstanding options**
Financial Year ended March 31 2022	Gunender Kapur	940,719	135,494,799	135,494,799
	Ashish Banga	2,000,000	-	-
	Amit Mishra	300,000	-	-
	Sharad Thakur	300,000	-	-
	Pragati Srivastava	300,000	-	-
	Sudarshan Patodia	750,000	300,000	300,000
Financial Year ended March 31 2023	Urvashi Chhabra	100,000	80,000	80,000
	Amit Gupta	150,000	150,000	150,000
	Pinaki Ghosh	140,000	42,000	42,000
	Aparnaa Raje	75,000	-	-
	Biju K P	165,000	165,000	165,000
Financial Year ended March 31 2024	Vikas Bhatia	85,000	85,000	85,000
	Dhruva Dubey	1,100,000	1,100,000	1,100,000
Six months period ended September 30, 2024	Gunender Kapur	23,800,000	135,494,799	135,494,799
	Manoj kumar	6,000,000	7,705,523	7,705,523
	Anne Puvis	6,000,000	9,311,045	9,311,045
	Samir Agrawal	4,500,000	7,813,807	7,813,807
	Karthik Kuppusamy	6,000,000	7,532,807	7,532,807
	Vishal Mehrotra	6,000,000	7,000,000	7,000,000
	Amit Gupta	6,000,000	7,600,000	7,600,000
For the period commencing from October 1, 2024 until the date of this Red Herring Prospectus	Nil	Nil	Nil	Nil
(iii) Identified employees who were granted options, during any one year equal to or exceeding 1% of the issued capital (excluding outstanding warrants and conversions) of our Company at the time of grant	**Names of the employee to whom options were granted**	**Number of options granted**	**Number of options outstanding as of the date of this Red Herring Prospectus**	**Resultant number of Equity Shares out of outstanding options**
	Nil			
Fully diluted EPS on a pre-Offer basis on exercise of options calculated in accordance with the applicable accounting standard 'Earning Per Share'	Financial Year ended March 31, 2022		0.45	
	Financial Year ended March 31, 2023		0.70	
	Financial Year ended March 31, 2024		1.01	
	Six months period ended September 30, 2024		0.55	
	For the period commencing from October 1, 2024 until the date of this Red Herring Prospectus		NA	
Difference between employee compensation cost calculated using the intrinsic value of stock options and the employee compensation cost that shall have been recognised if our Company had used fair value of options and impact of this difference	Not Applicable. As per the valuation report, the fair value has been computed as per Black Scholes Model of valuation.			

Particulars	Details				
on profits and EPS of our Company for the last three fiscals					
Description of the pricing formula and the method and significant assumptions used during the year to estimate the fair values of options, including weighted-average information, namely, risk-free interest rate, expected life, expected volatility, expected dividends and the price of the underlying share in market at the time of grant of the option.	**Financial Year ended March 31 2022**	**Financial Year ended March 31, 2023**	**Financial Year ended March 31 2024**	**Six months period ended September 30, 2024**	**For the period commencing from October 1, 2024 until the date of this Red Herring Prospectus**
Performance Vested					
Dividend yield (%)	0.00	0.00	0.00	0.00	NA
Expected volatility (%)	44.70 to 50.00	44.70 to 50.00	41 to 43	41 to 42	NA
Risk-free interest rate (%)	5.18 to 7.52	5.18 to 7.52	6.90 to 7.00	6.79 to 6.90	NA
Exercise price	Rs 10/- to 15.70/-	Rs 10/- to 18.07/-	Rs. 18.07/- to Rs. 35.00/-	Rs. 35.00	NA
Expected life of stock options	0.53 to 7.50 Years	0.50 to 7.50 Years	10 years	10 years	NA
Time Vested					
Dividend yield (%)	0.00	0.00	0.00	0.00	NA
Expected volatility (%)	44.8 to 50.10	44.8 to 50.10	41 to 43	41 to 42	NA
Risk-free interest rate (%)	5.18 to 7.47	5.18 to 7.47	6.90 to 7.00	6.79 to 6.90	NA
Exercise price	Rs 10/- to 15.70/-	Rs 10/- to 18.07/-	Rs 18.07/- to 35.00/-	Rs. 35.00	NA
Expected life of stock options	0.46 to 7.50 Years	0.66 to 7.50 Years	10 years	10 years	NA
Exit vested					
Dividend yield (%)	0.00	0.00	NA	NA	NA
Expected volatility (%)	45.00 to 46.40	45.00 to 46.40	NA	NA	NA
Risk-free interest rate (%)	6.61 to 7.51	6.61 to 7.51	NA	NA	NA
Exercise price	Rs 10/- to 15.70/-	Rs 10/- to 18.07/-	NA	NA	NA
Expected life of stock options	0.66 to 7.50 Years	0.65 to 7.50 Years	NA	NA	NA
Impact on profits and EPS of the last three years if our Company had followed the accounting policies specified in Regulation 15 of the SEBI SBEB & SE Regulations in respect of options granted in the last three years	Not Applicable				
Intention of the Key Managerial Personnel, Senior Management Personnel and whole time Directors who are holders of Equity Shares allotted on exercise of options granted to sell their Equity Shares within three months after the date of listing of Equity Shares pursuant to the Offer.	All the Key Managerial Personnel or Senior Management Personnel may sell some Equity Shares allotted on the exercise of their options within three months after the date of listing of the Equity Shares of our Company				
Intention to sell Equity Shares arising out of the Scheme within three months after the listing of Equity Shares, by Directors, Key Managerial Personnel, Senior Management Personnel and employees having Equity Shares arising out of an employee stock option scheme, amounting to more	None of the Directors, Key Managerial Personnel, Senior Management Personnel or employees have received options pursuant to the ESOP Scheme exceeding 1% of the issued capital. Hence not applicable.				

Particulars	Details
than 1% of the issued capital (excluding outstanding warrants and conversions)	

^ Includes 2,131,904 options allotted to Piyush Kumar Dutt which were exercised by him on October 30, 2023 resulting into 2,131,904 Equity Shares.
** 2,131,904 options which were considered lapsed in FY 22 were exercised during FY 24 resulting into 2,131,904 Equity Shares.*

All options under the ESOP 2019 that have been granted till the date of this Red Herring Prospectus have been granted to the employees of our Company only, and such options have been granted in compliance with the Companies Act.

Further, of the total number of options granted by our Company, 26,674,330 options were granted to past employees and 231,677,527 options have been granted to current employees. Further, none of the options have been granted and stand cancelled, as on the date of this Red Herring Prospectus.

OBJECTS OF THE OFFER

The objects of the Offer are to (i) achieve the benefits of listing the Equity Shares on the Stock Exchanges and (ii) carry out the Offer for Sale of up to [●] Equity Shares of face value of ₹10 each aggregating to ₹80,000 million by the Promoter Selling Shareholder.

Further, our Company expects that the proposed listing of its Equity Shares will enhance our visibility and brand image as well as provide a public market for the Equity Shares in India. Our Company will not receive any proceeds from the Offer. For details of Offered Shares, see "*The Offer*" on page 57.

Utilisation of the Offer proceeds by Promoter Selling Shareholder

Our Company will not receive any proceeds of the Offer for Sale by the Promoter Selling Shareholder. The Promoter Selling Shareholder will be entitled to the entirety of proceeds of the Offer for Sale after deducting its portion of the Offer related expenses and the relevant taxes thereon. For details of Offered Shares from the Promoter Selling Shareholder, see "*The Offer*" on page 57.

Offer Expenses

The Offer expenses are estimated to be approximately ₹ [●] million. The expenses in relation to the Offer include, among others, listing fees, underwriting fees, selling commission, fees payable to the BRLMs, fees payable to legal counsel, fees payable to the Registrar to the Offer, Banker(s) to the Offer, processing fee to the SCSBs for processing ASBA Forms, brokerage and selling commission payable to Registered Brokers, RTAs and CDPs, printing and stationery expenses, advertising and marketing expenses and all other incidental and miscellaneous expenses for listing the Equity Shares on the Stock Exchanges.

Other than for (a) listing fees, (b) audit fees of the statutory auditors, and (c) expenses for corporate advertisements and branding of our Company undertaken in the ordinary course of business by our Company, i.e. any corporate advertisements consistent with past practices of our Company and not including expenses relating to marketing and advertisements undertaken in connection with the Offer which will be borne by our Company ("**Company IPO Expenses**"), the Promoter Selling Shareholder agrees to bear all other costs and expenses (including all applicable taxes and the stamp duty payable on transfer of the Offered Shares pursuant to the Offer for Sale), directly attributable to the Offer (including fees and expenses of the Book Running Lead Managers, legal counsel and other intermediaries, advertising and marketing expenses (other than corporate advertisements expenses and branding of our Company undertaken in the ordinary course of business by our Company), printing, underwriting commission, procurement commission (if any), brokerage and selling commission and payment of fees and charges to various regulators in relation to the Offer) ("**Promoter IPO Expenses**") in accordance with applicable law including section 28(3) of Companies Act.

All the expenses relating to the Offer shall be paid by our Company in the first instance and upon commencement of listing and trading of the Equity Shares on the Stock Exchanges pursuant to the Offer, the Promoter Selling Shareholder agrees that it shall, reimburse our Company for any expenses in relation to the Offer paid by our Company on behalf of the Promoter Selling Shareholder and the Promoter Selling Shareholder authorises our Company to deduct from the Offer proceeds, the Promoter IPO Expenses and only the remaining amount will be paid to the Promoter Selling Shareholder, in accordance with Section 28(3) of the Companies Act.

It is hereby clarified that our Company will be liable for our Company IPO Expenses and the Promoter Selling Shareholder will be liable for the Promoter IPO Expenses, to the extent due and accrued irrespective of whether the Offer is unsuccessful or abandoned or withdrawn or not completed for any other reason whatsoever.

The break-down for the estimated Offer expenses are as follows:

Activity	Estimated expenses(1) (₹ in million)	As a % of total estimated Offer related expenses(1)	As a % of Offer size(1)
BRLM's fees including underwriting commission, brokerage and selling commission, as applicable	[●]	[●]	[●]
Commission/processing fee for SCSBs, Sponsor Bank and Bankers to the Offer. Brokerage and selling commission and bidding charges for Members of the Syndicate, Registered Brokers, RTAs and CDPs(2)(3)	[●]	[●]	[●]
Fees payable to Registrar to the Offer	[●]	[●]	[●]
Fees payable to the other parties to the Offer^	[●]	[●]	[●]
Others			
• Listing fees, SEBI filing fees, upload fees, BSE and NSE processing fees, book building software fees and other regulatory expenses	[●]	[●]	[●]
• Printing and stationery	[●]	[●]	[●]
• Advertising and marketing expenses	[●]	[●]	[●]
• Fees payable to legal counsels	[●]	[●]	[●]

Activity	Estimated expenses(1) (₹ in million)	As a % of total estimated Offer related expenses(1)	As a % of Offer size(1)
• Miscellaneous	[●]	[●]	[●]
Total estimated Offer expenses	[●]	[●]	[●]

^ *Other parties to the Offer include Statutory Auditors, Independent Chartered Accountant, Industry agencies, namely, Redseer, for the services rendered by them for Offer.*

(1) *Offer expenses include applicable taxes, where applicable. Offer expenses will be finalised on determination of Offer Price and incorporated at the time of filing of the Prospectus. Offer expenses are estimates and are subject to change.*

(2) *Selling commission payable to the SCSBs on the portion for RIBs, and Non-Institutional Bidders which are directly procured and uploaded by the SCSBs, would be as follows:*

*Portion for RIBs**	*0.30% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*0.15% of the Amount Allotted (plus applicable taxes)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price. Selling Commission payable to the SCSBs will be determined on the basis of the bidding terminal id as captured in the Bid book of BSE or NSE.*

No processing fees shall be payable by our Company and the Promoter Selling Shareholder to the SCSBs on the applications directly procured by them.

(3) Processing fees payable to the SCSBs on the portion for RIBs and Non-Institutional Bidders (excluding UPI Bids) which are procured by the members of the Syndicate/sub-Syndicate/Registered Broker/RTAs/CDPs and submitted to SCSB for blocking, would be as follows:

*Portion for RIBs and Non-Institutional Bidders**	₹ 10 per valid application (plus applicable taxes)

**Processing fees payable to the SCSBs for capturing Syndicate Member/sub-Syndicate (Broker)/sub-broker code on the ASBA Form for Non-Institutional Bidders and QIBs with Bids above ₹500,000 would be ₹10 plus applicable taxes, per valid application.*

The total processing fees payable to SCSBs as mentioned above will be subject to a maximum cap of ₹ 7.5 million (plus applicable taxes). In case the total uploading charges/processing fees payable exceeds ₹ 7.5 million (plus applicable taxes), then the amount payable to SCSBs, would be proportionately distributed based on the number of valid applications such that the total uploading charges /processing fees payable does not exceed ₹ 7.5 million (plus applicable taxes)

(4) Brokerage, selling commission and processing/uploading charges on the portion for RIBs (using the UPI mechanism), Non-Institutional Bidders which are procured by members of the Syndicate (including their sub-Syndicate Members), RTAs and CDPs or for using 3-in-1 type accounts- linked online trading, demat & bank account provided by some of the brokers which are members of Syndicate (including their sub-Syndicate Members) would be as follows:

*Portion for RIBs**	*0.30% of the Amount Allotted (plus applicable taxes)*
*Portion for Non-Institutional Bidders**	*0.15% of the Amount Allotted (plus applicable taxes)*

** Amount Allotted is the product of the number of Equity Shares Allotted and the Offer Price.*

The selling commission payable to the Syndicate / Sub-Syndicate Members will be determined (i) for RIBs and Non- Institutional Bidders (up to ₹ 0.50 million), on the basis of the application form number / series, provided that the Bid cum Application Form is also bid by the respective Syndicate / Sub-Syndicate Member. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the SCSB and not the Syndicate / Sub-Syndicate Member; and (ii) for Non-Institutional Bidders (above ₹ 0.50 million), Syndicate ASBA form bearing SM Code and Sub-Syndicate code of the application form submitted to SCSBs for blocking of the fund and uploading on the exchanges platform by SCSBs. For clarification, if a Syndicate ASBA application on the application form number / series of a Syndicate / Sub-Syndicate Member, is bid by an SCSB, the selling commission will be payable to the Syndicate / Sub Syndicate members and not the SCSB.

(5) Bidding Charges payable to members of the Syndicate (including their sub-Syndicate Members) on the applications made using 3-in-1 accounts would be ₹ 10 plus applicable taxes, per valid application bid by the Syndicate (including their sub-Syndicate Members). Bidding charges payable to SCSBs on the QIB Portion and NIIs (excluding UPI Bids) which are procured by the Syndicate/sub-Syndicate/Registered Broker/RTAs/ CDPs and submitted to SCSBs for blocking and uploading would be ₹ 10 per valid application (plus applicable taxes)

The total processing fees payable to Syndicate (Including their Sub syndicate Members) as mentioned above will be subject to a maximum cap of ₹ 7.5 million (plus applicable taxes). In case the total uploading charges/processing fees payable exceeds ₹ 7.5 million (plus applicable taxes), then the amount payable to Members of the Syndicate (Including their Sub syndicate Members), would be proportionately distributed based on the number of valid applications such that the total uploading charges / processing fees payable does not exceed ₹ 7.5 million (plus applicable taxes)

The selling commission and bidding charges payable to Registered Brokers, the RTAs and CDPs will be determined on the basis of the bidding terminal ID as captured in the Bid book of BSE or NSE.

Selling commission/ bidding charges payable to the Registered Brokers on the portion for RIBs procured through UPI Mechanism and Non-Institutional Bidders which are directly procured by the Registered Broker and submitted to SCSB for processing, would be as follows:

Portion for RIBs and Non-Institutional Bidders	*₹ 10 per valid application (plus applicable taxes)*

Uploading charges/ Processing fees for applications made by RIBs using the UPI Mechanism would be as under:

*Members of the Syndicate / RTAs / CDPs / Registered Brokers**	*₹ 30 per valid application (plus applicable taxes)*
Sponsor Bank(s)	*ICICI Bank Limited - ₹ 0 (Nil) per valid Bid cum Application Form (plus applicable taxes). The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement, and other applicable laws.* *Kotak Mahindra Bank Limited - ₹ 0 (Nil) per valid Bid cum Application Form (plus applicable taxes). The Sponsor Bank shall be responsible for making payments to the third parties such as remitter bank, NPCI and such other parties as required in connection with the performance of its duties under the SEBI circulars, the Syndicate Agreement, and other applicable laws.*

**The total uploading charges / processing fees payable to members of the Syndicate, RTAs, CDPs, Registered Brokers will be subject to a maximum cap of ₹ 20 million (plus applicable taxes). In case the total uploading charges/processing fees payable exceeds ₹20 million, then the amount payable to members of the*

Syndicate, RTAs, CDPs, Registered Brokers would be proportionately distributed based on the number of valid applications such that the total uploading charges / processing fees payable does not exceed ₹ 20 million.

All such commissions and processing fees set out above shall be paid as per the timelines in terms of the Syndicate Agreement and Cash Escrow and Sponsor Bank Agreement.

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/P/CIR/2021/570 dated June 2, 2021 read with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2021/2480/1/M dated March 16, 2021 and such payment of processing fees to the SCSBs shall be made in compliance with SEBI Circular No: SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022 and SEBI Circular No. SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022.

Monitoring Agency

Since the Offer is an offer for sale and our Company will not receive any proceeds from the Offer, our Company is not required to appoint a monitoring agency for the Offer.

Other Confirmations

Except to the extent of any proceeds received pursuant to the sale of the Offered Shares proposed to be sold in the Offer by the Promoter Selling Shareholder, there is no arrangement whereby any portion of the Offer proceeds will be paid to our Promoters, Promoter Group, Directors, Key Managerial Personnel, Senior Management Personnel, directly or indirectly, and there are no material existing or anticipated transactions in relation to utilization of the Offer proceeds entered into or to be entered into by our Company with our Promoters, Promoter Group, Directors, Key Managerial Personnel or Senior Management Personnel.

BASIS FOR OFFER PRICE

The Price Band and the Offer Price will be determined by our Company in consultation with the Book Running Lead Managers and subject to applicable law, on the basis of assessment of market demand for the Equity Shares offered through the Book Building Process and on the basis of quantitative and qualitative factors as described below. The face value of the Equity Shares is ₹10 each and the Offer Price is [●] times the face value, and Floor Price is [●] times the face value and the Cap Price is [●] times the face value. Investors should also see "*Risk Factors*", "*Summary of Financial Information*", "*Our Business*", "*Restated Consolidated Financial Information*", and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" beginning on pages 22, 58, 137, 197 and 267, respectively, to have an informed view before making an investment decision.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for computing the Offer Price are as follows:

- Focused on serving a large and fast growing section of the Indian population: We address the needs of this section through our diversified product portfolio, while maintaining quality and price leadership across product categories;
- Consumer-centric approach resulting in loyal consumer base: Our consumer-centric approach seeks to maximise quality, affordability, variety and convenience for our consumers;
- Diverse and Growing Portfolio of Own Brands: We have a diverse and growing portfolio of own brands across the apparel, general merchandise and fast-moving consumer goods product categories. During Financial Year 2024, 19 of our own brands recorded sales exceeding ₹1,000 million each, with six of our own brands recording sales exceeding ₹5,000 million each;
- Pan-India Presence: We operate a pan-India network of 645 stores across 414 Tier 1 cities, Tier 2 cities and beyond in India, as of September 30, 2024;
- Technology Enabled, Systems Driven Operations: We have strategically implemented technology systems and processes across our operations, enabling us to offer existing and new merchandise to our consumers in a timely and cost-effective manner;
- Professional and Experienced Management Team: On average, our KMPs and SMPs have 21 years of experience in the retail and consumer industry and 7 years at our organisation.

For details, see "*Our Business – Our Strengths*" on page 144.

Quantitative Factors

Some of the information presented below relating to our Company is derived from the Restated Consolidated Financial Information. For details, see "*Restated Consolidated Financial Information*" and "*Other Financial Information*" beginning on pages 197 and 263, respectively.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

A. Basic earnings per equity share ("Basic EPS") and diluted earnings per equity share ("Diluted EPS") (face value of each Equity Share is ₹10):

Fiscal/Period Ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2024	1.02	1.01	3
March 31, 2023	0.71	0.70	2
March 31, 2022	0.45	0.45	1
Weighted Average	**0.82**	**0.81**	-
Six months period ended September 30, 2024*	**0.56**	**0.55**	
Six months period ended September 30, 2023*	**0.43**	**0.43**	

** Not annualized*

Notes:

i. Weighted average = Aggregate of year-wise weighted EPS divided by the aggregate of weights i.e. (EPS x Weight) for each year/Total of weights.

ii. Earnings per Share (₹) = Profit after tax attributable to equity shareholders divided by Weighted average number of equity shares outstanding during the period/ year.

iii. Basic and diluted earnings/ (loss) per equity share: Basic and diluted earnings/ (loss) per equity share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended).

iv. As at, September 30, 2024, September 30, 2023, March 31, 2024, March 31, 2023 and March 31, 2022, there are potential equity shares, hence considered in the calculation of diluted earnings per share

B. Price/Earning ("P/E") ratio in relation to Price Band of ₹[●] to ₹[●] per Equity Share:

Particulars	P/E at the Floor Price (number of times)	P/E at the Cap Price (number of times)
Based on Basic EPS for year ended March 31, 2024	[●]*	[●] *
Based on Diluted EPS for year ended March 31, 2024	[●]*	[●] *

* *To be computed after finalization of the Price Band.*

C. Industry Peer Group P/E ratio

Based on the peer group information (excluding our Company) given below in this section, the highest, lowest and industry average P/E ratio are set forth below:

Particulars	P/E at the Floor Price (number of times)
Highest	163.59
Lowest	98.23
Average	130.91

Notes:

1. *The industry high and low has been considered from the industry peer set. The industry composite has been calculated as the arithmetic average P/E of the industry peer set disclosed in the "- Comparison of accounting ratios with listed industry peers" on page 89.*
2. *P/E Ratios have been computed based on the closing market price, on NSE on December 3, 2024 divided by the Basic EPS for the Fiscal ended March 31, 2024.*

D. Return on Net worth ("RoNW")

Fiscal Ended	RoNW (%)	Weight
March 31, 2024	8.18	3
March 31, 2023	6.20	2
March 31, 2022	4.18	1
Weighted Average	**6.85**	-
Six months period ended September 30, 2024*	**4.29**	
Six months period ended September 30, 2023*	**3.63**	

* *Not annualized*

Notes:

1. *Return on Net Worth (RoNW) %= Profit for the period / year attributable to equity shareholders of our Company divided by net worth of our Company as at the end of the period / year.*
2. *Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as per Regulation 2(1)(hh) of the SEBI ICDR Regulations. Net worth is the aggregate of paid up share capital and other equity wherein other equity includes general reserve, retained earnings, share options outstanding and securities premium as per Restated Consolidated Financial Information of our Company. Other Equity does not include capital reserve as it pertains to the difference of book value of assets of subsidiary and amount paid for acquisition of subsidiary.*
3. *Weighted average=Aggregate of year-wise weighted RoNW divided by the aggregate of weights (RoNW x Weight) for each year/Total of weights.*
4. *The figures for Profit for the period / year attributable to equity shareholders of our Company and total equity to calculate Net worth and RoNW are derived from the Restated Consolidated Financial Information.*

E. Net Asset Value ("NAV") per Equity Share

Particulars	Amount (₹)
As on March 31, 2024	12.53
As on September 30, 2024	13.14
After the completion of the Offer	
- At the Floor Price	[●]
- At the Cap Price	[●]
Offer Price	[●]

Notes:

1. *Offer Price per Equity Share will be determined on conclusion of the Book Building Process.*
2. *Net assets value per share = Net asset value per share is calculated by dividing net worth by weighted average number of equity shares outstanding at the end of the year.*
3. *Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as per Regulation 2(1)(hh) of the SEBI ICDR Regulations. Net worth is the aggregate of paid up share capital and other equity wherein other equity includes general reserve, retained earnings, share options outstanding and securities premium as per Restated Consolidated Financial Information of our Company. Other Equity does not include capital reserve as it pertains to the difference of book value of assets of subsidiary and amount paid for acquisition of subsidiary.*
4. *Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of Equity Shares issued during the period/ year multiplied by the time weighing factor. The time weighing factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/ year.*

F. Comparison of accounting ratios with listed industry peers

Name of Company	Consolidated	Face Value Per Share (₹)	Closing price on NSE – December 3, 2024 (₹)	Revenue from operations for the year ended March 31, 2024 (in ₹ million)	EPS[(1)] (₹)		P/E[(4)]	Return on Net Worth (%)[(2)]	Net Asset Value per Equity Share (₹)[(3)]
					Basic	Diluted			
Vishal Mega Mart Limited*	Consolidated	10	N.A.	89,119.46	1.02	1.01	N.A.^	8.18	12.53
Peer Group									
Avenue Supermarts Limited	Consolidated	10	3,829.85	507,888.30	38.99	38.93	98.23	13.56	287.47
Trent Limited	Consolidated	1	6,841.35	123,751.10	41.82	41.82	163.59	39.99	104.59

Source: All the financial information for listed industry peers mentioned above is on a consolidated basis (unless otherwise available only on standalone basis) and is sourced from the annual reports / annual results as available of the respective company for the year ended March 31, 2024 submitted to stock exchanges.

**Financial information of our Company has been derived from the Restated Consolidated Financial Information as at or for the financial year ended March 31, 2024.*

^To be included in respect of our Company in the Prospectus based on the Offer Price.

1. *Basic/Diluted EPS refers to the Basic/Diluted EPS sourced from the financial statements of the respective peer group companies for the year ended March 31, 2024.*
2. *Return on Net Worth (RoNW) %= Profit for the period / year attributable to equity shareholders of our Company divided by net worth of our Company as at the end of the period / year.; Net Worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as per Regulation 2(1)(hh) of the SEBI ICDR Regulations. Net worth is the aggregate of paid up share capital and other equity wherein other equity includes general reserve, retained earnings, share options outstanding and securities premium as per Restated Consolidated Financial Information of our Company. Other Equity does not include capital reserve as it pertains to the difference of book value of assets of subsidiary and amount paid for acquisition of subsidiary.*
3. *Net assets value per share = Net asset value per share is calculated by dividing net worth by weighted average number of equity shares outstanding at the end of the year/ period.*
4. *P/E ratio for the peer group has been computed based on the closing market price of equity shares on NSE as on December 3, 2024, divided by the Basic EPS for fiscal ended March 31, 2024.*

G. Key Performance Indicators

The table below sets forth the details of our KPIs that our Company considers to have a bearing for arriving at the basis for Offer Price. All the KPIs disclosed below have been approved by a resolution of our Audit Committee dated December 4, 2024, and the Audit Committee has confirmed and taken on record that other than the KPIs set out below, no other KPIs pertaining to our Company that have been disclosed to any earlier investors at any point of time during the three years period prior to the date of filing of this Red Herring Prospectus have been disclosed in this section, and also noted that these KPIs have been subject to verification and certification by B.B. & Associates (FRN: 023670N), Chartered Accountants pursuant to certificate dated December 4, 2024.

Our Company confirms that it shall continue to disclose all the KPIs included in this section on a periodic basis, at least once in a year (or any lesser period as determined by the Board of our Company) for a period of one year after the date of listing of the Equity Shares on the Stock Exchanges or for such other duration as may be required under the SEBI ICDR Regulations.

A list of our KPIs and financial measures along with brief description of the relevance of the KPI for our business operations are set forth below:

KPIs and financial measures	Description	Relevance
Revenue from Operations	Revenue from operations as per the Restated Consolidated Financial Information	Tracking revenue from operations enables the Company to analyse the overall financial and business performance of the Company.
Profit for the Period/ Year	Profit for the period/ year represents the profit for the relevant period/ year	Profit for the period/ year tracks net profit of the Company
Net Cash Flow from Operating Activities	Net cash flow from operating activities is cash derived from the principal revenue generating activities of the Company	Enables company to track cash generated from operations including working capital related cash flows.
Sales Mix – Apparel	Sum of sales of apparels	Revenue of apparel is used by the Company to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Sales Mix – Fast Moving Consumer Goods	Sum of sales of fast moving consumer goods	Revenue of fast moving consumer goods is used by the Company to track the revenue profile of the business

KPIs and financial measures	Description	Relevance
		and in turn helps assess the overall financial performance of our Company and size of our business.
Sales Mix – General Merchandise	Sum of sales of general merchandise	Revenue of general merchandise is used by the Company to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Sales Mix Contribution – Apparel	Percentage of sales of apparels to revenue from operations	Revenue of apparel is used by the Company to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Sales Mix Contribution – Fast Moving Consumer Goods	Percentage of sales of fast moving consumer goods to revenue from operations	Revenue of fast moving consumer goods is used by the Company to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Sales Mix Contribution – General Merchandise	Percentage of sales of general merchandise to revenue from operations	Revenue of general merchandise is used by the Company to track the revenue profile of the business and in turn helps assess the overall financial performance of our Company and size of our business.
Increase in Revenue from Operations	Percentage year on year increase in revenue from operations	Increase in revenue from operations tracks growth in the business performance.
Profit Margin	Profit margin means profit for the year divided by revenue from operations	Profit margin (%) tracks net profitability.
Gross Profit	Gross profit means revenue from operations minus purchase of stock in trade and changes in inventories	Tracking gross profit assesses the Company's product margin earned from sales of traded goods.
Gross Margin	Gross margin means gross profit divided by revenue from operations	Tracking gross margin assesses the Company's product margin earned from sales of traded goods.
EBITDA	Earnings before interest, tax, depreciation and amortisation is calculated as the sum of profit before tax, finance costs and depreciation and amortization expense, further reduced by other income	EBITDA provides insights into the Company's operational profitability from its business.
EBITDA Margin	EBITDA margin is calculated as EBITDA divided by the revenue from operations	EBITDA margin provides insights into the Company's operational profitability from its business.
Return on Capital Employed	Return on capital employed means EBIT divided by capital employed	Return on capital employed tracks efficiency of generating earnings from the capital deployed in the business.
Adjusted Return on Capital Employed	Adjusted return on capital employed is calculated as EBIT adjusted by income generated from invested fund divided by capital employed adjusted for invested funds	Adjusted return on capital employed tracks efficiency of generating earnings from the operational capital deployed in the business.
Inventory Days	Inventory days is calculated as average inventory (average of inventory at the beginning and at the end of the Financial year) divided by revenue from operations calculated on a daily basis	Inventory days enables inventory management and help understand consumer demand and preferences.
Net Trade Working Capital Days	Net trade working capital days is calculated as net trade working capital (calculated as the sum of inventory and trade receivables less trade payables) divided by revenue from operations calculated on a daily basis	Assists in tracking Company's investment in working capital across inventories, trade receivables and trade payables.
Adjusted Same-Store Sales Growth	Adjusted same-store sales growth is calculated as the growth in net revenue of all stores that have been operational for at least 15 months at the beginning of each quarter during the year. This is adjusted to exclude stores which are temporarily non-comparable with base due to refurbishment, cannibalization, area reduction, or any such event which may make it incomparable with base.	Adjusted same-store sales growth enables to assess the operational and financial efficiency of stores.
Retail Space	Rental space of stores operational at the end of the fiscal year.	Retail space is used to measure the total retail area in operation. It provides valuable insights into the Company's growth, expansion, and overall business health.

KPIs and financial measures	Description	Relevance
Number of Stores	Number of stores operational at the end of the fiscal year.	Number of stores is used to measure the number of physical stores in operation. It provides valuable insights into the Company's growth, expansion, and overall business health.
Average Store Size	Average store size refers to the total rental space divided by number of stores.	Average store size refers to the average rental area per store operational at the end of the fiscal year. This is used by the Company to assess the optimal area usage and to assess the rental and other expense requirement.
Revenue Contribution of Own Brands	Revenue contribution of own brands refers to revenue from own label brands.	Revenue contribution from own brands helps assess the financial performance of existing own brands and track our capability of producing new brand. It helps in market research and to track consumer demand and preferences.
Revenue Contribution of Own Brands (%)	Percentage of revenue contribution of own brands means revenue from own label brands divided by the revenue from operations.	Revenue contribution from own brands (%) helps assess the financial performance of existing own brands and track our capability of producing new brand. It helps in market research and to track consumer demand and preferences.
Number of Stores – Tier 1 Cities	Number of stores – tier 1 cities refers to count of stores in tier 1 cities	Tier-wise store count provides valuable insights into the physical presence, footprints and geographical expansion of the store network.
Number of Stores – Tier 2 Cities and Beyond	Number of stores – tier 2 cities and beyond refers to count of stores in other than tier 1 cities.	Tier-wise store count provides valuable insights into the physical presence, footprints and geographical expansion of the store network.

A list of our KPIs and financial measures for the six months period ended September 30, 2024 and September 30, 2023 and for the Fiscals ended March 31, 2024, March 31, 2023 and March 31, 2022 are set out below:

KPIs and financial measures	Units	For the six months period ended September 30, 2024	For the six months period ended September 30, 2023	For Fiscal 2024	For Fiscal 2023	For Fiscal 2022
Revenue from Operations	(₹ in million)	50,325.13	42,194.61	89,119.46	75,860.37	55,885.15
Profit for the period/ year	(₹ in million)	2,541.37	1,953.57	4,619.35	3,212.73	2,027.70
Net Cash flow from Operating activities	(₹ in million)	9,918.37	4,865.48	8,296.70	6,355.34	6,570.97
Sales mix – Apparel	(₹ in million)	22,448.49	18,605.98	39,013.21	32,926.84	25,179.53
Sales mix – Fast moving consumer goods	(₹ in million)	13,799.44	11,485.02	24,473.09	20,319.62	14,056.87
Sales mix – General Merchandise	(₹ in million)	14,013.70	11,989.32	25,433.15	22,383.46	16,493.03
Sales mix contribution – Apparel	(%)	44.61	44.10	43.78	43.40	45.06
Sales mix contribution – Fast moving consumer goods	(%)	27.42	27.22	27.46	26.79	25.15
Sales mix contribution – General Merchandise	(%)	27.85	28.41	28.54	29.51	29.51
Increase in revenue from operations	(%)	19.27	NA	17.48	35.74	25.52
Profit Margin	(%)	5.05	4.63	5.18	4.24	3.63
Gross Profit	(₹ in million)	14,202.89	11,700.71	24,658.93	20,597.05	15,739.08
Gross Margin	(%)	28.22	27.73	27.67	27.15	28.16
EBITDA	(₹ in million)	6,680.34	5,711.10	12,486.01	10,205.21	8,036.85
EBITDA Margin	(%)	13.27	13.54	14.01	13.45	14.38
Return on Capital Employed	(%)	29.77^	35.07^	68.76	75.80	56.43
Adjusted Return on Capital Employed	(%)	49.63^	42.93^	70.95	92.16	156.34
Inventory days	(No. of days)	60#	67#	61	65	71
Net Trade working capital days	(No. of days)	N.A.*#	N.A.*#	11	N.A.*	N.A.*
Adjusted Same-Store Sales Growth	(%)	12.57	13.34	13.57	25.16	11.89
Retail Space	(sq. ft. million)	11.49	10.48	11.01	10.18	9.14
Number of Stores	(No.)	645	576	611	557	501
Average store size	(sq. ft.)	17,812.32	18,201.74	18,011.56	18,268.86	18,250.95
Revenue contribution of own brands	(₹ in million)	36,665.57	30,197.83	63,993.42	53,479.79	39,228.81
Revenue contribution of own brands	(%)	72.86	71.57	71.81	70.50	70.20
Number of Stores – Tier 1 cities	(No.)	194	180	187	178	167
Number of Stores – Tier 2 cities and beyond	(No.)	451	396	424	379	334

** N.A. since less than or equal to zero; ^ Not annualized; # Annualized*

The above has been certified by B.B. & Associates, Chartered Accountants, pursuant to a certificate dated December 4, 2024.

For details of other operating metrics disclosed elsewhere in this Red Herring Prospectus, see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 137 and 267, respectively.

H. Description on the historic use of the KPIs and financial measures by our Company to analyze, track or monitor the operational and/or financial performance of our Company

In evaluating our business, we consider and use KPIs, as presented above, as a supplemental measure to review and assess our financial and operating performance. The presentation of these KPIs are not intended to be considered in isolation or as a substitute for the Restated Consolidated Financial Information. We use these KPIs to evaluate our financial and operating performance. Some of these KPIs are not defined under Ind AS and are not presented in accordance with Ind AS. These KPIs have limitations as analytical tools. Further, these KPIs may differ from the similar information used by other companies and hence their comparability may be limited. Therefore, these KPIs should not be considered in isolation or construed as an alternative to Ind AS measures of performance or as an indicator of our operating performance, liquidity, profitability or results of operation. Although these KPIs are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that it provides an additional tool for investors to use in evaluating our ongoing operating results, when taken collectively with financial measures prepared in accordance with Ind AS. Please see "*Risk Factors – We track certain operating metrics through our internal systems and tools, which may result in inaccurate data or may be subject to changes in the future.*" on page 46. Investors are encouraged to review the Ind AS financial measures and to not rely on any single financial or operational metric to evaluate our business.

I. Comparison of its KPIs with Listed Industry Peers

While our Company considers Avenue Supermarts Limited and Trent Limited as its listed peer ("**Peer Group**"), the definitions and explanation considered for the below KPIs by Peer Group may not be the same as our Company. Accordingly, certain KPIs of our Company stated below, should be read in the context of the explanation and definitions provided in this section, and shall not be considered as comparable with Peer Group. Few metrics that have been reported by the Peer Group on standalone basis in their financial statements / quarter end results, annual report or corporate presentation have been used to derive the amounts on consolidated basis in the below tables. Further, the manner of computing certain ratios here may be different from the computation used by our Company and may not provide a right comparison to investors.

Apart from the peers listed below, our Company does not have any other peer companies. The following is a comparison of our KPIs and financial measures as identified in para G above with the listed peers:

Name of the Company	Revenue from Operations (₹ in million)					Increase in revenue from operations (%)					Sales mix – Apparel (₹ in million)				
	As of and for the six months period ended		Financial Year ended			As of and for the six months period ended		Financial Year ended			As of and for the six months period ended		Financial Year ended		
	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022
Company	50,325.13	42,194.61	89,119.46	75,860.37	55,885.15	19.27	N.A.	17.48	35.74	25.52	22,448.49	18,605.98	39,013.21	32,926.84	25,179.53
Listed Peers															
Avenue Supermarts Limited	285,136.40	244,898.10	507,888.30	428,395.60	309,762.70	16.43	18.44	18.56	38.30	28.30	N.A.	N.A.	N.A.	N.A.	N.A.
Trent Limited	82,611.10	56,107.90	123,751.10	82,420.20	44,980.20	47.24	49.39	50.15	83.24	73.47	N.A.	N.A.	N.A.	N.A.	N.A.

Name of the Company	Sales mix – Fast moving consumer goods (₹ in million)					Sales mix – General Merchandise (₹ in million)					Sales mix contribution – Apparel (%)				
	As of and for the six months period ended		Financial Year ended			As of and for the six months period ended		Financial Year ended			As of and for the six months period ended		Financial Year ended		
	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022
Company	13,799.44	11,485.02	24,473.09	20,319.62	14,056.87	14,013.70	11,989.32	25,433.15	22,383.46	16,493.03	44.61	44.10	43.78	43.40	45.06
Listed Peers															
Avenue Supermarts Limited	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Trent Limited	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Name of the Company	Sales mix contribution – Fast moving consumer goods (%)					Sales mix contribution – General Merchandise (%)					Revenue contribution of own brands (₹ in million)				
	As of and for the six months period ended		Financial Year ended			As of and for the six months period ended		Financial Year ended			As of and for the six months period ended		Financial Year ended		
	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022
Company	27.42	27.22	27.46	26.79	25.15	27.85	28.41	28.54	29.51	29.51	36,665.57	30,197.83	63,993.42	53,479.79	39,228.81
Listed Peers															
Avenue Supermarts Limited	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.
Trent Limited	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

Name of the Company	Revenue contribution of own brands (%)					Profit for the period/ year (₹ in million)[1,2]					Profit Margin (%)[3,4]				
	As of and for the six months period ended		Financial Year ended			As of and for the six months period ended		Financial Year ended			As of and for the six months period ended		Financial Year ended		
	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022
Company	72.86	71.57	71.81	70.50	70.20	2,541.37	1,953.57	4,619.35	3,212.73	2,027.70	5.05	4.63	5.18	4.24	3.63
Listed Peers															
Avenue Supermarts Limited	N.A.	N.A.	N.A.	N.A.	N.A.	14,331.20	12,820.60	25,356.10	23,783.40	14,924.00	5.03	5.24	4.99	5.55	4.82
Trent Limited	N.A.	N.A.	N.A.	N.A.	N.A.	7,262.70	3,947.30	14,774.60	3,936.30	346.00	8.79	7.04	11.94	4.78	0.77

Name of the Company	Gross Profit (₹ in million)[5,6]					Gross Margin (%)[7,8]					EBITDA (₹ in million)[9,10]				
	As of and for the six months period ended		Financial Year ended			As of and for the six months period ended		Financial Year ended			As of and for the six months period ended		Financial Year ended		
	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022
Company	14,202.89	11,700.71	24,658.93	20,597.05	15,739.08	28.22	27.73	27.67	27.15	28.16	6,680.34	5,711.10	12,486.01	10,205.21	8,036.85
Listed Peers															
Avenue Supermarts Limited	43,481.00	36,547.40	75,142.90	64,556.10	45,788.80	15.25	14.92	14.80	15.07	14.78	23,150.20	20,402.40	41,037.70	36,370.30	24,985.00
Trent Limited	36,456.40	24,353.00	54,162.20	35,222.80	20,164.80	44.13	43.40	43.77	42.74	44.83	14,110.20	10,080.00	29,110.40	14,149.80	7,267.80

Name of the Company	EBITDA Margin (%)[11,12]					Number of Stores (No.)					Average store size (sq. ft.)[13]				
	As of and for the six months period ended		Financial Year ended			As of and for the six months period ended		Financial Year ended			As of and for the six months period ended		Financial Year ended		
	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022
Company	13.27	13.54	14.01	13.45	14.38	645	576	611	557	501	17,812.32	18,201.74	18,011.56	18,268.86	18,250.95
Listed Peers															
Avenue Supermarts Limited	8.12	8.33	8.08	8.49	8.07	377	336	365	324	284	41,909.81	41,369.05	41,506.85	41,327.16	40,528.17
Trent Limited	16.89	17.55	22.99	16.64	15.55	N.A.	N.A.	903	676	539	N.A.	N.A.	N.A.	N.A.	N.A.

Name of the Company	No. of stores – Tier 1 cities (No.)					No. of stores – Tier 2 cities and beyond (No.)					Retail Space (sq. ft. million)				
	As of and for the six months period ended		Financial Year ended			As of and for the six months period ended		Financial Year ended			As of and for the six months period ended		Financial Year ended		
	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022
Company	194	180	187	178	167	451	396	424	379	334	11.49	10.48	11.01	10.18	9.14
Listed Peers															
Avenue Supermarts Limited	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	15.80	13.90	15.15	13.39	11.51
Trent Limited	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	NA	NA	N.A.	N.A.	N.A.

Name of the Company	Return on Capital Employed (%)					Adjusted Return on Capital Employed (%)					Net Cash flow from Operating activities (₹ in million)				
	As of and for the six months period ended^		Financial Year ended			As of and for the six months period ended^		Financial Year ended			As of and for the six months period ended		Financial Year ended		
	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022
Company	29.77	35.07	68.76	75.80	56.43	49.63	42.93	70.95	92.16	156.34	9,918.37	4,865.48	8,296.70	6,355.34	6,570.97
Listed Peers															
Avenue Supermarts Limited	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	10,351.20	9,071.90	27,458.40	26,302.70	13,723.50
Trent Limited	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	7,544.00	6,385.80	13,489.80	5,948.80	580.80

Name of the Company	Inventory days (No. of days)[14]					Net Trade working capital days (No. of days)					Adjusted Same-Store Sales growth (%)[15]				
	As of and for the six months period ended[#]		Financial Year ended			As of and for the six months period ended[#]		Financial Year ended			As of and for the six months period ended		Financial Year ended		
	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022	September 30, 2024	September 30, 2023	March 31, 2024	March 31, 2023	March 31, 2022
Company	60	67	61	65	71	N.A.*	N.A.*	11	N.A.*	N.A. *	12.57	13.34	13.57	25.16	11.89
Listed Peers															
Avenue Supermarts Limited	34	32	30	30	35	N.A.	N.A.	N.A.	N.A.	N.A.	7.40	8.60	9.90	24.20	16.70
Trent Limited	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.	N.A.

** N.A. since less than or equal to zero; ^ Not annualized; # Annualized*

As certified by B.B. & Associates, Chartered Accountants, by way of their certificate dated December 4, 2024.

Source: All the financial information, values and ratios for listed industry peers mentioned above is on a consolidated basis and is sourced from the annual reports / annual results and quarterly results as available of the respective company for the period/ year ended September 30, 2024, September 30, 2023, March 31, 2024, March 31, 2023 and March 31, 2022 submitted to stock exchanges.

For notes relating to the KPIs of our Company please see "Basis for offer price - Table G"

1. *For Avenue Supermarts Limited, Profit for the year refers to Net profit after tax as disclosed in the annual report/ financial results*
2. *For Trent Limited, Profit for the year refers to Profit/(Loss) for the year as disclosed in the annual report/ financial results*
3. *For Avenue Supermarts Limited, Profit margin is calculated as profit for the year divided by revenue from operations*
4. *For Trent Limited, Profit margin is calculated as profit for the year divided by revenue from operations*
5. *For Avenue Supermarts Limited, Gross profit is calculated as revenue from operations minus purchase of stock in trade and changes in inventories*
6. *For Trent Limited, Gross profit is calculated as revenue from operations minus purchase of stock in trade and changes in inventories*
7. *For Avenue Supermarts Limited, Gross margin is calculated as gross profit divided by revenue from operations*
8. *For Trent Limited, Gross margin is calculated as gross profit divided by revenue from operations*
9. *For Avenue Supermarts Limited, EBITDA is calculated as the sum of profit before tax, finance costs and depreciation and amortization expense, further reduced by other income. As disclosed in the corporate presentation for the financial year ended March 31, 2024 on standalone basis, the corresponding values for the standalone entity are ₹ 40,993.90 million, ₹ 36,593.90 million and ₹ 25,015.20 million for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively*
10. *For Trent limited, EBITDA is calculated as the sum of profit before tax, finance costs and depreciation and amortization expense and includes other income*
11. *For Avenue Supermarts Limited, EBITDA margin is calculated as EBITDA divided by revenue from operations. As disclosed in the corporate presentation for the financial year ended March 31, 2024 on standalone basis, the corresponding values for the standalone entity are 8.28%, 8.75% and 8.24% for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively*
12. *For Trent Limited, EBITDA margin is calculated as EBITDA divided by summation of revenue from operations and other income*
13. *For Avenue Supermarts Limited, Average store size is calculated as retail space divided by the number of stores*
14. *For Avenue Supermarts Limited, Inventory days is calculated as average inventory (average of inventory at the beginning and at the end of the Financial year) divided by COGS (sum of purchase of stock in trade and changes in inventories for the Financial year) calculated on a daily basis. As disclosed in the corporate presentation for the financial year ended March 31, 2024 on standalone basis, the corresponding values for the standalone entity are 29 days, 29 days and 33 days for the financial year ended March 31, 2024, March 31, 2023 and March 31, 2022, respectively*
15. *For Avenue Supermarts Limited, Adjusted SSSG % refers to the growth in revenue from sales of stores that have been operational for at least 24 months at the end of a fiscal year*

J. Price per share of our Company (as adjusted for corporate actions, sub-division and including bonus issuances) based on primary issuances of Equity Shares or convertible securities (excluding Equity Shares issued under the ESOP 2019) during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid-up share capital of our Company in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Primary Issuances")

Our Company has not issued any Equity Shares, excluding shares issued under ESOP 2019, during the 18 months preceding the date of this Red Herring Prospectus, where such issuance is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre-Offer capital before such transaction(s) and excluding ESOPs granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days.

K. Price per share of our Company based on secondary sale or acquisition of equity shares or convertible securities (excluding gifts) involving any of the Promoter (including Promoter Selling Shareholder) or the members of the Promoter Group during the 18 months preceding the date of filing of this Red Herring Prospectus, where the acquisition or sale is equal to or more than 5% of the fully diluted paid-up share capital of our Company, in a single transaction or multiple transactions combined together over a span of rolling 30 days ("Secondary Transactions")

There have been no secondary sale / acquisitions of Equity Shares or any convertible securities, where our Promoters (including Promoter Selling Shareholder) or the members of our Promoter Group are a party to the transaction (excluding gifts), during the 18 months preceding the date of this Red Herring Prospectus where either acquisition or sale is equal to or more than 5% of the fully diluted paid up share capital of our Company (calculated based on the pre Offer capital before such transaction(s) and excluding employee stock options granted but not vested), in a single transaction or multiple transactions combined together over a span of rolling 30 days. None of the shareholders have the right to nominate director(s) in the Board of Directors of our Company.

L. Since there are no such transaction to report to under J and K, the following are the details basis the last five primary or secondary transactions (secondary transactions where Promoter (including Promoter Selling Shareholder) or members of the Promoter Group are a party to the transaction), not older than three years prior to the date of this Red Herring Prospectus irrespective of the size of transactions:

Date of allotment of Equity Shares	Number of Equity Shares	Face value per Equity Share (in ₹)	Offer price per Equity Share (in ₹)	Nature of conside ration	Total amount of considerati on	Nature of allotment	Name of allottees/ shareholders
December 21, 2021	1	10	10	Cash	10	Transfer	Samayat Services LLP

M. The Floor Price is [●] times and the Cap Price is [●] times the weighted average cost of acquisition based on Primary Issuances/ Secondary Transactions are set below:

Types of transactions	Weighted average cost of acquisition (₹ per Equity Share)#	Floor price (i.e., ₹ [●]*)	Cap price (i.e., ₹ [●]*)
Weighted average cost of acquisition (WACA) of Primary issuances	N.A.	N.A.	N.A.
Weighted average cost of acquisition (WACA) of Secondary transactions	10.00	[●]* times	[●]* times

* *To be updated at Prospectus.*
 # As certified by B.B. & Associates, Chartered Accountants, by way of their certificate dated December 4, 2024.

N. Justification for Basis of Offer price

1. ***The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired or sold by our Promoter, the Promoter Group, Promoter Selling Shareholder or other shareholders with rights to nominate directors by way of primary and secondary transactions in the last 18 months preceding the date of this Red Herring Prospectus compared to our Company's KPIs and financial ratios for the six months period ended September 30, 2024 and September 30, 2023 and for the Financial Years 2024, 2023 and 2022***

   [●]*
   **To be included on finalization of Price Band.*

2. ***The following provides an explanation to the Cap Price being [●] times of weighted average cost of acquisition of Equity Shares that were issued by our Company or acquired by our Promoter, the Promoter Group,***

Promoter Selling Shareholder or other shareholders with rights to nominate directors by way of primary and secondary transactions in the last 18 months preceding the date of this Red Herring Prospectus in view of external factors, if any

[●]*
**To be included on finalization of Price Band.*

The Offer Price of ₹ [●] has been determined by our Company in consultation with the Book Running Lead Managers and subject to applicable law, on the basis of the demand from investors for the Equity Shares through the Book Building process. Investors should read the abovementioned information along with "*Risk Factors*", "*Our Business*" and "*Restated Consolidated Financial Information*" beginning on pages 22, 137 and 197, respectively, to have a more informed view.

STATEMENT OF SPECIAL TAX BENEFITS

The Board of Directors
Vishal Mega Mart Limited
(formerly known as Vishal Mega Mart Private Limited)
Plot No. 184, Fifth Floor,
Platinum Tower Udyog Vihar, Phase-1,
Gurugram, Haryana,
India – 122 016

Date: November 19, 2024

Subject: Statement of possible special tax benefits ("the Statement") available to Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited) ("the Company") and its shareholders prepared in accordance with the requirement under Schedule VI –Part A -Clause (9) (L) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 ("the SEBI ICDR Regulations")

This report is issued in accordance with the Engagement Letter dated March 20, 2024.

We hereby report that the enclosed **Annexure II and III** prepared by the Company, initialed by us for identification purpose, states the possible special tax benefits available to the Company, its material subsidiary and its shareholders, under direct and indirect taxes (together **"the Tax Laws"),** presently in force in India as on the November 19, 2024, which are defined in **Annexure I**. These possible special tax benefits are dependent on the Company, its material subsidiary **(as defined in Annexure I)** and its shareholders fulfilling the conditions prescribed under the relevant provisions of the Tax Laws. Hence, the ability of the Company, its material subsidiary and its shareholders to derive these possible special tax benefits is dependent upon their fulfilling such conditions, which is based on business imperatives the Company may face in the future and accordingly, the Company, its material subsidiary and its shareholders may or may not choose to fulfil.

The benefits discussed in the enclosed **Annexure II and III** cover the possible special tax benefits available to the Company, its material subsidiary and its shareholders and do not cover any general tax benefits available to the Company, its material subsidiary and its shareholders. Further, the preparation of the enclosed **Annexure II and III** and its contents is the responsibility of the Management of the Company and has been approved by the Board of Directors of the Company at its meeting held on November 19, 2024. We were informed that the Statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. Further, the benefits discussed in the Annexure II and III are not exhaustive. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed initial public offering of equity shares of the Company **(the "Proposed Offer")** particularly in view of the fact that certain recently enacted legislation may not have a direct legal precedent or may have a different interpretation on the possible special tax benefits, which an investor can avail. Neither we are suggesting nor advising the investors to invest money based on the Statement.

We conducted our examination in accordance with the "Guidance Note on Reports or Certificates for Special Purposes (Revised 2016)" (the "Guidance Note") issued by the Institute of Chartered Accountants of India. The Guidance Note requires that we comply with ethical requirements of the Code of Ethics issued by the Institute of Charted Accountants of India.

We have complied with the relevant applicable requirements of the Standard on Quality Control (SQC) 1, Quality Control for Firms that perform Audits and Reviews of Historical Financial information, and Other Assurance and Related Services Engagements.

We do not express any opinion or provide any assurance as to whether:

i) the Company and its shareholders will continue to obtain these possible special tax benefits in future; or
ii) the conditions prescribed for availing the possible special tax benefits where applicable, have been/would be met with.

The contents of the enclosed Annexures are based on the information, explanation and representations obtained from the Company, and on the basis of our understanding of the business activities and operations of the Company.

Our views expressed herein are based on the facts and assumptions indicated to us. No assurance is given that the revenue authorities/ courts will concur with the views expressed herein. Our views are based on the existing provisions of the Tax Laws and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. We shall not be liable to the Company for any claims, liabilities or expenses relating to this assignment except to the extent of fees relating to this assignment, as finally judicially determined to have resulted primarily from bad faith or intentional misconduct. We will not be liable to the Company and any other person in respect of this Statement, except as per applicable law.

This report is addressed to and is provided to enable the Board of Directors of the Company to include this report in the Red Herring Prospectus and Prospectus, prepared in connection with the Offering to be filed by the Company with the Securities and Exchange Board of India and the concerned stock exchanges. It is not to be used, referred to or distributed for any other purpose without our prior written consent.

For **Walker Chandiok & Co LLP**

Chartered Accountants

Firm Registration No. 001076N/N500013

Sujay Paul

Partner

Membership No.:096314

UDIN: 24096314BKETZG8101

Date: November 19, 2024

Place: Gurugram

Annexure I
List of Direct and Indirect Tax Laws ("TAX LAWS")

S. no.	Details of tax laws
1.	Income-tax Act, 1961 and Income-tax Rules, 1962 (read with applicable circulars and notifications) as amended by the Finance (No. 2) Act, 2024.
2.	Central Goods and Services Tax Act, 2017 including the relevant rules, notifications and circulars issued there under, The Integrated Goods and Services Tax Act, 2017 including the relevant rules, notifications and circulars issued there under, Applicable State/ Union Territory Goods and Services Tax Act, 2017 including the relevant rules, notifications and circulars issued there under
3.	The Customs Act, 1962 including the relevant rules, notifications and circulars issued there under
4.	The Customs Tariff Act, 1975 including the relevant rules, notifications and circulars issued there under
5.	The Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023)

List of material subsidiary considered as part of the Statement (note 1) (the following hereby referred to as "Material Subsidiary")

1. Airplaza Retail Holdings Private Limited

Note 1: Material subsidiaries identified in accordance with the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, includes a subsidiary whose income or net worth in the immediately preceding year (i.e. 31 March 2024) exceeds 10% of the consolidated income or consolidated net worth respectively, of the holding company and its subsidiaries in the immediate preceding year.

Annexure II

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARY UNDER THE APPLICABLE LAWS IN INDIA – INCOME TAX ACT, 1961

Outlined below are the special tax benefits available to Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited) (the **"Company"**) including its Material Subsidiary and its Shareholders under the Income Tax Act, 1961 (the "**Act**") read with Income Tax Rules, circulars, notifications, as amended by the Finance (No. 2) Act, 2024 (collectively hereinafter referred to as the **"Income Tax Laws"**).

I. Special tax benefits available to the Company including its Material Subsidiary

Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited) (the **"Company"**) including its Material Subsidiary is an Indian Company, subject to tax in India. The Company is taxed on its profits.

Profits are computed after allowing all reasonable business expenditure, laid out wholly and exclusively for the purposes of the business, including depreciation.

Considering the activities and the business of the Company, the following special tax benefits may be available to them:

a. Lower corporate tax rate: Section 115BAA of the Act, as inserted vide The Taxation Laws (Amendment) Act, 2019, provides that domestic company can opt for tax rate of 22% plus surcharge at the rate of 10% and health and education cess at the rate of 4% (effective tax rate of 25.17%) for the Financial Year 2019-20 and onwards, provided the total income of the company is computed without claiming certain specified deductions and specified brought forward losses and claiming depreciation determined in the prescribed manner.

In case a company opts for Section 115BAA of the Act, provisions of Minimum Alternate Tax would not be applicable and earlier year MAT credit will not be available for set-off.

The option needs to be exercised on or before the due date of filing the income tax return. Option once exercised, cannot be subsequently withdrawn for the same or any other subsequent assessment year.

Further, if the conditions mentioned in Section 115BAA of the Act are not satisfied in any financial year, the option exercised shall become invalid for assessment year in respect of such financial year and subsequent assessment years, and the other provisions of the Act shall apply as if the option under Section 115BAA of the Act had not been exercised.

The Company has represented to us that they have opted Section 115BAA of the Act for Assessment Year 2021-2022 and onwards; and its material subsidiary Airplaza Retail Holdings Private Limited have opted Section 115BAA of the Act for Assessment Year 2020-2021 and onwards.

b. Deduction in respect of employment of new employees: In accordance with and subject to the conditions specified under Section 80JJAA of the Act, a company is entitled to a deduction of an amount equal to 30% of additional employee cost incurred in the course of business in a financial year, for 3 consecutive assessment years including the assessment year relevant to the financial year in which such additional employment cost is incurred.

Additional employee cost means the total emoluments paid or payable to additional employees employed in the financial year. The deduction under Section 80JJAA of the Act would continue to be available to the company even where the company opts for the lower effective tax rate of 25.168% as per the provisions of Section 115BAA of the Act (as discussed above).

The Company and its material subsidiary should be eligible to claim this deduction in case it incurs additional employee cost within the meaning of Explanation (i) to sub-Section (2) of Section 80JJAA of the Act and satisfies the conditions as mentioned in the said Section.

c. Deduction in respect of inter-corporate dividends – Section 80M of the Act
As per the provisions of Section 80M of the Act, dividend received, by the company from any other domestic company or a foreign company or a business trust shall be eligible for deduction while computing its total income for the relevant year. A deduction of an amount equal to so much of the amount of income by way of dividends received from such other domestic company or foreign company or business trust as does not exceed the amount of dividend distributed by it on or before the date one month prior to the due date of filing return of income under sub-Section (1) of Section 139 of the Act.

d. Deduction in respect of certain preliminary expenses – Section 35D of the Act

In accordance with and subject to the fulfillment of conditions as laid out under section 35D of the Act, the company may be entitled to amortize preliminary expenditure, being specified expenditure incurred in connection with the issue for public subscription or such expenditure as prescribed under section 35D of the Act, subject to the limit specified therein (viz maximum 5% of the cost of the project or 5% of the capital employed in the business of the company).

The deduction is allowable for an amount equal to one-fifth of such expenditure for each of five successive previous years beginning with the previous year in which the business commences or as the case may be, the previous year in which the extension of the undertaking is completed, or the new unit commences production or operation.

The company shall be required to furnish a statement in Form 3AF containing the particulars of expenditure specified u/s 35D of the Act to such income tax authority prior to one month before the due date of filing income tax return as per section 139(1) of the Act.

e. Deduction in respect of merger/demerger expenditure – Section 35DD of the Act

In accordance with and subject to the fulfilment of conditions as laid out under section 35DD of the Act, the company may be entitled to amortize expenditure incurred wholly and exclusively for the purposes of amalgamation or demerger of an undertaking, expenditure as prescribed under section 35DD of the Act.

The deduction is allowable for an amount equal to one-fifth of such expenditure for each of five successive previous years beginning with the previous year in which the amalgamation or demerger takes place.

II. Special tax benefits available to the Shareholders of the Company

There are below special tax benefits available to the Shareholders of the Company for investing in the shares of the Company.

Dividend income, earned by the shareholders would be taxable in their hands at the applicable rates. However, in case of domestic corporate shareholders, deduction under Section 80M of the Act would be available on fulfilling the conditions (as discussed above).

As per Section 112A of the Act, long-term capital gains arising from transfer of equity shares, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at the rate of 12.5% w.e.f. 23 July 2024 by the Finance (No. 2) Act, 2024 of such capital gains subject to payment of securities transaction tax on acquisition and transfer of equity shares and on the transfer of unit of an equity-oriented fund or a unit of a business trust under Chapter VII of Finance (No. 2) Act read with Notification No. 60/2018/F. No.370142/9/2017-TPL dated 1 October 2018.

However, no tax under the said section shall be levied where such capital gains does not exceed INR 1,25,000 during the year.

As per Section 111A of the Act, short term capital gains arising from transfer of an equity share, or a unit of an equity-oriented fund or a unit of a business trust shall be taxed at 20% w.e.f. 23 July 2024 by the Finance (No. 2) Act 2024. This is subject to fulfilment of prescribed conditions under the Act.

In respect of non-resident shareholders if any, the tax rates, and the consequent taxation shall be further subject to any benefits available under the applicable Double Taxation Avoidance Agreement, if any, between India and the country in which the non-resident has fiscal domicile. Except for the above, the Shareholders of the Company are not entitled to any other special tax benefits under the Act.

Notes:

1. This Annexure is as per the Income Tax Act, 1961 as amended by the Finance (No. 2) Act, 2024 (read with relevant rules, circulars and notifications) applicable for the Financial Year 2024-25 relevant to the Assessment Year 2025-26, presently in force in India.

2. This Annexure covers only certain relevant direct tax law benefits and does not cover any indirect tax law benefits or benefit under any other law.

3. Health and Education Cess ('cess') at the rate of 4% on the tax and surcharge as shall be applicable, is payable by all category of taxpayers.

4. This Annexure is intended only to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of tax consequences, each investor

is advised to consult his/her own tax advisor with respect to specific tax arising out of their participation in the Issue.

5. We understand that the Company has opted for concessional tax rate under Section 115BAA of the Act. Hence, it will not be allowed to claim any of the following deductions:

   i. Deduction under the provisions of Section 10AA of the Act (deduction for units in Special Economic Zone).
   ii. Deduction under clause (iia) of sub-Section (1) of Section 32 of the Act (Additional depreciation).
   iii. Deduction under Section 32AD or Section 33AB or Section 33ABA of the Act (Investment allowance in backward areas, Investment deposit account, site restoration fund).
   iv. Deduction under sub-clause (ii) or sub-clause (iia) or sub-clause (iii) of sub-Section (1) or sub-Section (2AA) or sub-Section (2AB) of Section 35 of the Act (Expenditure on scientific research).
   v. Deduction under Section 35AD or Section 35CCC of the Act (Deduction for specified business, agricultural extension project).
   vi. Deduction under Section 35CCD of the Act (Expenditure on skill development).
   vii. Section 80LA of the Act other than deduction applicable to a unit in the International Financial Services Centre, as referred to in sub-section (1A) of Section 80LA of the Act.
   viii. Deduction under any provisions of Chapter VI-A other than the provisions of Section 80JJAA and Section 80M of the Act;
   ix. No set off of any loss carried forward or depreciation from any earlier assessment year, if such loss or depreciation is attributable to any of the deductions referred above;
   x. No set off of any loss or allowance for unabsorbed depreciation deemed so under Section 72A of the Act, if such loss or depreciation is attributable to any of the deductions referred above.

6. No assurance is provided that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For and on behalf of Board of Directors of
Vishal Mega Mart Limited ***(formerly known as Vishal Mega Mart Private Limited)***

Amit Gupta
Chief Financial Officer

Place: Gurugram
Date: November 19, 2024

Annexure III

STATEMENT OF SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY, ITS SHAREHOLDERS AND ITS MATERIAL SUBSIDIARY UNDER THE APPLICABLE INDIRECT TAX REGULATIONS IN INDIA

Outlined below are the special tax benefits available to Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited) **(the "Company")** including its Material Subsidiary and its Shareholders under the Central Goods and Services Tax Act, 2017, the Integrated Goods and Services Tax Act, 2017, applicable State/ Union Territory Goods and Services Tax Act, 2017, the Customs Act, 1962, the Customs Tariff Act, 1975, including the relevant rules, notifications and circulars issued there under, the Foreign Trade (Development and Regulation) Act, 1992 (read with Foreign Trade Policy 2023) (collectively referred as **"Indirect Tax Regulations"**), presently in force in India.

I. Special tax benefits available to the Company including its Material Subsidiary

The Company and its Material Subsidiary is engaged in trading of apparels, fast moving consumer goods and general merchandise. Few of these goods supplied by the Company and its Material Subsidiary are exempt/ nil rated as per the relevant notifications issued under the Central Goods and Services Tax Act, 2017/ the Integrated Goods and Services Tax Act, 2017/ applicable State/ Union Territory Goods and Services Tax Act, 2017.

There are no other special indirect tax benefits available to the Company including its Material Subsidiary under Indirect Tax Regulations.

II. Special tax benefits available to the Shareholders of the Company

a. The shareholders of the Company are not required to discharge any GST on transaction in securities of the Company.

   Securities are excluded from the definition of Goods as defined under Section 2(52) of the Central Goods and Services Tax Act, 2017 as well from the definition of Services as defined under Section 2(102) of the Central Goods and Services Tax Act, 2017.

b. Apart from above, the shareholders of the Company are not eligible to special tax benefits under the Indirect Tax Regulations.

Notes:

1. This Annexure sets out only the special tax benefits available to the Company, its Material Subsidiary and its Shareholders under the Indirect Tax Regulations, presently in force in India.

2. These special tax benefits may be dependent on the Company or its Shareholders or Material Subsidiary fulfilling the conditions prescribed under the relevant provisions of the Act. Hence, the ability of the Company or its Shareholders or Material Subsidiary to derive the tax benefits is dependent upon fulfilling such conditions, which based on the business imperatives, the Company or its Shareholders or Material Subsidiary may or may not choose to fulfil.

3. This special tax benefits discussed in this Annexure is not exhaustive. It is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the proposed IPO.

4. This annexure covers only indirect tax regulations benefits and does not cover any income tax law benefits or benefit under any other law.

5. The Statement is prepared on the basis of information available to the management of the Company and there is no assurance that:

   i. the Company or its shareholders or material subsidiary will continue to obtain these benefits in future; and
   ii. the conditions prescribed for availing the benefits have been/ would be met with.

6. These comments are based upon the existing provisions of the specified indirect tax laws, and judicial interpretation thereof prevailing in the country, as on the date of this Annexure.

7. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to changes from time to time. We do not assume responsibility to update the views consequent to such changes.

For and on behalf of Board of Directors of
Vishal Mega Mart Limited ***(formerly known as Vishal Mega Mart Private Limited)***

Amit Gupta
Chief Financial Officer

Place: Gurugram
Date: November 19, 2024

SECTION IV: ABOUT OUR COMPANY

INDUSTRY OVERVIEW

*Unless otherwise indicated, the information contained in this section has been derived from the report titled "India's Aspirational Retail Market" dated November 18, 2024 ("**RedSeer Report**") prepared by RedSeer Strategy Consultants Private Limited ("**RedSeer**"), commissioned and paid for by our Company for an agreed fee for the purposes of confirming our understanding of the industry exclusively in connection with the Offer. RedSeer is not related in any manner to our Company or our Promoters. The data included in this section includes excerpts from the RedSeer Report and may have been re-ordered by us for the purposes of presentation. There are no material parts, data or information, that have been left out or changed in any material manner. A copy of the RedSeer Report is made available on the website of our Company at https://www.aboutvishal.com/Download/Industry_report.pdf till the Bid/Offer Closing Date in compliance with applicable laws.*

The RedSeer Report was prepared on the basis of information as of specific dates and opinions in the RedSeer Report may be based on estimates, projections, forecasts and assumptions that may be as of such dates, which may no longer be current or reflect current trends. Further, forecasts, estimates, predictions, and other forward-looking statements contained in the RedSeer Report are inherently uncertain because of changes in factors underlying their assumptions, or events or combinations of events that cannot be reasonably foreseen. Actual results and future events could differ materially from such forecasts, estimates, predictions, or such statements. Accordingly, investment decisions should not be based on such information. The RedSeer Report is not a recommendation to invest or disinvest in any company covered in the report. Prospective investors are advised not to unduly rely on the RedSeer Report, and should conduct their own investigation and analysis of all facts and information contained in this Red Herring Prospectus.

*Unless otherwise indicated, all financial, operational, industry and other related information derived from the RedSeer Report and included herein with respect to any particular year refers to such information for the relevant financial year. See "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation - Industry and Market Data" and "Risk Factors - This Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, RedSeer Strategy Consultants Private Limited ("**RedSeer**"), which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Offer" on pages 17 and 46, respectively.*

Section 1: India macro-economic and retail market opportunity

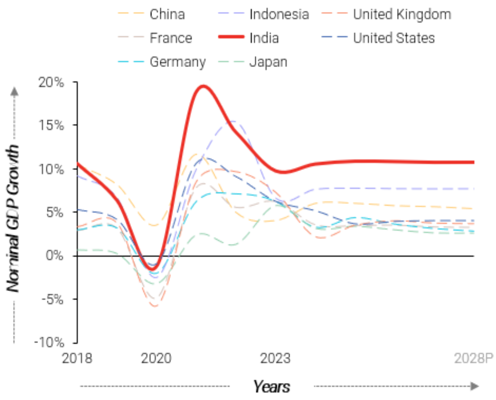
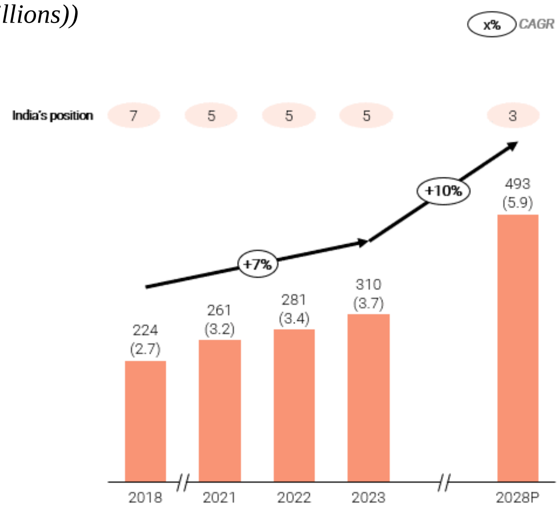
India is set to become the fastest-growing major economy globally, driven primarily by robust private consumption fuelled by the middle-income segment, rapid urbanization, democratization of demand across Tier-2 and beyond cities, and an increasing female workforce. India's retail market is projected to outpace GDP growth, propelled by the expansion of organized retail and a secular shift towards discretionary spending.

A. Favourable macro-economic conditions:

1. By CY2028, India is projected to become a ~₹493 trillion (US$6 trillion) economy, supported by rapid infrastructure investments, a demographic dividend, improved ease of doing business, and increased global economic integration

With nominal gross domestic product (GDP) of ₹310 trillion (US$3.7 trillion) in CY2023, India currently ranks as the fifth-largest economy globally, according to the International Monetary Fund (IMF)'s World Economic Outlook released in April 2024. Having recovered from the impact of Covid-19, India is now poised for robust economic growth. This growth trajectory is led by rapid investments in infrastructure, a demographic dividend, enhanced ease of doing business, and increased global economic integration. These factors are collectively aiding the rapid expansion in the manufacturing sector and sustaining momentum in the services sector.

Consequently, between CY2023 to CY2028, India's nominal GDP is projected to grow at an annual rate of 10%, reaching approximately ₹493 trillion (US$5.9 trillion) by CY2028 to become the third-largest economy globally. During this period, India is anticipated to be the fastest-growing major economy, outpacing the growth rates of the USA and China, which are projected to grow at 4% and 6% respectively in nominal terms.

***Nominal GDP YoY growth in LCU – India and international benchmarks** (CY2018-2028P, in %)*	***Nominal GDP – India** (CY2018, CY2021-2023, CY2028P, in ₹ trillions (US$ trillions))*
	

Source(s): International Monetary Fund (IMF); Note(s): Conversion rate: 1 US$ = ₹83

2. Private Consumption is outpacing GDP growth and will be a key catalyst to India's economic progression

India is a consumption-driven economy, as evidenced by the increase in Private Final Consumption Expenditure (PFCE) as a proportion of GDP. According to the Ministry of Statistics and Programme Implementation, PFCE as a share of GDP rose from 59% in FY2019 to 60% in FY2024, growing at ~10% compared to GDP growth of ~9% during the same period. In contrast, this ratio was 68% in a more developed economy like the United States as of CY2022, suggesting significant headroom for growth in India.

The drivers of this transformation are multifaceted:

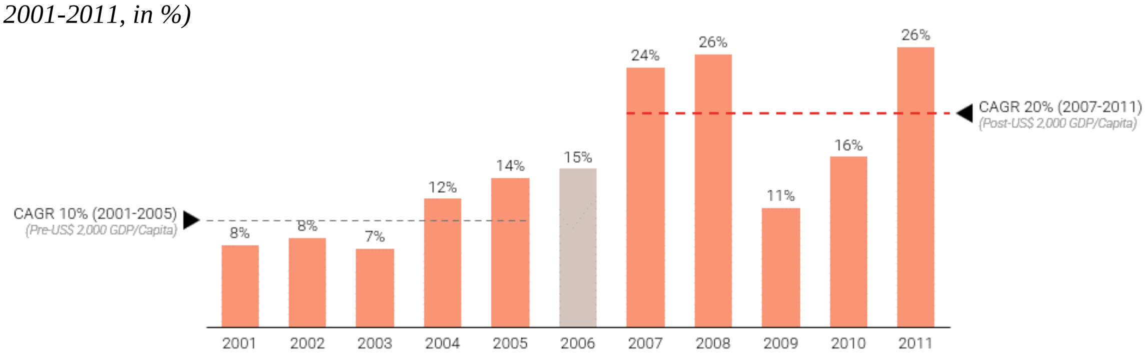
2A. The middle-income segment is set to drive India's per capita GDP growth and increasingly opt for quality lifestyle products that reflect their evolving needs and aspirations

India's GDP per capita has undergone significant growth, increasing from approximately ₹164,000 (US$ 1,974) in CY2018 to ₹217,000 (US$ 2,612) in CY2023. It is projected to further rise to ₹331,000 (US$ 3,985) by CY2028, growing at a CAGR of ~9%.

The GDP per capita mark of ₹166,000 (US$ 2,000) is widely recognized as an inflection point for economic growth in many large economies, characterized by increased discretionary spending and higher consumer demand in categories such as apparel, packaged food and beverage, and personal care. This typically stems from consumers' improved financial stability, which allows individuals to invest in quality-of-life enhancements beyond basic necessities.

For instance, when China exceeded the ₹166,000 (US$ 2,000) GDP per capita threshold in 2006, it experienced ~ 20% CAGR growth in its Private Final Consumption Expenditure (PFCE) over the following five years, as reflected in the chart below. Similarly, India surpassed the ₹166,000 (US$ 2,000) in 2019 and then again in 2021, following a temporary decline in 2020 due to Covid-19. Given these precedents, India is expected to experience a similar trend in PFCE growth in the near term.

***PFCE (at Current Prices) YoY growth[1] – China** (CY 2001-2011, in %)*

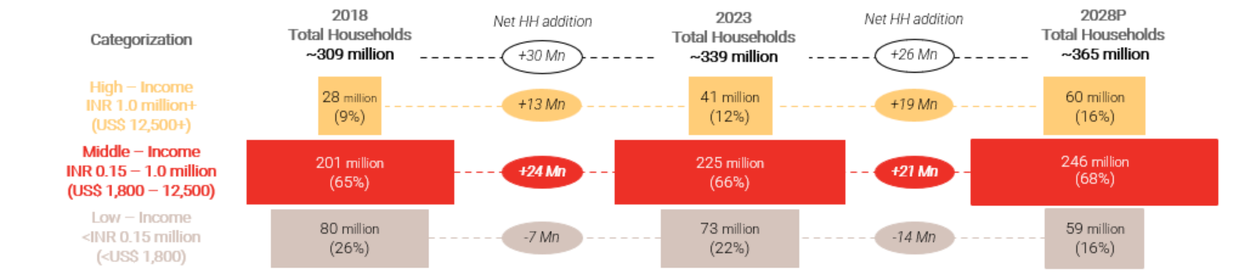


Source(s): World Bank, International Monetary Fund (IMF), United Nations, Redseer Research and Analysis; Note(s): 1. Following China touching the milestone of US$ 2000 GDP per capita in 2006, PFCE (at current prices) YoY growth has been captured for the previous 5 years leading up to this benchmark and the subsequent 5 years.

India’s middle-income segment will be at the vanguard of this growth. The number of middle-income households in India has increased from approximately 201 million in CY2018 to approximately 225 million in CY2023 (approximately 945 million individuals), driven by rapid economic development, growing formalization of employment, and a structural shift from an agrarian economy towards manufacturing and services. Driven by these tailwinds, as of FY2023, this cohort represented ~66% of Indian households. Further, as another 21 million households graduate into this income bracket, ~68% of all Indian households will fall into the middle-income segment by CY2028 (translating to approximately 246 million households and approximately 1,021 million individuals).

Increase in disposable incomes for India's middle-income segment will lead to greater expenditure on discretionary items, further facilitated by enhanced access to consumer credit. Consequently, an increasing number of these middle-income segment consumers will look beyond essentials and purchase lifestyle products, including apparel, general merchandise, Beauty and Personal Care (BPC), and leisure activities, with aspirations for good quality at affordable prices. This creates a whitespace for brand creation to cater to this consumer segment.

Share of households by annual income[1] across India
(CY2018, CY2023, CY2028P, in millions)



Source: Redseer Research and Analysis; Note: 1. Income is calculated based on real wage growth and account for wage inflation. 2. Conversion rate: 1 US$ = ₹83

2B. Urbanization is India’s growth engine, driven by a younger population gravitating towards aspirational products

Urbanization is a principal element in India’s economic expansion, with urban centres increasingly becoming the main hubs for consumption. Driven by the pursuit of enhanced opportunities, the middle-income segment is progressively relocating to urban areas. This shift has increased the number of urban households from 110-120 million in CY2018 to between 120-130 million in CY2023. In CY2023, approximately 511 million people, or 36% of India's total population, resided in urban areas — this figure surpasses the total population of the United States, which is around 335 million. However, there is significant headroom for India's urbanization to increase, given other countries such as the United States (85%), the United Kingdom (85%), China (65%), and Indonesia (59%) have significantly higher urban populations.

Urbanization widens the consumer base, which, creates multiple demand centres across Tier-2 cities and emerging micro-markets within Tier-1 cities. This demand dispersion boosts the growth in retail, real estate and services in these regions.

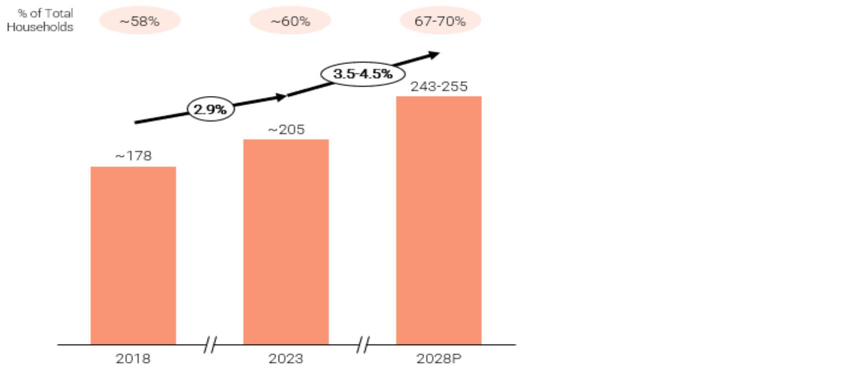
As of CY2023, India has ~50 Tier-1 and 1,250 Tier-2+ cities and beyond, with populations exceeding 50,000. This represents a substantial untapped market for organized retailers, as these cities, especially Tier-2 cities and beyond, currently have low organized retail store densities. Retailers who establish efficient supply chains and implement box models with robust economics in these areas have the potential to gain a significant competitive advantage. This efficiency can be achieved through localized distribution centres and utilizing stores as mini warehouses for faster distribution. Organized retailers with such box models with robust economics would have the ability to expand their footprint, thereby enhancing consumer convenience with reliable products across broader assortments and will ultimately unlock significant growth opportunities.

By CY2050, it is anticipated that over half of India’s population will reside in urban centres, with these areas projected to contribute up to 80% of the national GDP, an increase from ~66% in CY2023, according to the Ministry of Urban Affairs.

The younger and working-age population in India, defined as individuals aged 18 to 40, is driving urbanization by transitioning from joint family systems in rural areas to nuclear family setups in urban agglomerations. As of CY2023, this demographic constitutes approximately 38% of the total population, amounting to approximately 546 million individuals, an increase from 518 million in CY2018. By CY2028, this age group is projected to reach 560 million. India's young and working-age adult population stands in sharp contrast to China (31%), the United States (30%), the United Kingdom (29%), and Indonesia (35%), where this demographic makes up a smaller portion of the total population as of CY2023.

Consequently, the average household size in India has decreased from 4.4 in CY2018 to 4.2 in CY2023, leading to an increase in number of nuclear households of more than 27 million between CY2018 and CY2023. This number is projected to increase by another approximately 38 to 50 million by 2028. This directly benefits consumer-driven businesses as they have higher numbers of households to reach and serve. This trend of increasing nuclearization is resulting in higher consumption across retail categories as the young, aspirational population exercises freedom in decision-making, resulting in growing individualistic requirements and choices.

Number of Nuclear Households – India
(CY2018, CY2023, CY2028P, in millions)



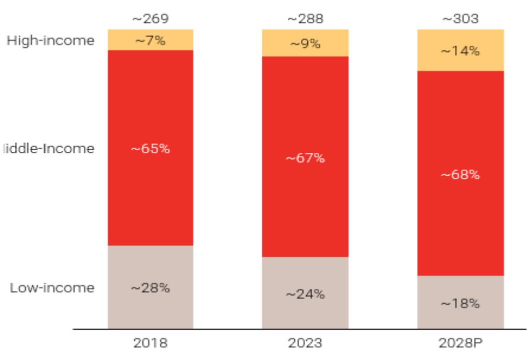
Source(s): Redseer Research and Analysis

2C. Rapid economic growth of Tier-2 cities and beyond is democratizing retail demand

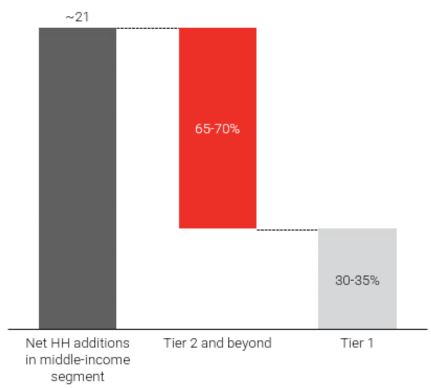
India's economic expansion is progressively driven by growth of Tier-2 cities and beyond, facilitated by the decentralization of industries and the enabling role of technology. Businesses are expanding operations from Tier-1 cities to under-penetrated Tier-2 cities and beyond, primarily to capitalize on untapped market potential and / or a more distributed workforce. This transition is supported by significant government initiatives such as the Smart Cities Mission, which enhance urban infrastructure and public services, making these regions more attractive for new economic activities. Moreover, the economic prospects in Tier-2 cities and beyond are attracting migrants from rural areas and encouraging reverse migration from Tier-1 cities, driven by more affordable living costs, stronger familial ties, and the increasing feasibility of remote work due to technological advancements. Together, these factors are modernizing Tier-2 cities and beyond, expanding the aspirational user base, and democratizing retail demand.

This modernization is underpinned by an expanding middle-income segment, robust digital infrastructure, and greater smartphone access. As of CY2023, the Middle and High-Income segment accounted for ~76% households in Tier 2 cities and beyond, a figure projected to increase to ~82% by CY2028. Further, 65-70% of the incremental growth of middle-income households between CY2023 and CY2028 is expected to come from Tier-2 cities and beyond. This growth in middle-income households is directly fuelling consumption in Tier-2 cities and beyond, resulting in disproportionate retail consumption expansion compared to established Tier-1 markets, especially in under-penetrated categories such as packaged foods, general merchandise, and cosmetics & skincare. The rapid growth of smartphone penetration in these cities acts as a further catalyst for this consumption trend. As of CY2023, smartphone penetration rates in Tier-2 cities and beyond stand at 50-55% and is projected to reach 63-68% by CY2028. This enhanced connectivity accelerates the democratization of information flow, fuelling the diffusion of global and Tier-1 city trends within Tier-2 markets and beyond, which, in turn, stimulates consumerism. With wider access to digital channels, consumers in these areas are increasingly exposed to new products and services and they aspire to emulate higher-tier urban lifestyles, driving demand, and expanding retail opportunities. This cycle of awareness, aspiration, and access underpins the economic activity emerging in India's Tier-2 cities and beyond.

Households split by Income in tier-2 cities and beyond
(CY 2018, CY2023, CY2028P, in %)



City tier split of incremental growth in middle-income segment
(CY2023-2028, in %)

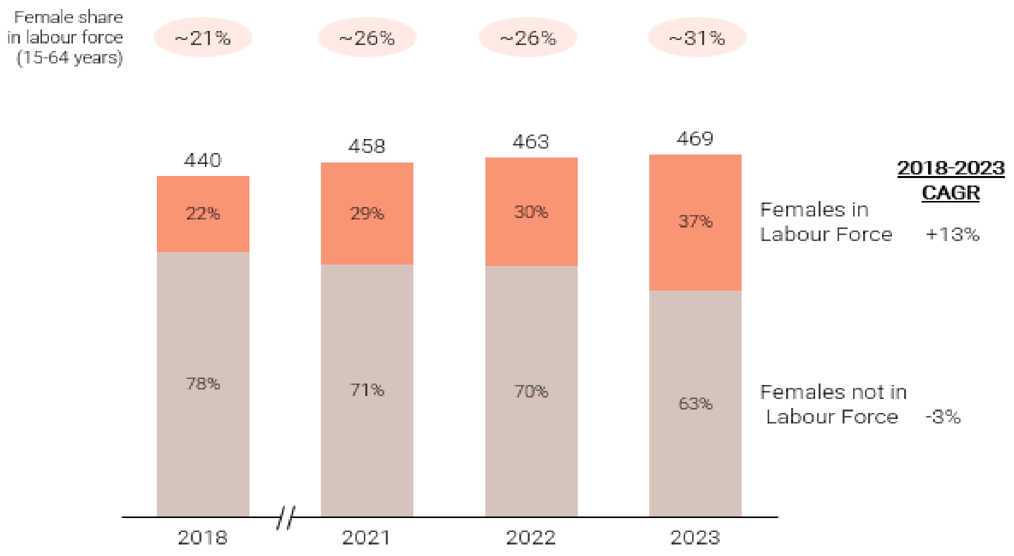


Source: Redseer Research and Analysis; Note: 1. Incomes are calculated based on real wage growth and account for wage inflation

2D. Rising female workforce is boosting household income and aspirations

According to the Ministry of Women and Child Development, the female labour participation rate has increased from 23% in FY2018 to 37% in FY2023. As such, the number of females in active employment has increased from approximately 97 million in CY2018 to approximately 176 million in CY2023, growing at a CAGR of approximately 13%. This growth has been attributed to a reduction in barriers for working women, higher educational attainment and initiatives by the government and private sector employers to increase female participation in the workforce. Consequently, there has been an increase in dual-income households, which in turn has resulted in increased discretionary expenditure and a preference for aspirational products at competitive prices.

Total female population (15-64 years) – India
(CY2018, CY2021-2023, in millions)



Source(s): International Labour Organization (ILO)

B. India's retail opportunity

The Indian retail market has exhibited robust growth and rebounded post-Covid to reach ₹76 trillion (approximately US$ 916 billion) in CY2023

Between CY2016 and CY2019, the Indian retail market experienced robust growth, expanding at a CAGR of approximately 12% to reach ₹63 trillion (approximately US$ 764 billion) by CY2019. This expansion was primarily fuelled by demographic changes, government interventions, and evolving consumption patterns.

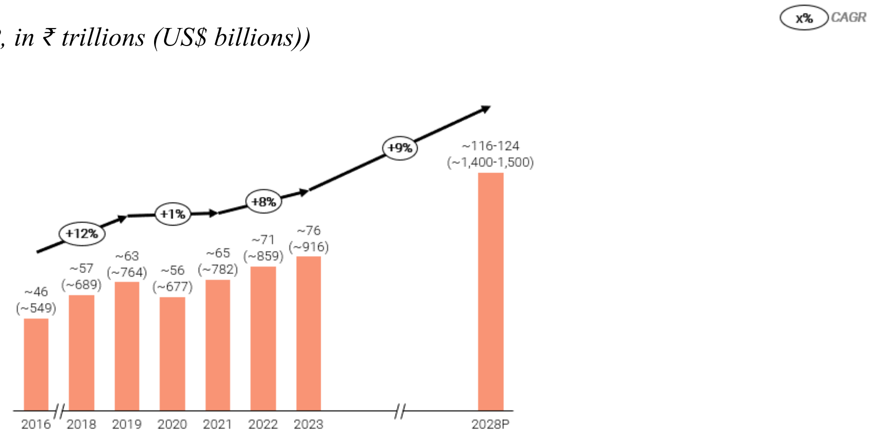
The rising middle-income segment has played a pivotal role in this growth, with their increasing disposable incomes driving greater demand for branded products, particularly in Tier-2 cities and beyond. This shift reflects broader economic trends, including rapid urbanization and the nuclearization of families, which have reshaped consumption patterns and expanded the consumer base.

Government interventions have also played a crucial role in shaping the retail landscape. The implementation of the GST and the liberalization of FDI policies have helped formalize the retail sector. These policy reforms have been complemented by technological advancements, particularly in digital payments. Innovations such UPI have streamlined transactions, making consumer goods more accessible and boosting retail sales. Additionally, government social welfare schemes have injected additional disposable income into the hands of consumers, further energizing the retail market by increasing purchasing power and consumer spending.

Furthermore, a broad-based shift towards consumerism, driven by digital media influence and global trends, has continuously influenced the preferences, and purchasing behaviours of Indian consumers. This cultural transformation is integrating Indian markets more closely with global markets, reflecting a growing alignment with international consumption standards.

Despite the growth contortions caused by Covid-19, India's retail market demonstrated structural resilience, reaching approximately ₹76 trillion (approximately US$ 916 billion) by CY2023. This resilience is attributable to sustained positive impacts of demographic trends, supportive government policies, and significant technological advancements. These foundational elements, coupled with a revival in consumer demand and a robust logistical infrastructure, have not only facilitated a rapid recovery but also set the stage for continued secular growth.

Overall retail market – India
(CY2016, CY2018-2013 CY2028P, in ₹ trillions (US$ billions))

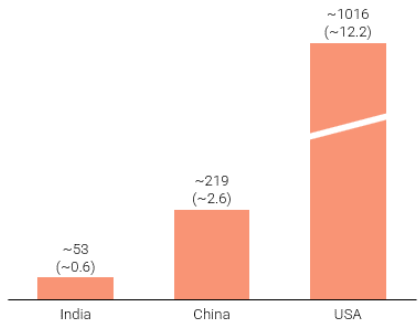


Source(s): Redseer Research and Analysis; Note(s): Conversion rate: 1 US$ = ₹83

The market has a long runway as the per-capita retail spends are very low compared to other nations

Despite significant growth, India's retail market remains relatively under-penetrated compared to its global counterparts. Per capita retail spending in India is currently around ₹53,200 (approximately US$640), markedly lower than in the United States at ₹1,016,000 (approximately US$12,250) and China at ₹219,000 (approximately US$2,640). This indicates significant growth headroom for India.

Retail per capita – India, China, USA
(CY2023, in ₹ 000s (US$ 000s))



Source(s): United Nations, Redseer Research and Analysis; Note(s): Conversion rate: 1 US$ = ₹83

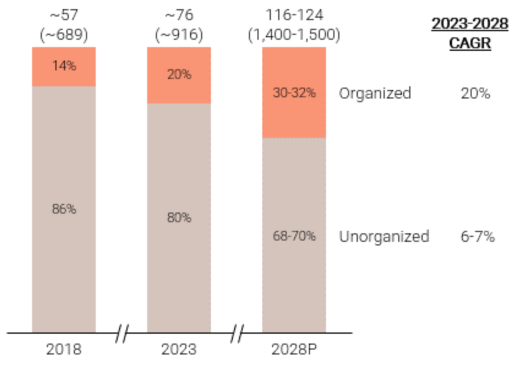
The core growth drivers of the retail market in India are outlined below:

A. India retail market is becoming more organized and is expected to grow at 20% CAGR between CY2023 and CY2028

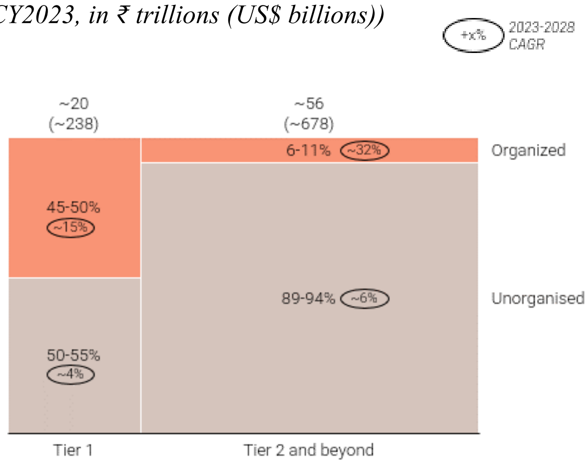
India's retail landscape is transitioning towards a more organized direction, with Tier-2 cities and beyond at the forefront of this change. As disposable incomes rise and urbanization continues to spread, unorganized retail spaces are being progressively displaced by both organized offline brick-and-mortar stores and online platforms. These two channels are projected to grow symbiotically, not only attracting a new consumer base but also converting users from unorganized retail through enhanced service offerings and operational efficiency.

While Tier-2 cities and beyond are leading the charge, projected to grow at ~32% CAGR between CY2023 and CY2028, the potential for organized retail expansion extends beyond these cities. Tier-1 cities, where the share of unorganized retail currently ranges between 50-55%, also present a substantial headroom for growth. As India's retail market continues to formalize, it will gradually move towards the market structures of more developed economies such as the United States and China with 85-90% and 50-60% share of organized retail respectively as of CY2023.

Overall retail market by channel– India
(CY 2018, CY2023, CY2028P, in ₹ trillions (US$ billions))



Overall retail market by channel & city tier – India
(CY2023, in ₹ trillions (US$ billions))



Source(s): Redseer Research and Analysis; Note(s): Conversion rate: 1 US$ = ₹83

<u>Key drivers for growth in organized retail:</u>

1. **Better selection at affordable pricing:** Organized retailers offer a comprehensive selection of high-quality products at competitive prices, functioning as one-stop shops that address a wide range of consumer needs. They leverage their scale to negotiate favourable deals with suppliers, passing these savings to consumers through lower prices and offers. By investing significantly in expanding their supplier base and enhancing supplier capabilities, they ensure continuous improvements in product quality and variety. Additionally, organized retailers maintain transparent pricing policies, clearly displaying prices to ensure consumers are aware of what they are paying. This builds consumer trust and cultivates loyalty, altering consumer behaviour in regions traditionally dominated by unorganized retail, as communities increasingly opt for the convenience, variety, and reliability offered by organized retailers.

2. **Superior consumer experience:** Organized retailers are enhancing the consumer experience by optimizing store layouts, enhancing store ambience through lighting and music, which enables a better shopping environment and positively influence purchasing behaviour. Further, the introduction of new retail outlets in smaller urban centres, particularly in Tier-2 cities and beyond, is often met with enthusiasm. These outlets transform shopping into a celebratory event, offering a diverse array of products and a contemporary shopping experience. Additionally, technological enhancements in consumer service, such as direct product interactions, targeted marketing and efficient inventory management, further enrich the consumer experience.

3. **Greater degree of agility versus unorganized retail:** Organized retailers enjoy a distinct advantage due to their agility and deep market insights, providing them with a strategic edge over the unorganized sector. Their capabilities, including ability to leverage technology to identify emerging trends across product categories and regions, allow them to proactively respond to consumer demands and adapt to shifting trends, a crucial ability as consumers seek reliable and trendier products alongside superior shopping experiences. This enables them to introduce relevant products across their national or regional store networks. This proactive approach not only strengthens their market presence but also enhances consumer satisfaction by ensuring their offerings align closely with consumer expectations.

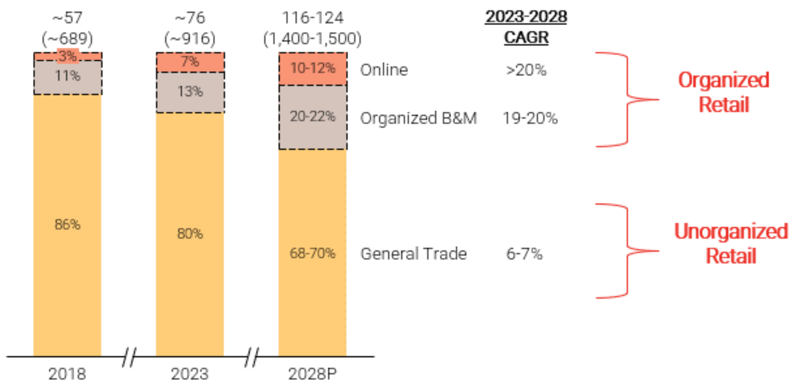
4. **Investments in retail infrastructure:** Investment in retail infrastructure is at the core of shift from unorganized to organized retail. Organized players are making substantial investments not only in enhancing their existing stores to provide a better shopping experience but also in expanding their store networks, particularly into Tier-2 cities and beyond. This expansion broadens their geographic reach, supporting sustained growth.

5. **Broad-based shift towards e-commerce:** Post-Covid, there has been a marked shift towards e-Commerce, driven by changes in consumer behaviour during lockdowns. As of CY2023, internet users in India number between 800-830 million, achieving a penetration rate of ~58%. This is projected to grow to 1,040-1,080 million by CY2028, with penetration rate of 70-73%. Concurrently, smartphone adoption is expected to rise from 670-680 million users in CY2023 to 950-990 million by CY2028. This digital expansion, alongside the rising influence of digital advertising and social media influencers, will act as key catalysts for e-Commerce growth.

Consequently, the organized retail market in India has grown from ₹7.7 trillion (approximately US$93 billion) in CY2018 to reach ₹14.9 trillion (approximately US$ 180 billion in CY2023). Further, given the endurance of the above trends, the organized retail market in India is projected to reach ₹36-38 trillion (approximately US$434-458 billion) by CY2028. Within the organized retail market, organized B&M has grown from ₹6.3 trillion (approximately US$ 76 billion) in CY2018 to reach ₹10 trillion (approximately US$ 120 billion) in CY2023 and is projected to grow to ₹23-26 trillion (approximately US$277-313 billion) by

CY2028 growing at a CAGR of 19-20%

Overall retail market by channel – India
(CY2018, CY2023, CY2028P, in ₹ trillions (US$ billions))



Source(s): Redseer Research and Analysis; Note(s): Conversion rate: 1 US$ = ₹83

B. As the market matures and basic needs are increasingly met, there is a broad-based shift towards discretionary spending

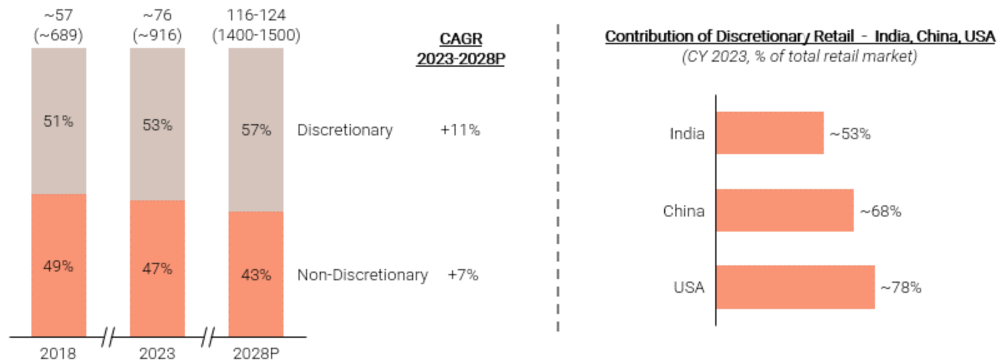
As India's retail market matures and basic needs are met, there is a distinct shift towards discretionary spending on items like Apparel, general merchandise, packaged food, and personal care. This trend is driven by several structural factors: rising income levels provide greater disposable income, allowing for expenditures beyond essentials; rapid urbanization introduces and normalizes urban consumption habits; and a large, technologically adept youthful demographic eagerly adopts global trends, facilitated by pervasive digital connectivity.

These dynamics are complemented by a growing middle-income segment, more so in Tier-2 cities and beyond, whose enhanced disposable incomes encourages spending on lifestyle products that not only meet basic needs but also serve as expressions of personal identity and aspirations. This evolution in spending habits marks a significant transformation in India's consumer market.

This transformation is accelerated as the market evolves and new developments reshape consumer behaviours and drive growth. Global innovations in product offerings, coupled with the dissemination of these trends through social media, drive consumer aspirations and buying behaviours. These trends could also have local cultural elements. These trends result in a cycle of constant renewal in consumer interests and spending, creating an environment conducive to the introduction of new products and services.

Collectively, these factors will lead India’s discretionary retail market, currently sized at ₹40 trillion (approximately US$485 billion) in CY2023, to reach ₹68 trillion (approximately US$803 billion) by CY2028, growing at a CAGR of about 11%, faster than the overall retail market in India. Despite this growth, there is significant growth headroom in India's discretionary retail market given the share of discretionary retail market in China and the United States is expected to increase from 68% and 78% in CY2023 to 69-71% and 79-80% respectively by CY2028, as compared to ~53% in India as of CY2023.

Overall retail market by Discretionary and Non-Discretionary and global benchmarks - India, China, USA
(CY2018, CY2023, CY2028P, in ₹ trillions (US$ billions))

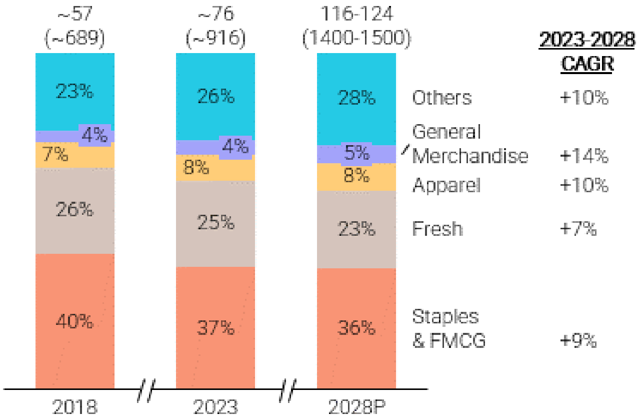


Source(s): Redseer Research and Analysis; Note: 1. Discretionary expenditures include spending on categories such as FMCG (excl. staples) apparel, consumer electronics, consumer appliances, general merchandise, and beauty & personal care (BPC), among others. These tend to have cyclical demand, fluctuating with economic conditions. Non-Discretionary expenditures *encompass spending on essential categories such as pharmaceuticals, staples and fresh food, which are less sensitive to economic changes. 2. Conversion rate: 1 US$ = ₹83*

Apparel, Staples & FMCG, and general merchandise together contribute ~50% of the overall retail market as of CY2023 and are projected to continue doing so till CY2028. These categories, specifically, Apparel, Staples & FMCG, and general merchandise, characterized by high purchase frequency and widespread demand. With consumers regularly replenishing these items, there is consistent demand for retailers offering quality at accessible price points, thus driving growth within these segments.

Overall Retail market by category – India

(CY2018, CY2023, CY2028P, in ₹ trillions (US$ billions))



Source(s): Redseer Research and Analysis; Note(s):1. Fresh includes fruits, vegetables, meat, dairy products, etc.; 2. Staples & FMCG includes grains, pulses, toiletries, personal care products, cleaning supplies, packaged foods, beverages etc.; 3. General Merchandise includes small household appliances (food preparation appliances, personal care appliances, irons, fans, heating appliances, small cooking appliances, lighting, etc.), home décor and furnishing, homeware, luggage, stationery, toys and games, footwear, and fashion accessories, etc.; 4. Others includes large appliances, consumer electronic, personal accessories (jewellery & watches, etc.), alcohol & tobacco, consumer health, eyewear, furniture, etc.; 5. Conversion rate: 1 US$ = ₹83.

C. Omnichannel is seeing rapid adoption in India driven by its ability to deepen consumer engagement and enhance brand perception

Organized retailers are increasingly adopting an omnichannel approach, seamlessly blending their online and physical operations. This strategy delivers a unified shopping experience across multiple platforms and leverages the distinct advantages of each channel to elevate consumer engagement as outlined below:

1. **Deepening consumer engagement:** Physical stores are integral to an omni-channel strategy because they provide sensory experiences unavailable online. The ability to physically handle, feel, and test products before buying significantly diminishes the uncertainties often associated with online purchases. This hands-on interaction is crucial for instilling consumer confidence in the quality of products, particularly in high-touch categories like apparel, general merchandise, and consumer electronics, where the feel, fit, and comfort is key.

2. **Enhancing brand perception through multi-channel:** The coexistence of brick-and-mortar and online stores boosts brand reliability. Consumers often view brands with physical stores as more dependable and well-established, enhancing their confidence to make substantial purchases.

3. **Targeted marketing:** The seamless integration of online and physical channels allows retailers to develop a detailed understanding of consumer preferences and purchasing behaviours through their interactions across various touchpoints. This enables retailers to tailor their marketing campaigns with promotions, recommendations, and offers that are relevant to their consumers.

4. **Higher convenience:** Additionally, seamless integration of various channels allows consumers the convenience to switch between them as needed, fostering a perception of ubiquity and easy access.

<u>Section 2: India's Aspirational Retail opportunity</u>

Aspirational Retail which includes the mass and masstige products/brands drives bulk of India's retail market. The Aspirational Retail opportunity is large and sized at ₹68-72 trillion (US$820-870 billion) as of CY2023 and encompasses 90-95% of the retail market. This market is driven by consumers gravitating towards good quality products at affordable prices. This growth of this market is fuelled by increasing demand in Tier-2 cities and beyond, a rapid shift towards organized retail

channels, and brandification.

A. India has a large aspirational-centric retail opportunity

1. India, being a middle-income dominated country, sees the bulk of its retail spending in the Aspirational Retail segment, which includes both mass and masstige brands. These are defined by their positioning across various price points and retail categories

India's retail sector is primarily influenced by its classification as a middle-income economy, coupled with a consumer mindset that leans towards aspirational purchasing.

Firstly, being a middle-income economy means the majority of Indian population falls within this economic stratum, which dictates spending patterns and retail preferences. The economic bandwidth of these consumers generally limits their purchasing behaviour to mid-tier priced goods that are often of a lower quality and primarily serviced by unorganized players rather than luxury items. This creates a larger market for good quality products that are affordable and yet offer significant value.

Secondly, consumer behaviour in India shows a marked tendency towards Aspirational Retail which includes both mass and masstige brands and is defined by their positioning across various price points and retail categories. This behaviour is driven by the desire to improve one's lifestyle, which influences spending habits. Consumers are inclined to purchase aspirational products that offer high quality and functionality within an affordable price range. This aspirational buying is not necessarily about seeking the lowest prices, but about finding a balance between cost and perceived value, typically favouring products that blend affordability with greater functionality.

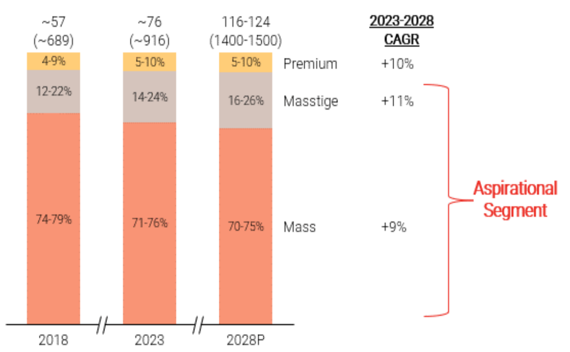
Together, these factors foster a retail environment where demand is concentrated on moderately priced products that promise high quality and functionality. Retailers that can cater to this dual demand—economical yet aspirational—are best positioned to succeed in the Indian retail market.

Although India's economy is progressively maturing, the consumer mindset favouring aspirational purchases remain deeply entrenched. This orientation is not merely a response to economic conditions but is rooted in a broader cultural ethos that values both quality and perceived value.

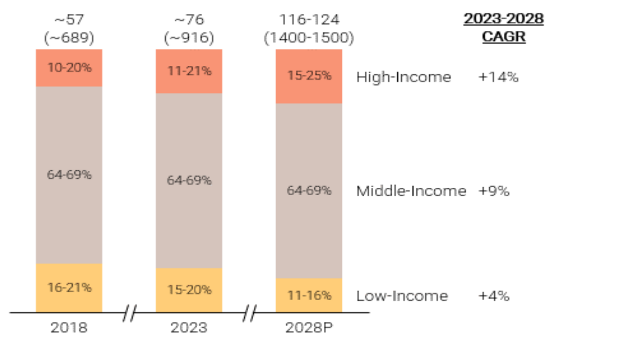
As of CY2023, Aspirational Retail represents 90-95% of the retail market. This sector appeals to various income cohorts, including higher-income households, highlighting a significant total addressable market (TAM). Middle-income India, which comprises 225 million households (approximately 945 million individuals), as of December 31, 2023, is estimated to be the largest portion of the Indian population. These households are estimated to constitute 64-69% of the total Retail market, as of CY2023, a share projected to remain unchanged by CY2028.

This indicates that while middle-income segment households account for a substantial portion of the retail market, the potential for organized retailers is even greater due to their diverse product range that attracts a broader spectrum of income groups. This trend is evident across all categories, including Apparel, Staples & FMCG, and General Merchandise.

Overall Retail market by price segment – India *(CY2018, CY2023, CY2028P, in ₹ trillions (US$ billions))*



Overall Retail market by income groups – India *(CY2018, CY2023, CY2028P, in ₹ trillions (US$ billions))*



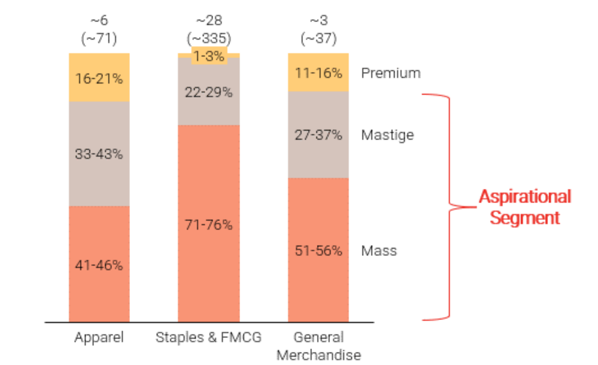
Source(s): Redseer Research and Analysis; Note(s): 1. Mass, masstige, premium have been defined as per the positioning of various brands/products across price points. 2. Unbranded segment has been considered as mass. 3. Conversion rate: 1 US$ = ₹83

2. Aspirational Retail segment is expected to be a ₹104-112 trillion (US$ 1,250-1,350 billion) opportunity by CY2028

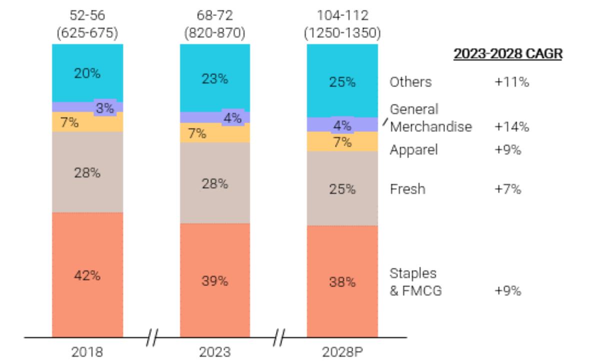
The Aspirational retail segment, driven by the consumer desire for products that offer both high-quality and affordability, will remain a significant contributor to India's retail market. At a category-level, top categories such as Apparel, Staples & FMCG, and General Merchandise, all have Aspirational Retail shares ranging between 84-99%. Specifically, the Aspirational Retail share for Apparel is 84-89%, for Staples & FMCG it is 97-99%, and for General Merchandise it is 84-89%, as illustrated in the chart below.

The total addressable market for Aspirational Retail in India is ₹68-72 trillion (US$820-870 billion) for CY2023 and is expected to be ₹104-112 trillion (US$1,250-1,350 billion) by CY2028, growing at a CAGR of +9%. While Fresh and Staples & FMCG will continue to represent over 60% of this market, its share is projected to decrease in the coming five years, with categories such as Apparel and General Merchandise expected to gain share.

Apparel, Staples & FMCG, and General Merchandise split by price segment – India
(CY2023, in ₹ trillions (US$ billions))



Aspirational Retail market by category – India
(CY2018, CY2023, CY2028P, in ₹ trillions (US$ billions))



Source(s): Redseer Research and Analysis; Note(s): Conversion rate: 1 US$ = ₹83

The top categories in the Aspirational Retail have been further detailed as follows:

A. Apparel:

The apparel retail market in India was sized at ₹6 trillion (US$71 billion) as of CY2023 and is projected to reach ₹10 trillion (US$116 billion) by CY2028, growing at a CAGR of ~10%. Its growth drivers are outlined below:

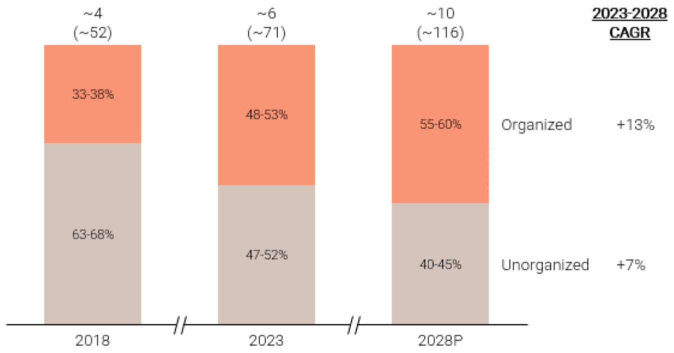
i. **Increased media exposure:** The proliferation of digital media has heightened exposure to global Apparel trends, influencing consumer tastes and preferences. The presence of social media platforms like Facebook, X, Instagram, and Pinterest acts as a continuous showcase of the latest fashion, which inspires consumer toward these trends. Influencer marketing has further amplified this effect, as influencers actively shape and promote these global styles, making them more desirable. Given the large aspirational middle-income segment in India that demands affordable yet trendy propositions, there is emergence and rapid growth of multiple mass-mid brands in the country.

ii. **Emergence of fast fashion:** India's demographic profile is notably young, with a significant portion of the population under the age of 30. This youth population is more likely to be influenced by trends and peer appearances, and more eager to make fashion statements that elevate their social status. This is leading to proliferation of many fast fashion brands across the nation.

iii. **Retail expansion and accessibility**: The expansion of both online and offline retail formats has made Apparel more accessible to a wider audience. This includes organized retailers rapidly expanding into Tier-2 cities and beyond, tapping into latent demand from a young yet aspirational audience whose Apparel needs were previously underserved.

Unorganized channel accounts for 47-52% of the Apparel Market as of CY2023 but has been progressively declining at the expense of organized channels. This shift is primarily driven by increasing baselines for quality, availability of wider assortment in organized channels, better pricing, denser urban areas, and large whitespace. The decline of unorganized channel is expected to continue with organized channels accounting for 55-60% by CY2028 as outlined in the chart below.

Apparel market by channel – India
(CY2018, CY2023, CY2028P, in ₹ trillions (US$ billions))



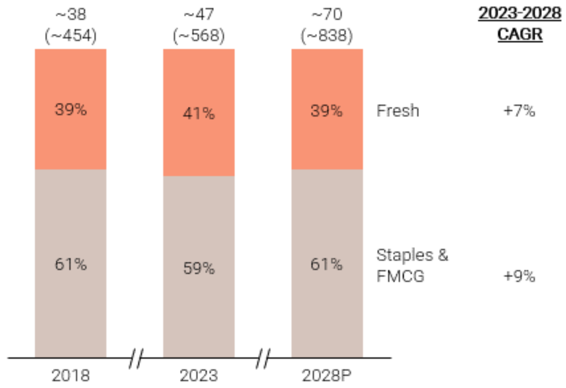
Source(s): Redseer Research and Analysis; Note(s): Conversion rate: 1 US$ = ₹83

Currently, Aspirational Retail accounts for approximately 79-84% of the apparel sector. This segment is predominantly driven by middle-income households, contributing 60-65% of the market as of CY2023. This demographic's influence is projected to remain relatively stable through CY2028. While the premium segment may experience faster growth rates, its overall addressable market size will remain materially smaller compared to Aspirational Retail.

B. Staples & FMCG

As of CY2023, the grocery retail market in India is valued at ₹47 trillion (US$ 568 billion). Staples & FMCG account for ~59% of this market, contributing ₹28 trillion (US$ 335 billion), and is projected to reach ₹42 trillion (US$ 511 billion) by CY2028, growing at a CAGR of 9%. The key growth drivers for this segment are outlined below:

Grocery market split by fresh and staples & FMCG – India
(CY2018, CY2023, CY2028P, in ₹ trillions (US$ billions))



Source(s): Redseer Research and Analysis; Note(s): 1. Fresh includes fruits, vegetables, meat, dairy products, etc., 2. Staples & FMCG includes grains, pulses, toiletries, personal care products, cleaning supplies, packaged foods, beverages, etc, 3. Conversion rate: 1 US$ = ₹83

i. **Daily necessity and evolving needs:** Staples and FMCG remain a key household expenditure. Increasingly, Indian consumers seek a balance of convenience, quality, and variety beyond what kirana stores can offer. This creates a market for retailers who can cater to aspirational choices with wider selections, better-quality products, and superior consumer service. Additionally, there is a shift towards packaged foods versus unbranded loose foods, driven by factors such as perceived hygiene, consistency in quality, and longer shelf life. This shift further fuels growth in the staples and FMCG sector.

ii. **Increased focus on health and wellness:** There's a rising awareness of healthy lifestyles and conscious eating in India. Consumers are keen on a greater range of better-quality foods, organic options, and global food items aligned with health goals.

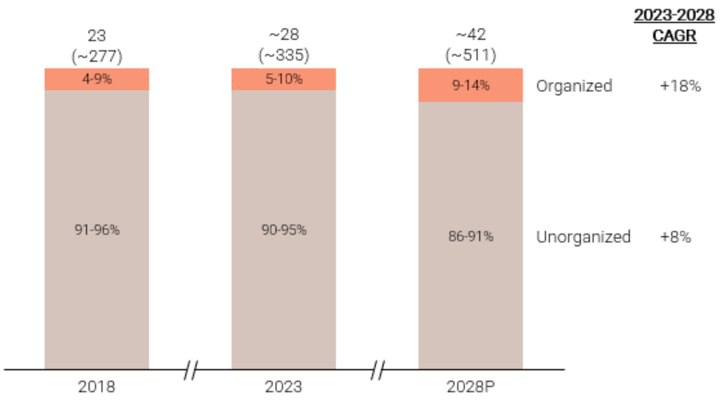
iii. **Expanding organized retail footprint:** The growth of supermarkets, hypermarkets, and organized online channels is transforming the landscape. These formats provide a superior shopping experience compared to smaller stores – wide aisles, better product displays, and more diverse offerings aligned with aspirational choices of quality and convenient shopping experience.

iv. **Evolving household dynamics:** Rising instances of dual-income households and nuclear family units are reshaping dietary, purchasing, and personal care habits. There's a greater need for convenient meal solutions and smaller packaged items to cater to individual preferences within the same household. Similarly, in personal care, there is an increasing demand for products that suit diverse needs, ranging from quick and efficient grooming items to specialized skincare products that address specific concerns.

v. **Increasing e-Commerce penetration:** Driven by heightened demand for convenience and price-value proposition, e-Commerce has seen rapid adoption by consumers in the Staples & FMCG category in the past 3-4 years due to doorstep delivery, widespread assortment, frictionless payment options and promotional schemes.

The Unorganized channel accounts for a significant portion (90-95%) of the Staples & FMCG market as of CY2023 but has been steadily declining in favour of organized. This shift is largely due to the convenience, wider selection, superior shopping experience, and greater trust in product quality offered by organized retailers. Their ability to offer price transparency, promotions, and respond to evolving consumer preferences for healthy and diverse options further fuels this trend. The decline of unorganized is projected to continue, with organized channels projected to account for 9-14% by CY2028, as outlined in the chart below.

Staples & FMCG market by channel– India
(CY2018, CY2023, CY2028P, in ₹ trillions (US$ billions))



Source(s): Redseer Research and Analysis; Note(s): Conversion rate: 1 US$ = ₹83

Aspirational Retail's share in Staples & FMCG stands at ~98% as of CY2023. 59-64% of this opportunity is driven by middle-income segment households and this is expected to grow to 64-69% by CY2028.

C. General Merchandise:

The General Merchandise retail market in India was sized at ₹3 trillion (US$ 37 billion) as of CY2023 and is projected to reach ₹6 trillion (US$ 69 billion) by CY2028 growing at a CAGR of 14%. Its growth drivers are outlined below:

i. **Increased accessibility and assortment through organized retailers:** As organized retailers extend their reach into Tier-2 cities and beyond, they address the limitations of unorganized retail. Unlike scattered product offerings in unorganized outlets, organized retailers consolidate a diverse range of products in a single store offering a wide assortment previously unavailable in these regions and enhancing convenience for consumers. By tapping into this latent demand, they not only streamline the shopping experience but also stimulate market growth.

ii. **Rapid growth in footwear and fashion accessories:** The growth of the Footwear & Fashion Accessories sub-category in India is driven by the positioning of domestic brands that align closely with local consumer preferences and offer value-for-money. These brands have successfully expanded their market reach through extensive distribution networks that span both urban, semi-urban, and rural areas. Their focus on providing quality products at an affordable price aligns with Indian consumer preferences, driving higher sales volumes. Furthermore, the adoption of online sales channels has enhanced accessibility and convenience for consumers.

iii. **Shift towards convenience in small household appliances:** There's a trend towards buying appliances that offer ease of use and save time, catering to the busy lifestyles of both urban and semi-urban consumers in India. Popular products include mixer-grinders, microwave ovens, electric pressure cookers, and induction cooktops, which simplify cooking processes and reduce preparation time. This driver is particularly potent given India's large working population that values quick meal solutions and hassle-free kitchen experiences.

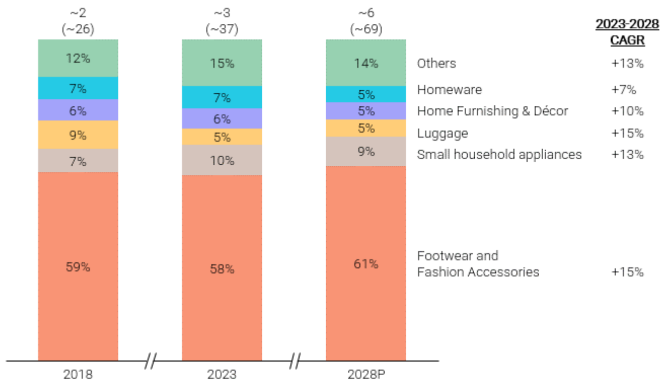
iv. **Home-centric consumer behaviour:** With trends like work-from-home, there's a greater focus on enhancing living spaces, which boosts sales in home décor and furnishing segments. Consumers invest more in their home environments, leading to increased purchases of both functional and decorative items.

v. **Cultural and social trends toward DIY and home decor:** There's a growing DIY culture across various consumer segments, spurred by digital platforms like Facebook, X, Pinterest, and Instagram. This trend inspires consumers to customize their living spaces, increasing demand for home improvement products and driving greater interest in personalized home décor.

vi. **Increased travel and mobility:** As travel returns to pre-pandemic levels, there is an upswing in demand for travel-related general merchandise like luggage and travel accessories, which cater to both utility and style preferences.

Within the Indian General Merchandise (GM) market, Footwear & Fashion Accessories is projected to be the fastest-growing sub-category, gaining market share to comprise 61% of the GM market by CY2028, compared to 58% in CY2023. Additionally, the Luggage sector is projected to be the second-fastest growing sub-category, driven by the expansion of travel and tourism, with a CAGR of ~15% between CY2023 and CY2028.

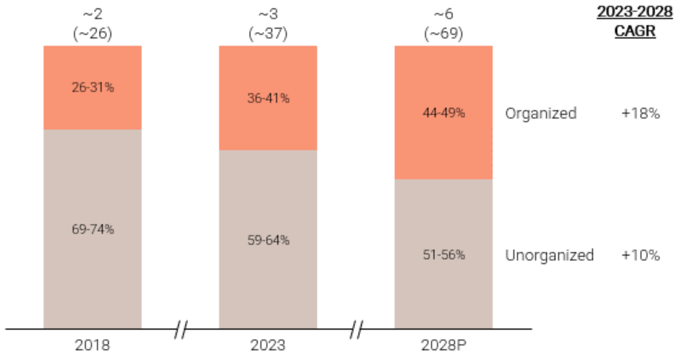
General Merchandise split by sub-category
(CY2018, CY2023, CY2028P, in ₹ trillions (US$ billions))



Source(s): Redseer Research and Analysis. Note(s): 1. Others include stationery, toys & games, etc. 2. Conversion rate: 1 US$ = ₹83

Similar to trends in the Apparel and Staples & FMCG categories, the unorganized channel accounts for a significant portion (59-64%) of the general merchandise market as of CY2023 but is on a decline in favour of organized channels. These organized channel retailers are tapping into the unmet demand in Tier-2 cities and beyond, providing a consolidated range of products that enhance convenience and improve the shopping experience, as outlined earlier. This expansion not only attracts consumers from under-served areas but also ensures greater product quality trust. Consequently, the market share of unorganized is expected to decrease, with the organized channel projected to grow to 44-49% by CY2028.

General Merchandise by channel– India
(CY2018, CY2023, CY2028P, in ₹ trillions (US$ billions))



Source(s): Redseer Research and Analysis. Note(s): Conversion rate: 1 US$ = ₹83

Aspirational Retail's share in General Merchandise stands at 84-89% as of CY2023. 60-65% of this opportunity is driven by middle-income segment households and this is expected to reach 57-62% by CY2028.

3. Drivers of Aspirational Retail Market

A. Tier-2 cities and beyond is the most significant driver of Aspirational Retail spends

Tier-2 cities and beyond are a central force in Aspirational Retail spending, comprising 74% of the retail market in CY2023, and are projected to increase to 76-78% by CY2028—a growth that reflects a CAGR of 10%. This aspirational purchasing isn't solely focused on securing the lowest prices, but rather on finding an optimal balance between cost and perceived value. Tier-

2 and beyond Consumers typically gravitate towards products that combine affordability with good quality and enhanced functionality.

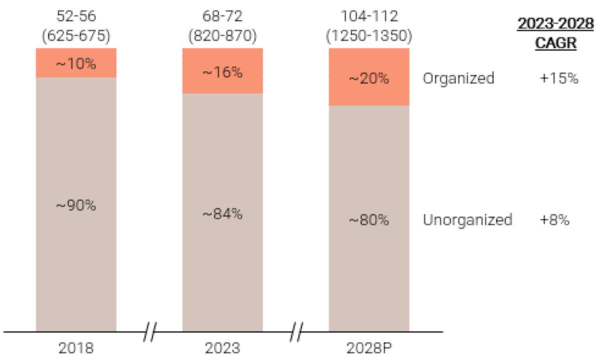
Capitalizing on the opportunity present in Tier 2 cities and beyond, organized retailers have the potential to expand their presence to nearly all cities and towns with a population exceeding 50,000. As of CY2023, while some retailers have made inroads, many have yet to establish a presence in these cities. This represents a significant opportunity to broaden their reach and tap into these markets. Moreover, the current low store density within these cities highlights the potential for further growth by enhancing store accessibility and expanding their footprint. This dual approach of entering new cities and increasing store density presents a growth avenue for organized retailers.

B. Rapid shift towards organized channels driven by increasing baselines for quality, wide assortment, and better CPG pricing will also be a key driver

Currently, the Aspirational Retail landscape is fragmented, with unorganized channels namely general trade outlets dominating the landscape due to their extensive geographic reach and relatively low operational and setup costs. Despite their ease of market entry, their proportion of the aspirational retail market is projected to decline from ~84% in CY2023 to ~80% by CY2028.

Thus, within the Aspirational Retail market, there has been a consistent shift towards organized retail primarily due to increasing baselines for quality, availability of wider assortment, better pricing, denser urban areas, and large whitespace for organized retailers in Aspirational Retail, as outlined below:

Aspirational Retail market split by channel – India
(CY2018, CY2023, CY2028P, in ₹ trillions (US$ billions))



Source(s): Redseer Research and Analysis; Note(s): Conversion rate: 1 US$ = ₹83

I. **Increasing baselines for quality:** Indian consumers, including within the Aspirational Retail segment, are demonstrating a rising baseline expectation for product quality, consistency, and a more standardized shopping experience. This shift stems from a growing desire for reliability, exposure to global standards, and frustration with the variability often experienced at GT stores. Organized retailers are well-positioned to capitalize on this demand. Their superior store ambience, predictable product quality, and partnerships with trusted brands foster a sense of trust. This makes them an attractive alternative to GT outlets that often struggle with inconsistent quality.

II. **Availability of wider assortment:** The latent demand for a wider assortment of products among Indian consumers is being activated through organized retail outlets, especially in Tier-2 cities and beyond, which account for the bulk of growth for organized retail. While this demand has always existed, general trade outlets, like kiranas, have struggled to fully address it due to constraints such as limited space and narrow category offerings.

    However, organized retailers are now capitalizing on this latent demand. With their larger store sizes and efficient inventory management systems, they can provide a much wider range of products. This expanded assortment includes a diverse selection of categories including groceries, apparel, general merchandise, electronics, and more.

    As a result, organized retailers emerge as compelling one-stop shopping destinations, offering an alternative to GT stores that have constrained shelf space and narrower product focus. Consequently, consumers in Tier-2 cities and beyond are increasingly gravitating towards organized retail outlets, drawn by their wider selection and the convenience of finding everything they need under one roof.

III. **Better pricing:** Organized retailers secure better pricing through bulk and centralized procurement. Through this, organized retailers wield significant purchasing power to negotiate favourable terms with suppliers, resulting in volume discounts and lower unit costs. Meanwhile, unorganized retailers often grapple with supply chain leakages and inefficiencies, leading to higher costs that are passed on to consumers. These disparities in procurement efficiency contribute to organized retailers offering more competitive pricing, further solidifying their appeal to aspirational consumers seeking value in their purchases.

IV. **Denser urban areas:** Denser urban areas serve as a catalyst for growth for organized retailers by offering logistical efficiencies and strategic advantages. With a high concentration of consumers in close proximity, urban environments enable retailers to establish efficient distribution networks, minimizing transportation costs and enhancing delivery speed. This proximity also facilitates optimized inventory management practices, as retailers can accurately forecast demand and maintain adequate stock levels to meet consumer needs. Additionally, the dense population results in higher foot traffic and increased sales potential, allowing retailers to maximize store productivity and capitalize on economies of scale.

V. **Large whitespace for organized retail:** As outlined earlier, the Indian retail market presents a significant whitespace opportunity for organized retailers in Aspirational Retail. This potential is particularly pronounced in Tier-2 cities and beyond where store density remains low. Rising consumer aspirations for modern retail experiences and wider product selection in these areas drive demand. Furthermore, rapid e-Commerce penetration accelerates this trend, expanding the overall market opportunity.

C. Secular shift towards brandification will be a core driver of the Aspirational Retail Market

I. Driven by India's heterogeneity, small and mid-scale brands will drive India's brandification and growth in Aspirational Retail segment

Consumers in India are increasingly valuing quality, reliability, and aspiration over simple price considerations in their purchasing decisions. Brands are evolving into symbols of trust and status, embodying not just products but also lifestyles and identities. As consumers seek to align with brands that resonate with their personal values and aspirations, the utility of branded goods extends beyond their functional aspects to encompass intangible qualities like prestige and social recognition.

This shift is occurring within a consumer market characterized by significant diversity in cultural identities and individual aspirations, presenting unique challenges to both unorganized retailers and large brands. Unorganized retailers, often lack the resources needed to broadly tailor their offerings and struggle to quickly adapt to changing market demands. Brands, particularly small and medium-sized ones, not only have the necessary resources, but also are agile in terms of their decision making, which gives them the ability to efficiently respond to regional tastes and preferences.

Reflecting this trend, the top 10 publicly listed consumer companies in India have grown by 12% over the past five years and achieved an adjusted ROCE[1] of 71% as of FY2023.

II. Rapid growth of own brands will address white spaces in affordability and aspiration

Organized retailers are uniquely equipped to establish small and medium-sized brands within India's retail market, due to two key advantages as outlined below:

1. **Strong brand recall in Tier-2 cities and beyond:** Organized retailers in India harness a strong brand recall, particularly advantageous in Tier 2 cities and beyond. These retailers build a robust brand moat from their established presence, lending credibility and trust to their products. In these cities, strong own brands within these trusted retail chains become preferred alternatives, given they offer familiarity coupled with consistent quality.

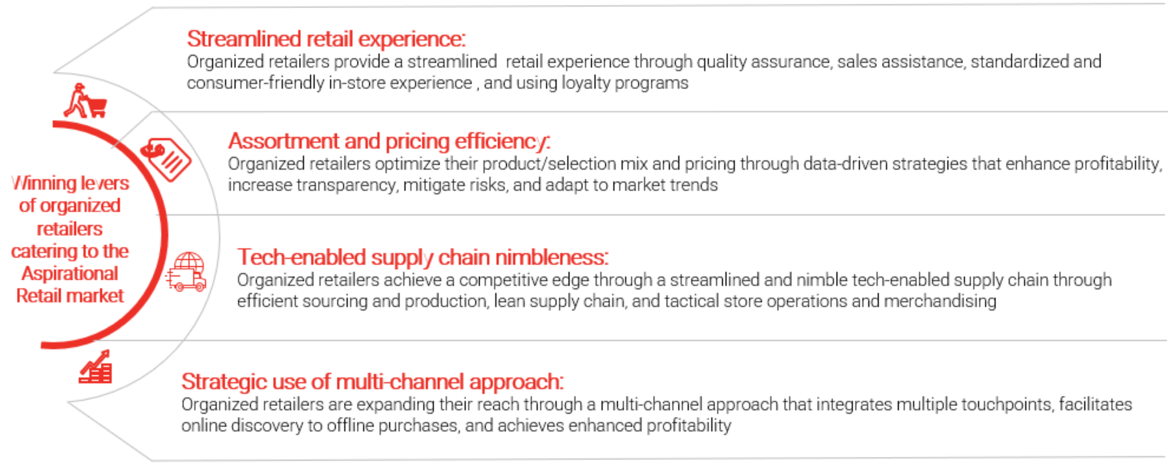
2. **Deep consumer insights:** Organized retailers possess deep market insights allowing them to identify and exploit niche gaps with competitively priced and trend-responsive products. These new brands are positioned not merely for utility but as aspirational choices that resonate with evolving consumer identities. They are backed by infrastructure and data analytics capable of tailoring offerings to regional preferences, thus enhancing their market responsiveness.

<u>Section 3: Organized retailers are well placed to win the Aspirational Retail opportunity with the help of 4 key levers</u>

[1] Adjusted ROCE (Return on Capital Employed) = EBIT/Capital Employed (EBIT=PBT + Interest expense - Interest Income from Treasury Investments, Capital Employed=Total Assets - Total Liabilities - Goodwill - Other Intangible Assets + Total Debt - Deferred Tax Assets + Deferred Tax Liabilities - Investments in Treasury Instruments)

Organized retailers are best positioned to capitalize on the Aspirational Retail opportunity given their streamlined retail experience, assortment and pricing efficiency, tech-enabled supply chain nimbleness, and multi-channel approach.

Winning Levers of organized retailers catering to the Aspirational Retail market
Descriptive



Source(s): Redseer Research and Analysis

1. ***Organized retailers, catering to the Aspirational Retail market, provide a streamlined retail experience through quality assurance, standardized and consumer-friendly in-store experience, building a loyal consumer base, and sales assistance***

India's aspirational consumers are widespread across various city tiers, each with distinct needs prioritizing quality, affordability, and accessibility. This consumer base has catalysed the growth of organized retailers who excel in delivering superior experiences tailored to these multifaceted demands. Consequently, the number of physical modern retail stores in India has undergone significant expansion, multiplying by a factor of 1.5-2x in the past five years. It is further projected to reach 115,000-130,000 stores by CY2028, up from 60,000-70,000 in CY2023. Organized retailers, catering to the Aspirational Retail market, excel in several key parameters, as outlined below:

I. **Quality assurance:** Organized retailers, catering to the Aspirational Retail market, retain oversight over vendor procurement and have high standards for quality control. For their own brands, these retailers maintain quality consistency by sourcing fabrics directly from mills, despite variations in manufacturers by region. This strategic raw material sourcing is crucial for product uniformity. Whereas, for other branded goods, organized retailers keep direct relationships with brands, circumventing supply chain intermediaries.

   In contrast, unorganized retailers, who often source from multiple suppliers, exhibit a marked inconsistency in quality, especially in Apparel. In FMCG and General Merchandise, they tend to collaborate with smaller, often less rigorous suppliers, unlike organized retailers who consistently partner with reputable brands or their suppliers.

II. **Standardized and consumer-friendly in-store experience:** Organized retailers provide a uniform, consumer-friendly experience across regions and city tiers. This uniformity includes property selection, store ambience (lighting, aroma, music, air conditioning), parking availability, and wheelchair accessibility. Logical category placement and trial rooms enhance shopping convenience, while sophisticated visual merchandising and planograms optimize space and aesthetics. Organized retailers tailor their selections to align with seasonal trends and cultural festivities, ensuring their offerings remain relevant and appealing.

   This curated experience is especially attractive to consumers in Tier-2 cities and beyond, who are transitioning from unorganized to organized retail. Organized retailers also maintain higher in-stock percentages—130-150% for brick-and-mortar and 150-200% for e-Commerce—ensuring better fill rates and minimizing stock-outs. This reliability builds loyalty and encourages repeat visits.

   Organized retailers also invest heavily in continuous training for sales representatives, focusing on communication, product knowledge, and consumer experience. This ensures consistent service and high consumer satisfaction, supported by promotional materials from brands. In contrast, unorganized retailers lack formal training and struggle to provide individualized attention, diminishing the consumer experience.

III. **Building a loyal consumer base:** Organized retailers leverage data-driven insights to build a loyal consumer base by implementing effective loyalty programs aimed at driving higher basket sizes and reactivating lapsed users. Deep data-backed analysis of consumer preferences and purchase behaviour informs the design of customized offers, encouraging repeat purchases and higher bill values. These programs often incorporate price laddering techniques, based on factors such as consumer vintage, preferences, and annual expenditure.

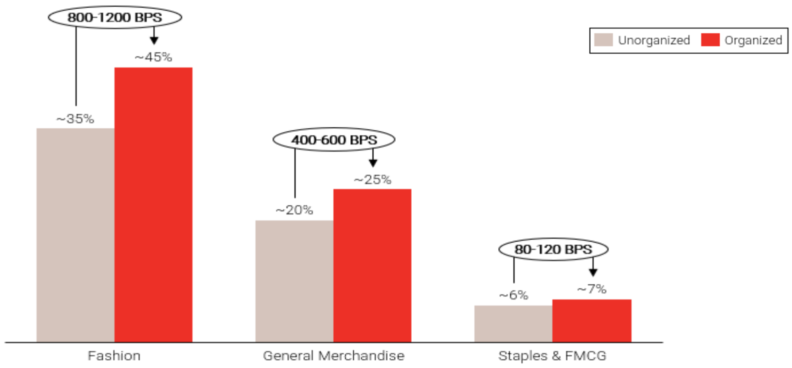
2. ***Organized retailers optimize their product/selection mix and pricing through strategies that enhance profitability, increase transparency, mitigate risks, and adapt to market trends***

Organized retailers, catering to the Aspirational Retail market, have deployed strategic pricing and assortment strategies, informed by data, to meet the needs of their consumer base. These methods are central to their success, ensuring they stay relevant and profitable. As outlined in the following pointers, these retailers employ a range of tactics, from data-driven inventory management to pricing adjustments, to navigate the retail landscape effectively.

I. **Pricing manoeuvrability and assortment:** Organized retailers maintain a merchandising calendar that dictates product selection and volume, allowing for planned discounting strategies as expiration dates approach to boost consumer offtake. These retailers typically focus on non-commoditized items, which offer higher margins. Gross margins (GM) in non-grocery sectors such as fashion and general merchandise are significantly higher for organized retailers. In fashion, gross margin differentials range from 800 to 1200 basis points (BPS), and in general merchandise, from 400 to 600 BPS. These higher margins are attributed to the ability to command premium prices for branded and exclusive products, combined with economies of scale in purchasing and sophisticated inventory management, which reduces the cost of goods sold.

With a higher-margin assortment and increased bargaining power with brands, organized retailers have ability to set their prices to balance consumer affordability with profitability. They enhance their pricing model by incorporating price laddering schemes that include bulk discounts and bank promotions. Additionally, they strategically deploy seasonal promotions and festive-specific discounts to maximize consumer engagement and sales uplift. These pricing tactics are aligned with market trends and consumer purchasing behaviour, ensuring they offer compelling value while optimizing revenue during key shopping periods.

Gross Margin by product category and channel type
CY 2023, in %



Source(s): Redseer Research and Analysis

Product and sub-category selections in organized retail are driven by historical buying trends, regional demographics, sell-through objectives, and current market conditions, ensuring that offerings align with consumer expectations. The store layouts, including supermarkets, hypermarkets, and chain pharmacies, are strategically designed with Automated Replenishment Systems (ARS) to optimize stock rotation and maintain continuous product availability.

This allows organized retailers to dynamically adjust prices and respond swiftly to market shifts and competitive pressures, leading to increased revenue per square foot. Notably, hypermarkets and supermarkets manage extensive product ranges with up to 50,000 and 25,000 SKUs respectively, far exceeding the 1,500-5,000 SKUs in various classes of Kirana stores. This breadth of SKUs enables organized retailers to meet diverse consumer needs more effectively, reinforcing their market strength compared to smaller, unorganized outlets.

II. **Risk mitigation:** By cultivating an optimal category mix, organized retailers, catering to the Aspirational Retail market, mitigate risks associated with economic downturns. This diversification allows them to cushion the impacts of fluctuating demand across different product categories. For instance, while discretionary items like Apparel may see reduced demand during economic downturns, non-discretionary categories such as staples often maintain steadier sales. By balancing categories, these retailers ensure a continuous revenue stream even in less favourable economic conditions, as they become a one stop shop for all consumer needs.

The non-discretionary category has experienced linear growth over the last five years, withstanding economic shocks such as Covid-19. In contrast, Discretionary items saw a decline in demand during the pandemic due to reduced consumer confidence but recovered within the next one to two years. This underscores the importance of maintaining a balanced merchandising mix to mitigate the impact of economic fluctuations and ensure continuous revenue.

III. **Opportunity for brand creation:** Organized retailers, equipped with competitive pricing strategies, a deep understanding of shifting consumer demands, and a focus on categories driven by demand, are well-situated to cultivate in-house brands which typically have higher margins. With their ability to adjust pricing and their insights into consumer behaviour, these retailers can introduce brands that resonate with the evolving aspirations of Indian consumers. Several Organized B&M retailers currently manage over five brands. This number is expected to increase significantly over the next five years as these retailers aim to meet the needs of India's heterogeneous consumer market.

IV. **Price transparency:** Pricing transparency is a key differentiator between organized retailers, catering to the Aspirational Retail market, and unorganized retailers. In organized retail stores, pricing is strictly governed by standard operating procedures (SOPs), ensuring consistency and fairness across all transactions. These retailers further enhance consumer trust through transparent discount ladders and promotional offers, such as discounts linked to loyalty cards or bank discounts, all of which are clearly communicated to consumers. This contrasts sharply with the pricing practices of unorganized retailers, where costs are often subject to negotiation and can vary significantly from one consumer to another depending on the store owner's discretion.

3. Organized retailers, catering to the Aspirational Retail market, achieve a competitive edge through a streamlined and nimble tech-enabled supply chain

Organized retailers achieve a distinct competitive edge through rapid product development and trend forecasting, efficient sourcing and production, lean supply chain, and tactical store operations and merchandising as outlined below:

I. **Rapid product development and trend forecasting:** Organized retailers possess a distinct advantage in trend identification and product development agility. Their ability to spot nascent consumer trends is underpinned by in-house design teams who analyse global trends, social media intelligence, and collaborate with external designers. This provides them with early insights, which are then customized for local preferences and validated through AI-powered analytics. By analysing sales data, using consumer loyalty programmes, social media trends, and consumer search patterns, these retailers corroborate market signals and ensure alignment with their target audience. These data-driven insights feed into a streamlined product development cycle—often 90-100 days— marked by fast iteration and rapid manufacturing. This allows them to bring trend-driven products to market with rapid lead times.

II. **Efficient sourcing and production:** Organized retailers, catering to the Aspirational Retail market, optimize both sourcing and production to expedite product development cycles. They employ dedicated procurement teams to identify local manufacturers and secure quality raw materials directly from mills/suppliers, ensuring competitive pricing due to bulk purchases. This direct sourcing model ensures predictable raw material quality, resulting in reliable and consistent product output. Stringent due diligence is conducted on contract manufacturers, and quality standards are upheld through continuous & random inspections throughout the production process. To enhance efficiency, these retailers outsource specialized tasks like packaging to job work entities.

III. **Lean supply chain:** Organized retailers leverage a multi-tiered supply chain and distribution network to optimize inventory flow, responsiveness, and last-mile delivery. This network typically consists of Central Distribution Centres (CDCs), Regional Distribution Centres (RDCs), and Local Distribution Centres (LDCs). The LDC model allows for hyperlocal fulfilment and rapid replenishment, setting them apart from premium retailers who lack similar store density. This infrastructure, coupled with technology-driven inventory management, ensures that the right products reach the right stores at the right time.

Automated Replenishment Systems (ARS) provide real-time visibility into stock levels, triggering replenishment orders based on sales velocity. Robust backward planning across the supply chain, including suppliers and distribution centres, ensures seamless coordination and enables next-day/same-day deliveries when ARS is triggered. This data-driven approach, along with stringent lead times for order fulfilment, streamlines operations, minimizes out-of-stock situations, and maximized inventory turns.

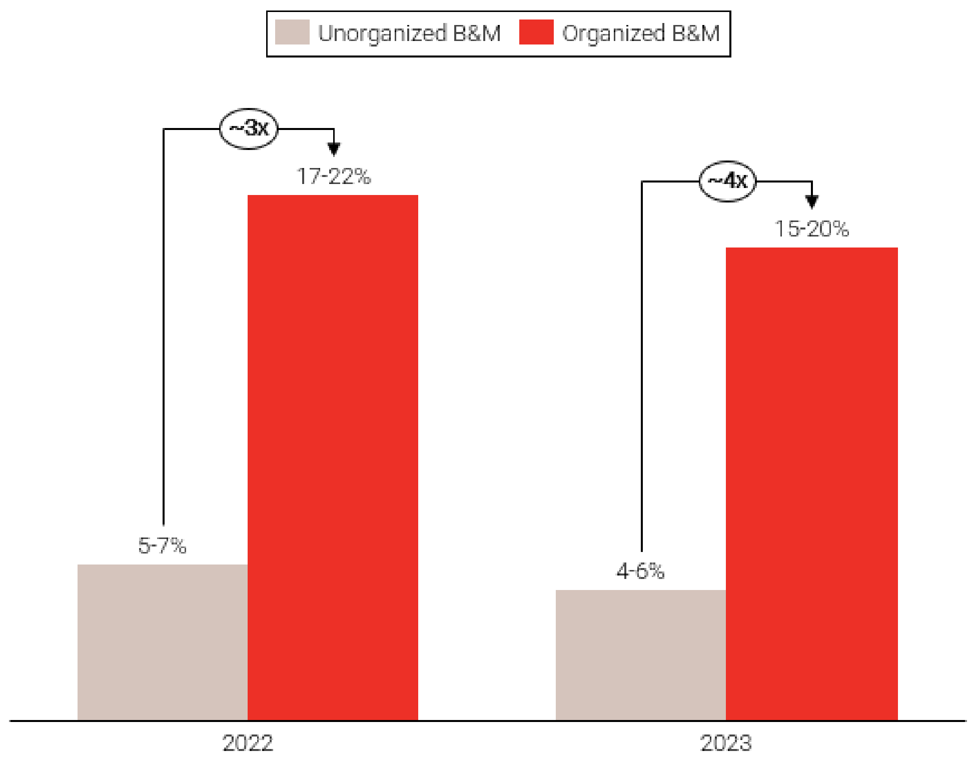
In addition, route optimization strategies, deployed by organized retailers, enhance logistics efficiency, further streamlining the supply chain and supporting timely deliveries. By primarily sourcing products with generally a longer shelf life, they significantly reduce wastage due to expiry, further contributing to their inventory efficiency.

This streamlined model stands in stark contrast to the less predictable, multi-layered distribution systems found in the unorganized retail sector, where multiple intermediaries can lead to delays and inventory inaccuracies. Additionally, the lack of hyperlocal fulfilment capabilities among premium retailers creates a distinct advantage for these retailers in terms of speed and responsiveness to consumer demand.

IV. **Tactical store operations and merchandising:** Organized retailers, catering to the Aspirational Retail market, prioritize a measured approach to store expansion and inventory management for operational efficiency. Before opening new locations, they conduct extensive market analysis, including the study of primary, secondary, and tertiary catchment areas. This data-driven approach ensures optimal store placement, factoring in consumer demographics, potential cannibalization risks, and financial viability. These retailers tailor their merchandising to regional and local preferences, which not only maximizes full-price sales throughput in apparels but also minimizes wastage of FMCG goods due to expiry. Consequently, this positioning and adaptive merchandising have fostered healthy same-store sales growth (SSSG), which has been 3-4 times that of unorganized retailers over the last two years. This significant growth in SSSG underscores a streamlined store network that maximizes profitability, clearly delineating the operational advantages of organized over unorganized retail.

Organized retailers also employ sophisticated merchandising techniques to enhance consumer experience and drive sales. Detailed planograms dictate product placement for maximum visibility, while minimum display quantities (MDQs) and clear shelf labelling streamline the shopping experience. By closely analysing sales data, they tailor assortments to match the preferences of each store's consumer base. This localized approach, coupled with their agile supply chain, maximizes the sell-through potential of each item.

Same Store Sales Growth benchmarking – unorganized B&M vs organized B&M
CY 2022-2023, in %



Source(s): Redseer Research and Analysis

4. Organized retailers, catering to the Aspirational Retail market, are expanding their reach through a multi-channel approach that integrates multiple touchpoints, facilitates online discovery to offline purchases, and achieves enhanced profitability

Organized retailers are expanding their reach through a multi-channel approach, including through e-Commerce. This is beneficial for them due to the following:

I. **Multiple touchpoints with consumers:** By creating multiple consumer touchpoints, organized retailers enhance convenience. Physical stores attract families who typically exhibit longer dwell times and higher average ticket values (ATV). Online channels, on the other hand, are favoured by a demographic of young, tech-savvy and convenience-seeking consumers, whose numbers have increased since the Covid-19 pandemic. This integrated approach not only ensures service continuity but also conveys reliability, demonstrating that the retailer is accessible regardless of the shopping platform used.

This flexibility increases the wallet share and fortifies consumer loyalty by directing traffic online during stock-outs. Additionally, online data analytics yield insights into consumer behaviour, informing decisions about where to expand physically and how to adjust inventory to meet specific demands. By integrating these insights with an extensive online product range, organized retailers not only expand their consumer base but also boost engagement across channels, significantly growing their market share and consumer loyalty. This sharply contrasts with unorganized retailers, who typically lack an online or omnichannel presence, limiting their ability to understand and react to consumer preferences dynamically, ultimately hindering their market reach and growth potential.

II. **Enhanced profitability through multi-channel approach:** By integrating both offline and online channels, retailers can capitalize on higher conversion rates and a broader consumer base. Offline channels contribute to larger purchases, while online platforms extend the reach and facilitate targeted marketing efforts. This approach also optimizes logistics and warehousing, cross-leveraging existing infrastructure to minimize capital expenditure. Furthermore, the dual-channel system reduces consumer acquisition costs by tapping into the organic traffic generated by physical stores. Thus, this integrated strategy offers superior profitability potential compared to exclusive online or offline-focused approaches.

III. **e-Commerce opportunity in India is large given its under-penetration:** India's underpenetrated e-Commerce market presents a substantial growth opportunity, with e-Commerce penetration at approximately 7% as of CY2023, significantly lower than markets like China (~32% as of CY2023). This indicates significant headroom for expansion, particularly in Tier-2 cities and beyond, where current e-Commerce penetration is only 3-5%. Offline organized players are leveraging this opportunity by offering an omni-channel experience to consumers across all cities, including Tier-2 cities and beyond, ensuring a seamless integration between online discovery and offline purchases. This seamless integration enhances consumer engagement and conversion rates. In-store digital kiosks enable consumers to explore products and check availability, encouraging online purchases when items are out of stock in-store. Conversely, online channels guide consumers to physical stores for final purchase decisions, especially when tactile verification is needed, such as with apparel.

Section 4: Within organized retailers, Value-First Offline retailers are best positioned to win the Aspirational Retail opportunity due to their operational excellence

Value-First Offline Retailers are well-positioned to capitalize on the Aspirational Retail Opportunity due to their competitive Opening Price Points and Average Order Values, which lead to a larger addressable market targeting a broad demographic and resulting in widespread geographic coverage, including in Tier-2 cities and beyond. Value-First Offline retailers also benefit from sustainable profit margins and faster store payback periods.

1. Definitions of retail business models targeting the Aspirational Retail opportunity

There are four business models presently targeting the Aspirational Retail opportunity in India namely:

- **Value-First Offline Retailers:** These entities operate on a business model that emphasizes affordability and mass market reach, primarily through brick-and-mortar stores but also in select cases having an omnichannel presence. These retailers position themselves to offer good quality products at competitive pricing aimed at volume-driven sales, leveraging high-turnover.

- **Premium Offline Retailers:** Primarily targets affluent consumers by offering premium and masstige brands, curated product selections, and elevated in-store experiences.

- **e-Commerce Platforms:** Online platforms offering a wide range of products, with delivery timelines varying from same-day to more than five days. These platforms leverage technology to provide convenience, competitive pricing, and a broad selection. While some specialize in specific niches (e.g., beauty and personal care), others offer a diverse array of product categories. These platforms typically have lower penetration rates in Tier-2 and beyond cities.

- **Quick Commerce Platforms:** E-commerce businesses specializing in ultra-fast delivery (typically within 10-30 minutes) of various goods, including groceries and non-grocery consumer products.

2. Value-First Offline retailers cater to one of the largest Serviceable Addressable Markets and excel in several operating metrics compared to their peers

Serviceable Addressable Market by organized retail business models
CY 2023, 2028P, in ₹ trillions (US$ billions))

SAM Size
Low High

Business Model	Primary Presence[1]	CY2023	CY2028P
Value-First Offline	**Offline**	**56-60 (680-720)**	**90-96 (1,090-1,150)**
Premium-Offline	Offline	26-30 (320-360)	49-55 (600-660)
e-Commerce	Online	61-65 (740-780)	99-105 (1,200-1,260)
Quick Commerce	Online	26-30 (320-360)	49-55 (600-660)

Source(s): Redseer Research and Analysis; Note: 1. Primary Presence indicates the channel through which retailers generate the majority of their revenue. 2. Conversion rate: 1 US$ = ₹83

Value-First Offline Retailers serve one of the largest Serviceable Addressable Markets (SAM), estimated at ₹56-60 trillion (US$ 680-720 billion) in CY 2023, projected to grow to ₹90-96 trillion (US$ 1,090-1,150 billion) by CY 2028. This growth potential is driven by their strategic focus on a wide range of income levels, including upper-middle-income, middle-income, and lower-middle-income households. Additionally, Value-First Offline Retailers target higher-income households in Tier-2 cities and beyond, where access to Premium Offline and select online retail platforms is limited, hence Value-First Retailers fill this void.

This broad demographic reach results in Value-First Offline Retailers addressing ~250 million households as of CY 2023 significantly larger compared to Premium Offline or Quick Commerce models, which target less than half as many households. This demographic is increasingly benefiting from the ongoing formalization of the Indian economy, which enhances purchasing power and consumer access to formal retail channels.

Addressable Households by organized retail business models
CY 2023, Descriptive

Household Compatibility
Non-Target Target

Business Model	Primary Presence	High Income (>₹10 LPA)	Upper Middle Income (₹7.5-10 LPA)	Middle Income (₹2.5-.7.5 LPA)	Lower Middle Income (₹1.5-2.5 LPA)	Lower Income (<₹1.5 LPA)	Addressable HHs
Value-First Offline[1]	**Offline**						**252 Mn**
Premium Offline	Offline						109 Mn
e-Commerce	Online						266 Mn
Quick Commerce	Online						109 Mn

Source(s): Redseer Research and Analysis, Note: 1. Value-First Offline retailers' addressable households also includes Tier-2 cities and beyond households earning above ₹10 LPA and hence it has been shaded in yellow

Value-First Offline retailers capture a significant serviceable addressable market due to their Opening Price Points (OPP) across categories, which are 10-20% lower than the average of all business models catering to this Aspirational Retail opportunity. While e-Commerce platforms offer more competitive OPPs compared to Value-First Offline retailers, they have not yet achieved consistent profitability at these price points.

The OPPs utilized by Value-First Offline retailers align with the substantial market opportunity, as most Indians transitioning from unorganized to organized retail are seeking better quality products and consumer experiences than what is currently available through unorganized outlets. Except for e-Commerce platforms (which have not yet been able to demonstrate sustainable profitability), most business models, namely Quick Commerce and Premium Offline retailers, set their opening price points above what the majority of Indian consumers can afford.

Opening Price Point benchmarking (mean is indexed to 100) and EBITDA margins by business model
As of May 2024 for OPP, FY2024 for EBITDA Margins

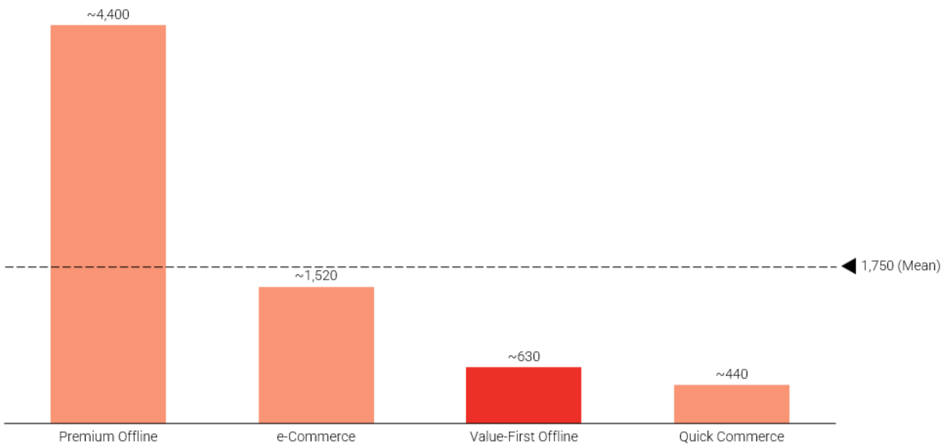
Opening Price Points
High Low

Business Model	Primary Presence	Apparel	Grocery (including Fresh)	General Merchandise	BPC	Overall	EBITDA Margins
e-Commerce	Online	63	78	80	69	72	(19%) - 6%
Value-First Offline	**Offline**	**89**	**84**	**87**	**78**	**85**	**8-14%**
Quick Commerce	Online	225	95	118	102	135	(120%) - (17%)
Premium Offline	Offline	161	144	154	174	158	11-18%

Source(s): Redseer Research and Analysis

This trend is also evident in the Average Order Values (AOVs) of Value-First Offline retailers, which are lower than those of almost all other business models, except for Quick Commerce. Quick Commerce primarily addresses the top-up needs of consumers, providing smaller, more frequent purchases. This lower AOV among Value-First Offline retailers underscores their strategic focus on affordability and volume, attracting a broader demographic seeking economical options without compromising on product quality and variety.

Average Order Value (at consumer prices) benchmarking across organized retail business models
CY 2023, in INR



Source(s): Redseer Research and Analysis

This alignment with a broader and expanding demographic also enables Value-First Offline retailers to establish one of the most extensive geographical networks among both offline and online business models, with the most expansive coverage in offline models. This deep market penetration offers dual benefits: it enhances visibility and accessibility across diverse regions, and it facilitates greater economies of scale, which in turn can drive down costs. Additionally, their extensive presence in Tier-2 cities and beyond enhances their ability to cover hyper-local deliveries.

Moreover, Value-First Offline retailers offer the fastest speed of access to merchandise through their nearly instantaneous store pickup options from their offline stores. In contrast, while e-Commerce platforms have a pan-India presence, they typically take >3 days to deliver in Tier-2 cities and beyond. This gives Value-First Offline retailers a significant advantage in terms of speed of access to merchandise.

Geographic coverage and delivery speed in Tier-2 cities and beyond by organized retail business models
September 2024, Descriptive

Favourability: Low – High

Business Model	Primary Presence	Geographical Presence	Tier-2 cities and beyond Presence	Tier-2 cities and beyond Delivery Speed[1]
Value-First Offline	**Offline**	**Pan-India**	**High**	**Instant/In-store Pickup**
Premium Offline	Offline	Primarily Tier-1 and Tier-2 cities	Medium	Instant/In-store Pickup
e-Commerce	Online	Pan-India	High	>3 Days
Quick Commerce	Online	Primarily Tier-1 cities	Low	<30 minutes

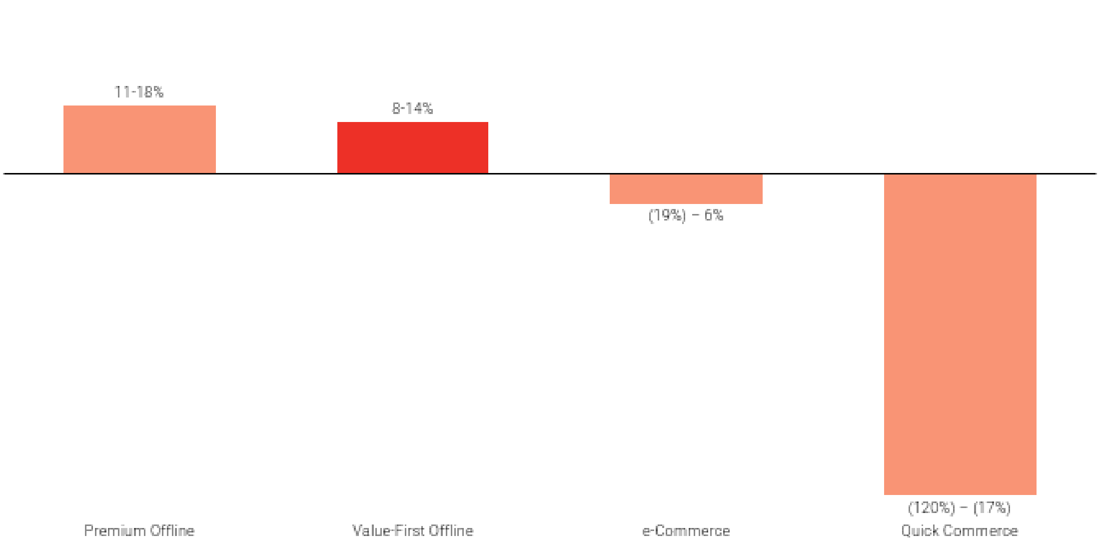
Source(s): Redseer Research and Analysis; Note: 1. For Value-First Offline and Premium Offline players, delivery speed is indicative of their offline operations whereas for e-Commerce platforms it is their median delivery speed for Tier-2 and beyond cities

Value-First Offline retailers maintain extensive coverage across multiple sectors, including grocery, general merchandise, apparel, and other categories like consumer electronics, appliances, etc. They also offer a high stock-keeping unit (SKU) depth, catering to an evolving and aspirational user base. This broad range and variety allow them to meet the diverse needs of consumers across different segments.

Driven by their economies of scale, sharp category curation, lean supply chain, efficient sourcing and production and store operations, Value-First Offline retailers maintain a sustainable EBITDA margin of 8-14% as of FY2024. The foundation of this sustainability lies in their strategic site selection and an integrated omnichannel approach. By locating stores in suburban or non-prime urban areas, Value-First Offline retailers substantially reduce real estate costs compared to Premium Offline retailers, who often operate in prime urban locations commanding higher rental rates. This strategic placement allows Value-First Offline retailers to maintain lower operational costs in physical retail spaces than both online-only platforms and Premium Offline retailers. While online-only platforms do not incur costs from physical retail spaces, they face significant expenses in maintaining extensive warehouse networks in urban centres to ensure quick delivery. This crucial difference in foundational operational costs enables Value-First Offline retailers to allocate resources more effectively across their operations.

Additionally, these retailers achieve lower consumer acquisition and retention costs through their omnichannel strategy, which merges online and offline channels to enhance consumer reach and engagement without the substantial digital marketing expenditures typical of online-only platforms. They also maintain minimal last-mile delivery costs by utilizing their physical stores as logistical hubs, in contrast to the costly independent delivery systems employed by online platforms. Furthermore, Value-First Offline retailers optimize their inventory through careful category curation and rapid stock turnover, which not only minimizes holding costs but also responds agilely to market demand.

EBITDA margin (as percentage of revenue) by organized retail business models
FY 2024, in %



Source(s): Company Filings, Redseer Research and Analysis

Premium Offline retailers typically report slightly higher EBITDA margins, largely benefiting from a category mix targeted at higher spending demographics. However, Value-First Offline retailers achieve a notably quicker store payback period, usually within 18 to 22 months, through a range of operational efficiencies that streamline their business model as outlined below:

- **Optimal store design and layout:** Value-First Offline retailers use optimal store designs and layout to maximize per square foot productivity and SKU density. This strategic layout not only accelerates transactions but also streamlines the shopping experience, facilitating quicker consumer flow through the store. In contrast, Premium Offline retailers invest in extensive visual merchandising and sophisticated product placements aligned with elaborate planograms. These practices, while enhancing the consumer experience and supporting higher price points, detract from overall operational efficiency by consuming floor space and adding complexity to inventory management.

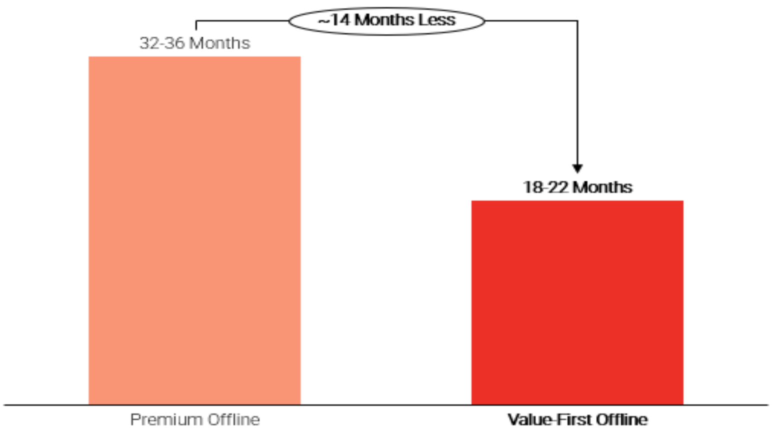
- **Real estate strategy:** Value-First Offline retailers select cost-effective locations that are strategically chosen to maximize visibility and accessibility, often situated near highways or in high-traffic areas. This strategy reduces their overhead costs related to real estate, enhancing overall profitability.

- **Manpower costs:** Value-First Offline retailers maintain lean staffing models, with manpower costs accounting for approximately 4% of revenue, compared to about 10% at upscale retailers. This efficient use of human resources supports their rapid inventory turnover and minimalistic store setups, further contributing to their quick payback period.

- **Supply chain management:** Effective supply chain strategies, such as hyperlocal deliveries and rapid stock replenishment, enable Value-First Offline retailers to minimize logistic costs and keep shelves consistently stocked. This approach contrasts sharply with Premium Offline retailers, who often lack such hyperlocal replenishment setups, resulting in slower stock turnover and higher logistic costs.

These operational strategies underscore the efficiency and financial agility of Value-First Offline retailers, highlighting their ability to achieve quicker payback periods compared to their Premium counterparts.

Indicative Store Payback Period[1]
CY 2023, in months



Source(s): Redseer Research and Analysis, Note: 1. Store Payback is computed through the following formula: Store CapEx/Annual Store EBITDA

Section 5: Operational and financial benchmarking of organized retailers

Leading offline-first diversified retailers are defined as those whose revenues exceed ₹35 billion as of FY2023 and generate 50% of revenues from their own offline channel. Additionally, these retailers' revenue share exceeds 5% in each of the following categories - Staples & FMCG, Apparel, and General Merchandise.

- Vishal Mega Mart is ranked among the two leading offline-first diversified retailers in India, based on the number of Tier-2 cities and beyond it was present in as of March 31, 2024.
- Vishal Mega Mart is ranked among the two leading offline-first diversified retailers in India, based on the number of cities it was present in as of March 31, 2024.
- Vishal Mega Mart is ranked among the two leading offline-first diversified retailers in India in terms of same-store sales growth for the Financial Year 2024. (SSSG store consideration set varies by retailer and may not be like-to-like)

- Vishal Mega Mart is ranked among the three leading offline-first diversified retailers in India, based on retail space as of March 31, 2024.
- Vishal Mega Mart has the most diversified merchandize mix among offline-first diversified retailers in India for the Financial Year 2024 with a revenue contribution over 25% across each of the apparel, general merchandize and fast-moving consumer good product categories.
- Vishal Mega Mart is the fastest-growing leading offline-first diversified retailer in India, based on profit after tax (PAT) growth between Financial Years 2021 and 2024.
- Vishal Mega Mart is the most efficient company in terms of adjusted return on capital employed (ROCE) among the leading offline-first diversified retailers in India for the Financial Year 2023. (Adjusted ROCE is defined as the following: EBIT/Capital Employed (EBIT=PBT + Interest expense - Interest Income from Treasury Investments, Capital Employed=Total Assets - Total Liabilities - Goodwill - Other Intangible Assets + Total Debt - Deferred Tax Assets + Deferred Tax Liabilities - Investments in Treasury Instruments)

Operational and financial metrics benchmarking (only for peers shown in tables below):

Leading offline-first diversified retailers (as defined above) who are either listed or subsidiaries of a listed company, such as Reliance Retail, Avenue Supermarts, and Trent Ltd. have been identified as our peers. Below are their brief business profiles:

Name of the peer	Brief Profile
Reliance Retail Ventures Limited	Reliance Retail is the retail initiative of Reliance Industries Limited. The Company is engaged in organised retail spanning various consumption baskets primarily catering to Indian consumers. It operates in consumer electronics, fashion and lifestyle, grocery, pharma, and connectivity.
Avenue Supermarts Limited	Avenue Supermarts Limited (DMart) is a national supermarket chain, with a focus on value-retailing. It offers a wide range of products with a focus on the Foods, Non-Foods (FMCG) and General Merchandise & Apparel product categories.
Trent Limited	Trent Ltd., its subsidiaries, along with its joint venture and associates is engaged in retailing of apparels, footwear, accessories, toys, games, food, grocery & non-food products through various retail formats/ concepts. It operates through 'Westside', Zudio, 'Utsa', 'Star-Hypermarket', 'Misbu / Xcite', 'Samoh', 'Booker Wholesale' and 'ZARA' retail formats.

Source(s): Annual reports of the respective company as available on the website of the stock exchanges and the respective companies

A. Operational metrics benchmarking (only for peers shown in tables below):

Scale and productivity metrics benchmarking for organized retailers[1]
FY 2024, Absolute Figures, INR, in %

Retailers	Time Period	Number of cities[2]	Number of stores[2]	Retail Space[2] (sq. ft. million)	Revenue from Operation per sq. ft.[3] (in INR)	Category Mix[4] (in %, as reported)
Vishal Mega Mart Limited	FY 2024	392	611	11	8,094	Apparel: 44% FMCG: 27% GM: 29%
Reliance Retail Ventures Limited	FY 2024	Not Available	18,836	79	34,523	Not Available
Avenue Supermarts Limited	FY 2024	Not Available	365	15	33,635	Food: 57% Non-Food (FMCG): 21% GM and Apparel: 22%[5]
Trent Limited	FY 2024	178[6]	903[7]	Not Available	Not Available	Not Available

Source(s): Company Filings, Annual Reports, Quarterly Reports, Investor Presentation; Note(s): 1. The companies mentioned above may have other related entities, or may define metrics differently and hence, may not be directly comparable, 2. 31st March 2024 figures for Number of cities, Number of stores, and Retail Space 3. Revenue from operations per sq. ft.=Revenue from operations/Retail space (Computations based on Closing Retail Area, in INR) and Revenue from operations per sq. ft. has been computed using Consolidated Figures, 4. Category-Mix is reported as a percentage of revenue, 5. Avenue Supermarts Limited's category definitions are as follows: Food includes groceries, dairy, staples, snacks, frozen products, processed foods, beverages and confectionery, fruits & vegetables, cooking oils; Non-Food (FMCG) includes home care, personal care, toiletries, other over the counter products; GM and Apparel includes Bed & Bath, Toys & Games, Crockery, Plastic Goods, Garments, Footwear, Home Appliances, 6. Trent Limited's number of cities pertains to their fashion concepts, 7. Trent Limited's number of stores is computed by aggregating the total number of stores from individual entities, including Massimo Dutti, Misbu, Samoh, Star, Utsa, Westside, Zara, and Zudio, as reported in the annual report

Growth metrics benchmarking for organized retailers[1]
FY 2024, Absolute Figures, in %

Retailers	Time Period	Same-Store Sales Growth (in %, as reported) (Latest Y-o-Y)	Revenue from Operations per sq. ft. Growth[2] (in %) (Latest Y-o-Y)	Net Store Addition	Net Number of Stores CAGR (in %) (Past 2 years)
Vishal Mega Mart Limited	FY 2024	14%[3]	9%	54	10%
Reliance Retail Ventures Limited	FY 2024	Not Available	-2%	796	11%
Avenue Supermarts Limited	FY 2024	10%[4]	5%	41	13%
Trent Limited	FY 2024	Not Available	Not Available	227	29%

Source(s): Company Filings, Annual Reports, Quarterly Reports, Investor Presentation; Note(s): 1. The companies mentioned above may have other related entities, or may define metrics differently, and hence, may not be directly comparable, 2. Revenue from operations per sq. ft. growth has been computed using Consolidated figures, 3. Same-Store Sales Growth is calculated as the growth in Net Revenue of all stores that have been operational for at least 15 months at the beginning of each quarter during the year. This is adjusted to exclude stores which are temporarily non-comparable with base due to refurbishment, cannibalization, area reduction, or any such event which may make it incomparable with the base, 4. Same-Store Sales Growth refers to the growth in revenue from sales of same stores which have been operational for at least 24 months at the end of a Fiscal Year

- Vishal Mega Mart is ranked among the four leading offline-first diversified retailers in India, based on revenue for the Financial Year 2024.
- Vishal Mega Mart is ranked among the three fastest-growing leading offline-first diversified retailers in India, based on revenue growth for the period between Financial Years 2022 and 2024.
- Vishal Mega Mart is ranked among the two leading offline-first diversified retailers in India, based on EBITDA margin for the Financial Year 2024. (EBITDA Margin is defined as the following: EBITDA/Revenue from Operations (EBITDA= PBT + Finance Cost + Depreciation and Amortisation))

B. Financial Metrics Benchmarking (only for peers shown in tables below):

Revenue and Profitability metrics benchmarking for organized retailers[1]
FY 2024 (FY 2023 for Reliance Retail), in INR Mn, in %, Consolidated Figures

Retailers	Time Period (FY)	Revenue from Operations (in INR Mn)	Revenue from Operations CAGR (in %) (Latest Y-o-Y)	Gross Profit[2] (in INR Mn)	Gross Margin[3] (in %)	Operating Expense[4] (in INR Mn)	Operating Expense Margin[5] (in %)	EBITDA[6] (in INR Mn)	EBITDA Margin[7] (in %)	EBITDA CAGR (in %) (Latest Y-o-Y)	Profit[8] (in INR Mn)	Profit Margin[9] (in %)	Profit CAGR (in %) (Latest Y-o-Y)
Vishal Mega Mart Limited	2024	89,119	17%	24,659	28%	12,173	14%	12,486	14%	22%	4,619	5%	44%
Reliance Retail Ventures Limited	2023	23,09,310	32%	3,54,170	15%	1,79,960	8%	1,74,210	8%	62%	91,810	4%	30%
Avenue Supermarts Limited	2024	5,07,888	19%	75,143	15%	34,105	7%	41,038	8%	13%	25,356	5%	7%
Trent Limited	2024	1,23,751	50%	54,162	44%	27,945	23%	29,110[10]	23%[11]	127%	14,775	12%	275%

Source(s): Company Filings, Annual Reports, Quarterly Reports, Investor Presentation; Note(s): 1. The companies mentioned above may have other related entities, or may define metrics differently, and hence, may not be directly comparable, 2. Gross Profit=Revenue from Operations-COGS (COGS=Cost of Materials Consumed + Purchase of Stock In Trade + Change in Inventory) 3. Gross Margin=Revenue from Operations-COGS/Revenue from Operations, 4. Operating Expense=Revenue from operations-COGS-EBITDA, 5. Operating Expense Margin=Operating Expense/Revenue from Operations, 6. EBITDA=PBT + Finance Cost + Depreciation and Amortisation - Other Income, 7. EBITDA Margin= EBITDA/Revenue from Operations, 8. Profit=Profit after tax, 9. Profit Margin=Profit/Revenue from Operations, 10. Trent Limited EBITDA=PBT + Finance Cost + Depreciation and Amortisation, 11. Trent Limited EBITDA Margin= Trent Limited EBITDA/(Revenue from Operations + Other Income)

Revenue and Profitability metrics benchmarking for organized retailers[1]
H1 FY2025, in INR Mn, in %, Consolidated Figures

Retailers	Time Period (FY)	Revenue from Operations (in INR Mn)	Gross Profit[2] (in INR Mn)	Gross Margin[3] (in %)	Operating Expense[4] (in INR Mn)	Operating Expense Margin[5] (in %)	EBITDA[6] (in INR Mn)	EBITDA Margin[7] (in %)	Profit[8] (in INR Mn)	Profit Margin[9] (in %)
Vishal Mega Mart Limited	H1, 2025	50,325	14,203	28%	7,523	15%	6,680	13%	2,541	5%
Reliance Retail Ventures Limited	H1, 2025	13,27,620	Not Available	Not Available	Not Available	Not Available	1,11,230	8%	53,880[12]	4%
Avenue Supermarts Limited	H1, 2025	2,85,136	43,481	15%	20,331	7%	23,150	8%	14,331	5%
Trent Limited	H1, 2025	82,611	36,456	44%	23,286	28%	14,110[10]	17%[11]	7,263	9%

Source(s): Company Filings, Annual Reports, Quarterly Reports, Investor Presentation; Note(s): 1. The companies mentioned above may have other related entities, or may define metrics differently, and hence, may not be directly comparable, 2. Gross Profit=Revenue from Operations-COGS (COGS=Cost of Materials Consumed + Purchase of Stock In Trade + Change in Inventory) 3. Gross Margin=Revenue from Operations-COGS/Revenue from Operations, 4. Operating Expense=Revenue from operations-COGS-EBITDA, 5. Operating Expense Margin=Operating Expense/Revenue from Operations, 6. EBITDA=PBT + Finance Cost + Depreciation and Amortisation - Other Income, 7. EBITDA Margin= EBITDA/Revenue from Operations, 8. Profit=Profit after tax, 9. Profit Margin=Profit/Revenue from Operations, 10. Trent Limited EBITDA=PBT + Finance Cost + Depreciation and Amortisation, 11. Trent Limited EBITDA Margin= Trent Limited EBITDA/(Revenue from Operations + Other Income), 12. Reliance Retail Ventures Limited Profit = Profit After Tax and Share of Profit/(Loss) of Associates & JVs

Efficiency and Cash-Flow metrics benchmarking for organized retailers[1]
FY 2024 (FY 2023 for Reliance Retail), Absolute Figures, in %, Consolidated Figures

Retailers	Time Period (FY)	Inventory Turnover (Based on Revenue from Operations)[2]	Net Trade Working Capital Days (Based on Revenue from Operations)[3]
Vishal Mega Mart Limited	2024	6	11
Reliance Retail Ventures Limited	2023	10	26
Avenue Supermarts Limited	2024	14	22
Trent Limited	2024	8	26

*Source(s): Company Filings, Annual Reports, Quarterly Reports, Investor Presentation; Note(s): 1. The companies mentioned above may have other related entities, or may define metrics differently, and hence, may not be directly comparable, 2. Inventory Turnover (Based on Revenue from Operations)=Revenue from operations/Average Inventory, 3. Net Trade Working Capital Days (Based on Revenue from operations)=Net Trade Working Capital*365/Revenue from operations (Net Trade Working Capital=Trade Receivables + Inventories - Trade Payables, in Days), , FY 2023 figures for Reliance Retail Ventures Limited*

Redseer also validated the following claim statements:

- Vishal Mega Mart held the leadership in opening price points across several product categories in apparel, FMCG & general merchandise like dresses, jeans, t-shirts, shirts, bedsheets, spin mop, casserole, pet bottle, butter cookies, Navratan namkeen, sanitary napkins, oats, fruit juice, noodles across leading offline-first diversified retailers in India, as of April 30, 2024.
- The total addressable market for Aspirational Retail in India is ₹ 68-72 trillion (US$ 820-870 billion) for CY2023 and is expected to be ₹104-112 trillion (US$1,250-1,350 billion) by CY2028, growing at a CAGR of +9%.
- Vishal Mega Mart has the shortest store payback period among leading offline-first diversified retailers in India. (Store payback period is calculated as CapEx invested in stores opened during FY2023 divided by EBITDA generated by these stores until FY2024)
- Vishal Mega Mart is ranked among the two leading offline-first diversified retailers in India, based on the number of cities where it offered same-day delivery as of March 31, 2024.

Section 6: Threats and challenges to Vishal Mega Mart and its products and services

The retail market in India, in which Vishal Mega Mart operates, and the aspirational retail market in India, which Vishal Mega Mart caters to, may encounter several threats that could impede their growth trajectory and stability as outlined below:

1. Economic downturns or recessions could materially impact discretionary retail spending, reducing overall sales.
2. Heightened inflationary pressures can diminish consumer purchasing power, leading to lower sales volumes and profitability, with consumers de-prioritizing discretionary goods. These inflationary pressures impact the aspirational retail segment more, where consumers are highly sensitive to price changes.
3. Geopolitical tensions pose substantial risks to supply chain continuity and cost structures, potentially leading to inventory shortages and increased costs.
4. Potential shifts in government policies, including changes in taxation, foreign direct investment regulations, and labour laws, could introduce regulatory challenges.
5. Intensified competition, fuelled by substantial investments and technological advancements, presents another risk factor. With the presence of multiple business models within the aspirational retail market, competitors may gain competitive advantages, potentially undermining the market position of Vishal Mega Mart and/or others.

Glossary:

Term	Description
Low-Income Households	Households with annual income less than ₹150,000 (US$1,800)
Middle-Income Households	Households with annual income between ₹150,000 to ₹1,000,000 (US$1,800 to US$12,500)
High-Income Households	Households with annual income of more than ₹1,000,000 (US$12,500)
Tier-1 Cities	Cities in India with a population of more than 1 million, as per Census 2011
Urban	Includes urbanized areas of 50,000 or more people and urbanized clusters (at least 2,500 and at most 50,000 people)
Tier-2 Cities and beyond	Cities in India with a population of less than 1 million, as per Census 2011
Nuclear Households	Includes "couple only" households, "couple with children" households, and "single parent with children" households
Labour Force	The labour force includes the population 15 years old and over who are either employed, unemployed, or seeking employment
PFCE	Expenditure incurred by the resident households and non-profit institutions serving households on final consumption of goods and services, whether made within or outside the economic territory
Discretionary Expenditures	Discretionary expenditures include spending on categories such as FMCG (excl. staples) apparel, consumer electronics, consumer appliances, general merchandise, and beauty & personal care (BPC), among others. These tend to have cyclical demand, fluctuating with economic conditions
Non-Discretionary Expenditures	Non-Discretionary expenditures encompass spending on essential categories such as pharmaceuticals, staples and fresh food, which are less sensitive to economic changes
Fresh Category	Fresh includes fruits, vegetables, meat, dairy products, etc.
Staples & FMCG Category	Staples & FMCG includes grains, pulses, toiletries, personal care products, cleaning supplies, packaged foods, beverages etc.
General Merchandise Category	General Merchandise includes small household appliances (food preparation appliances, personal care appliances, irons, fans, heating appliances, small cooking appliances, lighting, etc.), home décor and furnishing, homeware, luggage, stationery, toys and games, footwear, and fashion accessories, etc.
Mass price segment	Low-priced items affordable by an average Indian household
Masstige price segment	Low-to-mid priced items that provide a sense of prestige at an affordable price point
Premium price segment	Mid-to-high priced items (including luxury) for mature or above average income households
Aspirational Retail	Aspirational Retail includes both mass and masstige brands, defined by their positioning across various price points and retail categories
In-Stock Rate	In-Stock Rate is calculated as the ratio of the total number of items available (both on the sales floor and in the stockroom) to the number of items displayed on the sales floor, expressed as a percentage
Hypermarket	One stop destination for all grocery shopping needs along with Apparel and General Merchandise
Supermarket	A supermarket in India is a retail store offering a wide variety of groceries and household products for stock-up needs.
Chain Pharmacy	Refers to a network of retail pharmacies operating under a common brand name. These pharmacies offer a standardized selection of pharmaceutical products, health-related items, and other items.
Kirana Class A	An unorganized general trade store having a size of >200 sq. ft. and an average daily revenue of ₹25,000+.
Kirana Class B/C	An unorganized general trade store having a size of 100-200 sq. ft. and an average daily revenue of ₹6,000-25,000.
Kirana Class D	An unorganized general trade store having a size of 50-100 sq. ft. and an average daily revenue of ₹6,000.

Leading offline-first diversified retailers	Leading offline-first diversified retailers are defined as those whose revenue share exceeds 5% in each of the following categories—Staples & FMCG, Apparel, and General merchandise, with revenues exceeding INR 3,500 crore as of FY 23 and over 50% of sales from their own channels. Additionally, these retailers generate more than 50% of their revenues from offline channels.
In Stock Percentage	In-Stock Rate is calculated as the ratio of the total number of items available (both on the sales floor and in the stockroom) to the number of items displayed on the sales floor, expressed as a percentage. For e-commerce it is computed as the ratio of total available items in inventory to the number of items listed online.

OUR BUSINESS

Some of the information in this section, including information with respect to our business plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read "Forward-Looking Statements" on page 20 for a discussion of the risks and uncertainties related to those statements and also the section "Risk Factors" on page 22 for a discussion of the risks that may affect our business, financial condition, or results of operations, and "Restated Consolidated Financial Information" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 197 and 267, respectively, for a discussion of certain factors that may affect our business, financial condition or results of operations. Our actual results may differ materially from those expressed in or implied by these forward-looking statements.

We have included several operational and financial performance indicators in this Red Herring Prospectus, many of which may not be derived from our Restated Consolidated Financial Information or otherwise be subject to an examination, audit or review by our Statutory Auditors or any other expert. The manner in which such operational and financial performance indicators are calculated and presented, and the assumptions and estimates used in such calculations, may vary from that used by other companies in India and other jurisdictions.

*Unless otherwise indicated, industry and market related data used in this section have been derived from the report titled "India's Aspirational Retail Market" dated November 18, 2024 (the "**RedSeer Report**"), prepared and released by RedSeer Management Consulting Private Limited ("**RedSeer**"), which has been exclusively paid and commissioned for by our Company pursuant to an engagement letter dated March 26, 2024, for the purpose of confirming our understanding of the industry we operate in, in connection with the Offer. The RedSeer Report is available on the website of our Company at https://www.aboutvishal.com/Download/Industry_report.pdf till the Bid/Offer Closing Date. The data included herein includes excerpts from the RedSeer Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the Offer), that has been left out or changed in any manner. Unless otherwise indicated, financial, operational, industry and other related information derived from the RedSeer Report and included herein with respect to any particular year refers to such information for the relevant financial year. See "Certain Conventions, Presentation of Financial, Industry and Market Data and Currency of Presentation - Industry and Market Data" and "Risk Factors - This Red Herring Prospectus contains information from third parties, including an industry report prepared by an independent third-party research agency, RedSeer Strategy Consultants Private Limited ("**RedSeer**"), which we have commissioned and paid for purposes of confirming our understanding of the industry exclusively in connection with the Offer" on pages 17 and 46, respectively.*

Our Company's Financial Year commences on April 1 and ends on March 31 of the immediately subsequent year, and references to a particular Financial Year are to the 12 months ended March 31 of that particular year. Unless otherwise indicated or the context otherwise requires, the financial information as of and for the six months period ended September 30, 2024 and 2023, and for the Financial Years ended March 31, 2024, 2023 and 2022 included herein is derived from the Restated Consolidated Financial Information included in this Red Herring Prospectus. For further information, see "Restated Consolidated Financial Information" on page 197. Unless otherwise indicated or the context otherwise requires, in this section, references to "we", "us" and "our" are to our Company together with its Subsidiaries on a consolidated basis.

Overview

We are a one stop destination for middle and lower-middle income India. We curate a diverse range of merchandize through our portfolio of own brands and third party brands to fulfil the aspirational and daily needs of consumers. We offer products across three major product categories, i.e., apparel, general merchandise and fast-moving consumer goods, through a pan-India network of 645 Vishal Mega Mart stores (as of September 30, 2024) and our Vishal Mega Mart mobile application and website. We were ranked among the three leading offline-first diversified retailers in India, based on retail space as of March 31, 2024 (Source: *RedSeer Report* at page 133). We are also the fastest-growing leading offline-first diversified retailers in India, based on profit after tax growth between Financial Years 2021 and 2024, and among the two leading offline-first diversified retailers in India in terms of same-store sales growth for Financial Year 2024 (Source: *RedSeer Report* at page 133 and 132).

We target middle and lower middle-income India. The number of middle income households in India has increased from approximately 201 million in Calendar Year 2018 to approximately 225 million households (approximately 945 million individuals) in Calendar Year 2023, driven by rapid economic development, growing formalization of employment, and a structural shift from an agrarian-based economy towards manufacturing and services (Source: *RedSeer Report* at page 110). The aspirational retail market in India, driven by the consumer desire for products that offer both high-quality and affordability, will remain a significant contributor to India's retail market (Source: *RedSeer Report* at page 117). The total addressable market for aspirational retail in India is ₹68-72 trillion (US$820-870 billion) for Calendar Year 2023, and is expected to be ₹104-112 trillion (US$1,250-1,350 billion) by Calendar Year 2028, growing at a CAGR of 9% (Source: *RedSeer Report* at page 135). Within the aspirational retail market, there has been a consistent shift towards organized retail primarily due to increasing baselines for quality, availability of wider assortment, better pricing, denser urban areas, and large whitespace for organized retailers in aspirational retail (Source: *RedSeer Report* at page 122).

Our product assortment and consumer-centric approach aims to fulfil the daily and aspirational requirements of our consumers with a focus on ***variety, affordability, quality*** and ***convenience***.

- ***Variety***. We offer a diverse range of products under three product categories as follows:

  - Our apparel category comprises exclusively of our own brands with a range of apparel for all members of a family. Our product portfolio includes product ranges across t-shirts, shirts, denim, athletic and leisure wear, night wear, innerwear, western wear, formal wear, and ethnic wear for men, women, children, and infants. We prioritize fashionability, speed-to-market, functionality and feel by identifying latest global and Indian fashion trends and making products of our own brands available at affordable prices.

  - Our general merchandize category comprises our own brand and third party brand products ranging across home appliances, crockery and utensils, home products and furnishings, toys, stationery, travel products and footwear, among others. The key principles driving our product curation in this category are product innovation and market trends, while maintaining a focus on quality, reliability and affordability.

➢ Our fast-moving consumer goods category comprises our own and third party brand products across the packaged food, staples and non-food categories. Within this category, we offer food products such as biscuits, savoury snacks (namkeen), noodles, tea, coffee, staples such as mustard oil, soya oil, clarified butter (*desi ghee*) and spices, and non-food products such as baby diapers, hair oil, sanitary pads and handwash, among others. We aim to make aspirations affordable with a focus on offering a large variety of quality products catering to consumer preferences.

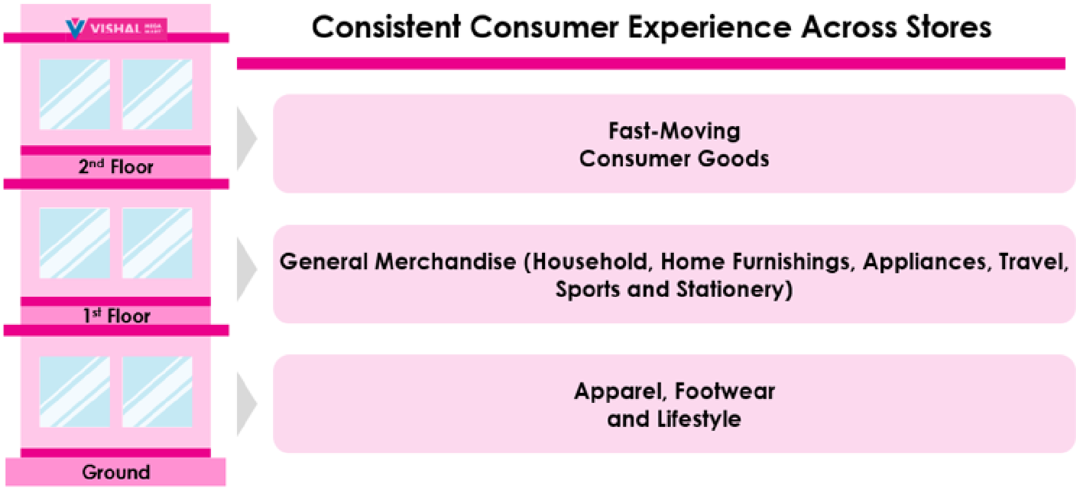
Our own brands are significant and growing contributors to our sales and constituted 72.86%, 71.57%, 71.81%, 70.50% and 70.20% of our revenue from operations for the six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022, aggregating to ₹36,665.57 million, ₹30,197.83 million, ₹63,993.42 million, ₹53,479.79 million and ₹39,228.81 million during six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022, respectively. Our revenue from operations from sales of own brands grew at a CAGR of 27.72% between the Financial Years 2022 and 2024 The image below sets out our portfolio of leading own brands across product categories, as of September 30, 2024:

- ***Affordability.*** We are committed to ensuring that our products are affordable for our consumers and that we are able to meet the needs of our consumers by offering products across multiple price points and pack sizes to allow consumers optionality and an opportunity to up-trade. We have leadership in opening price points across several product categories in apparel, general merchandise and fast-moving consumer goods like dresses, jeans, t-shirts, shirts, bedsheets, spin mop, casserole, pet bottle, butter cookies, savory snacks (*navratan namkeen*), sanitary napkins, oats, fruit juice, noodles across leading offline-first diversified retailers in India, as on April 30, 2024 (Source: *RedSeer Report* at page 135). The graphic below sets out the product ranges and prices for our own brands in the apparel, general merchandise and fast-moving consumer goods categories.

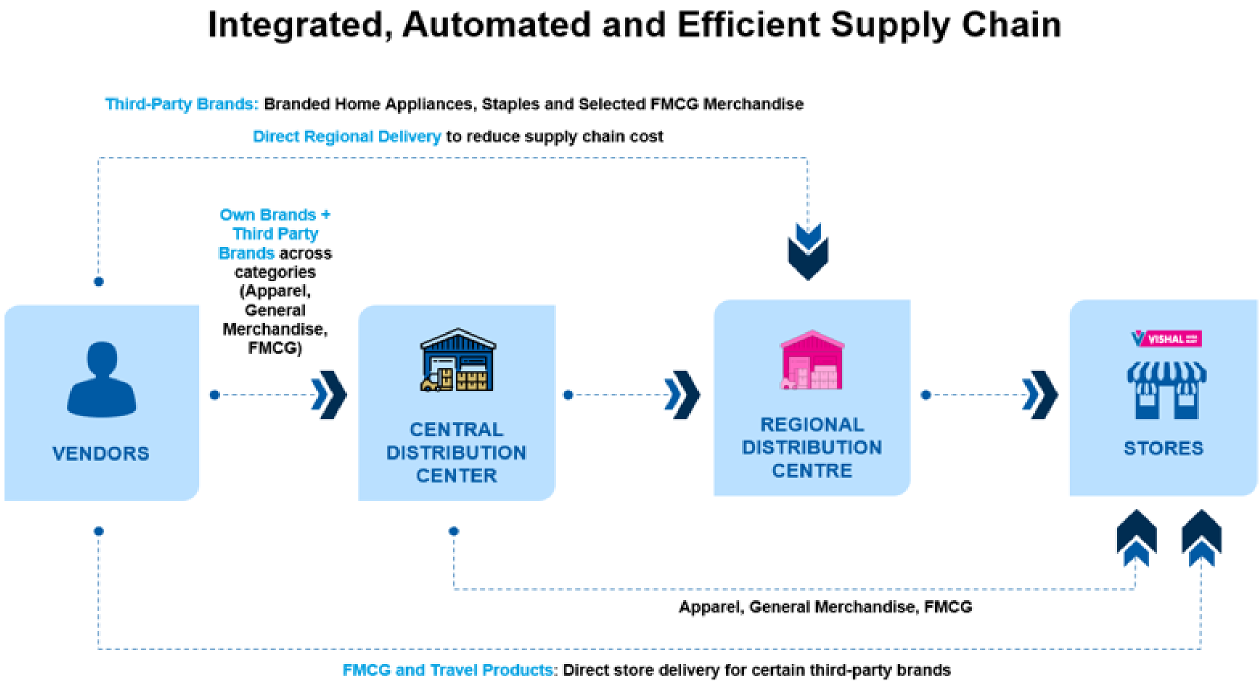
**The prices listed in the graphic above relate to own brands only.*

- ***Quality***. Products sold at Vishal Mega Mart stores are either manufactured for us by vendors located across India or sourced from select third-party brands. For our own brands, our in-house design team identifies the products and their designs based on global and Indian trends and consumer preferences, creates prototypes (where applicable) together with vendors, and then places orders with the vendors for production as per our specifications, quality standards and requirements. We ensure quality of our own brand products by closely monitoring the process of manufacturing and quality control process for our products. We also provide our vendors with raw material specifications, including approved lists of suppliers.

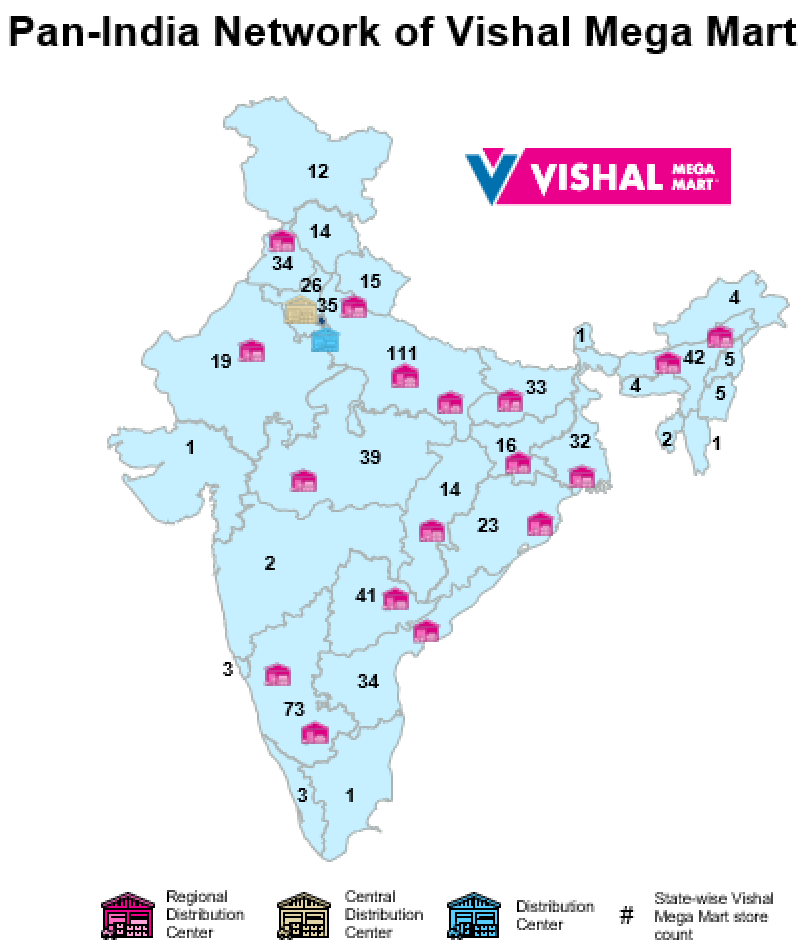
- ***Convenience***. We have established a pan-India network of 645 stores across 414 cities in 28 states and two union territories, as of September 30, 2024. Our stores are located across India in Tier 1 cities, Tier 2 cities and beyond. As of September 30, 2024, our Material Subsidiary, Airplaza Retail Holdings Private Limited, operates 643 stores, on a leasehold basis, and our franchisees operate 2 stores, also on a leasehold basis. For convenience of our consumers, our stores are located in visible and easily accessible locations across India with consistent store layouts that are easy to navigate. Our stores typically have large signages, wide shopping aisles and parking space to accommodate cars and two-wheelers. Since August 2021, we also provide an omni-channel shopping experience giving consumers the ability to shop online through our mobile application and website, by checking the product availability at stores nearest to them, and placing orders online for delivery or pick-up from our stores. Furthermore, our flexible return and exchange policy helps build consumer trust.



As illustrated in the graphic below, we operate a hub and spoke distribution model to source products and manage our in-store inventory. For our apparel category, in particular, our distribution capabilities enable us to replenish the store inventory in quick response to latest fashion trends and store level sales. As of September 30, 2024, we operate one central distribution centre, one distribution centre and 17 regional distribution centres, each located in close proximity to our major demand areas. Our central distribution centre and distribution centre are managed by our Company, and our regional distribution centres are managed by our Promoter, Samayat Services LLP, through third parties appointed by them. We have an asset-light business model with all our distribution centres and stores leased, and our products manufactured by third-party vendors or sourced from third party brands. As of September 30, 2024, two of our stores operated under third-party franchise agreements. We have not closed any stores operated under third-party franchise agreements during the six months period ended September 30, 2024 and the Financial Years 2024, 2023 and 2022.



The map below sets out our store presence and location of our distribution centres, as of September 30, 2024:



We are committed to creating an inclusive and sustainable business and are an employer of differently-abled personnel in India. We received the Hellen Keller NCPEDP Award in 2019 for promoting equal opportunities for people with disabilities. We have also introduced sustainability measures which include the reduced use of cardboard boxes for our footwear products and installing shampoo dispensers at select stores for consumers to conveniently refill their shampoo bottles, among others.

We have a professional and experienced management team led by a distinguished board of directors. Our Managing Director and Chief Executive Officer, Gunender Kapur has over 41 years of experience in management and investment in the consumer and retail sectors. On average, our KMPs and SMPs have 21 years of experience in the retail and consumer industry and 7 years of experience at our organisation.

We have a track record of profitable and capital-efficient growth. During Financial Year 2023, we were the most efficient company in terms of adjusted ROCE among the leading offline-first diversified retailers in India (Source: *RedSeer Report* at page 133).

The table below sets out certain business metrics as at, or for the six months period ended September 30, 2024 and 2023, and the Financial Years ended March 31, 2024, 2023 and 2022:

Particulars	**Units**	**As at, or for the six months period ended September 30,**		**As at, or for the Financial Year ended March 31,**		
		2024	**2023**	**2024**	**2023**	**2022**
Number of stores	*(number)*	645	576	611	557	501
Adjusted Same-store sales growth(1)	*(%)*	12.57	13.34	13.57	25.16	11.89
Revenue from operations	*(₹ in millions)*	50,325.13	42,194.61	89,119.46	75,860.37	55,885.15
Profit before tax	*(₹ in millions)*	3,416.47	2,636.50	6,209.51	4,305.31	2,696.49
Profit for the year	*(₹ in millions)*	2,541.37	1,953.57	4,619.35	3,212.73	2,027.70
EBITDA(2)	*(₹ in millions)*	6,680.34	5,711.10	12,486.01	10,205.21	8,036.85
EBITDA margin(3)	*(%)*	13.27	13.54	14.01	13.45	14.38
Net cash flow from operating activities (4)	*(₹ in millions)*	9,918.37	4,865.48	8,296.70	6,355.34	6,570.97
Net trade working capital days(5)	*(in number of days)*	N.A.*	N.A.*	11	N.A.*	N.A.*
Adjusted Return on Capital Employed(6)	*(%)*	49.63^	42.93^	70.95	92.16	156.34

(1) Adjusted Same-store sales growth is calculated as the growth in net revenue of all stores that have been operational for at least 15 months at the beginning of each quarter during the year. This is adjusted to exclude stores which are temporarily non-comparable with base due to refurbishment, cannibalization, area reduction, or any such event which may make it incomparable with base.

(2) Earnings Before Interest, Tax, Depreciation and Amortisation, (EBITDA) is calculated as the sum of profit before tax, finance costs and depreciation and amortisation expenses, further reduced by other income.

(3) EBITDA margin is calculated as EBITDA divided by revenue from operations.

(4) Net cash from operating activities is cash derived from the principal revenue generating activities of our Company.

(5) Net trade working capital days is calculated as net trade working capital (calculated as the sum of inventory and trade receivables less trade payables) divided by revenue from operations calculated on a daily basis.

(6) Adjusted Return on Capital Employed is calculated as earnings before interest and tax adjusted by income generated from invested fund divided by capital employed adjusted for invested funds.

** N.A. since less than or equal to zero.*

^Not annualized

Our Strengths

Serving a Large and Growing Section of the Indian Population

We are a one stop destination for middle and lower-middle income India. We serve this section of the Indian population through our diverse portfolio of quality, affordable and branded products, fulfilling their daily and aspirational needs. The number of middle income households in India has increased from approximately 201 million in Calendar Year 2018 to approximately 225 million households (approximately 945 million individuals) in Calendar Year 2023, driven by rapid economic development, growing formalization of employment, and a structural shift from an agrarian-based economy towards manufacturing and services (Source: *RedSeer Report* at page 110). We have a large network of stores in Tier 2 cities and beyond in India, with 451 stores as of September 30, 2024. With wider access to digital channels, consumers in these areas are increasingly exposed to new products and services, driving demand and expanding retail opportunities as they aspire to emulate higher-tier urban lifestyles (Source: *RedSeer Report* at page 111). As the Indian retail market matures and basic needs are increasingly met, there is a broad-based shift towards discretionary spending (Source: *RedSeer Report* at page 114).

The total addressable market for aspirational retail in India is ₹68-72 trillion (US$820-870 billion) for Calendar Year 2023, and is expected to be ₹104-112 trillion (US$1,250-1,350 billion) by Calendar Year 2028, growing at a CAGR of 9% (Source: *RedSeer Report* at page 135). Within the aspirational retail market, there has been a consistent shift towards organized retail primarily due to increasing baselines for quality, availability of wider assortment, better pricing, denser urban areas, and large whitespace for organized retailer in aspirational retail (Source: *RedSeer Report* at page 122). Moreover, organized retailers, catering to the aspirational retail market provide a streamlined retail experience through quality assurance, standardized and consumer-friendly in-store experience, building a loyal consumer base, and sales assistance (Source: *RedSeer Report* at page 124). This large and growing addressable market presents an attractive opportunity for us.

Consumer-Centric Approach Resulting in a Large and Loyal Consumer Base

We adopt a consumer-centric approach that seeks to maximise variety, affordability, quality and convenience for our consumers.

- *Variety*: We recognise that the needs and aspirations of consumers are constantly evolving. To cater to these varying needs, we offer a large and diversified portfolio of products under our own brands and third party brands and continuously refresh our product selection to stay up-to-date with trends and innovation. We have the most diversified merchandize mix among offline-first diversified retailers for the Financial Year 2024 with a revenue contribution over 25% across each of the apparel, general merchandize and fast-moving consumer good product categories (Source: *RedSeer Report* at page 133).

- *Affordability:* We meet the needs of our middle and lower-middle income consumers by offering products across multiple price points and pack sizes. For instance, within apparel, our men's t-shirt sub-category has products ranging from ₹99 to ₹599. Similarly, our women's western wear category has products ranging from ₹89 to ₹2,499. We have leadership in opening price points across several product categories in apparel, general merchandise and fast-moving consumer goods like dresses, jeans, t-shirts, shirts, bedsheets, spin mop, casserole, pet bottle, butter cookies, savory snacks (*navratan namkeen*), sanitary napkins, oats, fruit juice, noodles across leading offline-first diversified retailers in India, as on April 30, 2024 (Source: *RedSeer Report* at page 135).

- *Quality*: Maintaining product quality is a key tenet of our business proposition and we have implemented stringent quality control standards for all our vendors, ensuring that we provide our consumers good quality products across product categories. We perform quality inspections and testing of raw materials used by our vendors and all finished goods produced by our vendors.

- *Convenience*: We offer a convenient shopping experience to our consumers through our pan-India network of stores and our mobile application and website. Our stores are typically located in populated residential areas with convenient store access. Our store selection methodology considers factors such as population, market density, proximity to potential consumers and accessibility by road, together with parking facilities, among others. Our stores offer a consistent shopping experience to our consumers with consistent designs and layouts that prioritize visibility, wide aisles and accessibility. To enhance consumer convenience, through our mobile application or website, we offer consumers the ability to check product availability at the store nearest to them and place orders online for delivery or pick-up from our stores. We were ranked among the two leading offline-first diversified retailers in India based on the number of cities where we offered same-day delivery as of March 31, 2024 (Source: *RedSeer Report* at page 135).

Our consumer-centric approach has helped us build consumer trust and appeal, and a large consumer base. We have a loyalty program where customers earn rewards on the purchases. These rewards can be redeemed for discounts or other benefits once the prescribed rewards are accumulated and within a defined period. The program allows us to create targeted promotions, such as additional points or special offers, to boost customer engagement. Our loyalty program was awarded the "Best Loyalty Programme of the Year Food Retail and Non-Food Retail" and "Regional Winner Asia including the Indian sub-continent and all areas East" at the International Loyalty Awards 2023. Our Company has 133.82 million, 114.04 million, 123.41 million, 104.29 million and 86.10 million customers registered under our loyalty program as at September 30, 2024 and 2023, and March 31, 2024, 2023 and 2022, respectively.

Diverse and Growing Portfolio of Own Brands across Product Categories

We have a diverse and growing portfolio of own brands across the apparel, general merchandise and fast-moving consumer goods product categories. Our own brand portfolio includes our own brands for men, women, children and infants in the apparel category, our own brands for household and home furnishings, travel accessories, kitchen appliances, utensils, crockery and footwear and lifestyle products in the general merchandise product category, and our own brands for food products, non-food products and staples in the fast-moving consumer goods category. During Financial Year 2024, 19 of our own brands recorded sales exceeding ₹1,000 million each, with six of our own brands recording sales exceeding ₹5,000 million each.

Our own brands constituted 72.86%, 71.57%, 71.81%, 70.50% and 70.20% of our revenue from operations for the six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022, respectively, aggregating to ₹36,665.57 million, ₹30,197.83 million, ₹63,993.42 million, ₹53,479.79 million and ₹39,228.81 million during six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022, respectively. Our revenue from operations from sales of own brands grew at a CAGR of 27.72% between the Financial Years 2022 and 2024.

In addition to creating new own brands, we continue to add additional products to our existing portfolio of own brands. For example, under our 'Tandem' brand for home appliances, as set out in the graphic below, we have significantly expanded our product portfolio in the last three financial years with the inclusion of products such as air friers, garment steamers, egg boilers, beard trimmers, juicers, sound bars and travel speakers, induction cooktops and vegetable choppers, among others.

Similarly, for our 'First Crop' fast-moving consumer goods brand, during the last three financial years, we have added products such as peanut butter, cashew almond cookies, fruit and nut cookies, chips, hair oil and biscuits, among others.

We have a large community of vendors whom we engage for the manufacturing of the products which we sell under our own brands. We endeavour to ensure consistency of design and quality of products through our stringent quality assurance processes. We focus on maintaining quality standards at each step of our production and provision cycle and have implemented quality control mechanisms at the premises of our contract manufacturers. Our supply chain at the scale and quality at which we operate would require significant investment, effort and time to replicate, which we consider a competitive advantage.

Pan-India Presence with a Track Record of Successful Store Growth

We operate a pan-India network of 645 stores across 33 Tier 1 cities and 381 Tier 2 cities and beyond, as of September 30, 2024. We are ranked among the two leading offline-first diversified retailers in India, based on the number of cities present as of March 31, 2024 (Source: *RedSeer Report* at page 132). During the six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022, we opened 35, 24, 61, 66 and 88 new stores, respectively, and closed a total of 26 stores during these periods. For details relating to store closures, see "*Risk Factors – If we are unable to effectively manage our growing operations or pursue our growth strategy of opening new stores, our business, results of operations, financial condition and cash flows may be adversely affected*" on page 42.

The table below sets out details of our total number and geographic distribution of our stores, as of September 30, 2024 and March 31, 2024, 2023 and 2022:

Particulars	As of September 30, 2024	As of September 30, 2023	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
Total number of stores	645	576	611	557	501
Stores in Tier 1 cities(1)	194	180	187	178	167
Stores in Tier 2 cities and beyond(2)	451	396	424	379	334

(1) Defined as cities having a population exceeding 1 million individuals as per Census of India 2011.

(2) Defined as cities and towns having a population less than 1 million individuals as per Census of India 2011.

We have a new store selection methodology that considers factors such as population, market density, proximity to our consumers, and accessibility by road, with parking facilities, among others. Our stores, with an average floor area ranging around 18,000 square feet, offer a consistent shopping experience to our consumers with consistent designs and layouts that prioritize visibility, ease in navigation, and accessibility. As all our stores are operated on a leasehold basis, this model allows us to roll out new stores with optimal upfront investment, and deliver short payback periods on per store investment. Our average payback per store for new stores opened during Financial Year 2023 was 19 months. This is shortest store payback period among leading offline-first diversified retailers in India (Store payback period is calculated as CapEx invested in stores opened during Financial Year 2023 divided by EBITDA generated by these stores until Financial Year 2024) (Source: *RedSeer Report* at page 135).

To make our products more accessible and enhance convenience for our consumers, we have enabled direct hyper-local delivery through our Vishal Mega Mart website and mobile application, to consumers located within close proximity to our stores. As of September 30, 2024, our direct hyper-local delivery service, provided by our own employees, had 6.77 million registered users and was available in 600 stores across 391 cities in India. To drive online sales and revenues, products delivered to our consumers are priced the same as in stores.

Technology Enabled and Systems Driven Operations

We have implemented technology and systems across our operations, enabling us to offer existing and new products to our consumers in a timely and cost-effective manner.

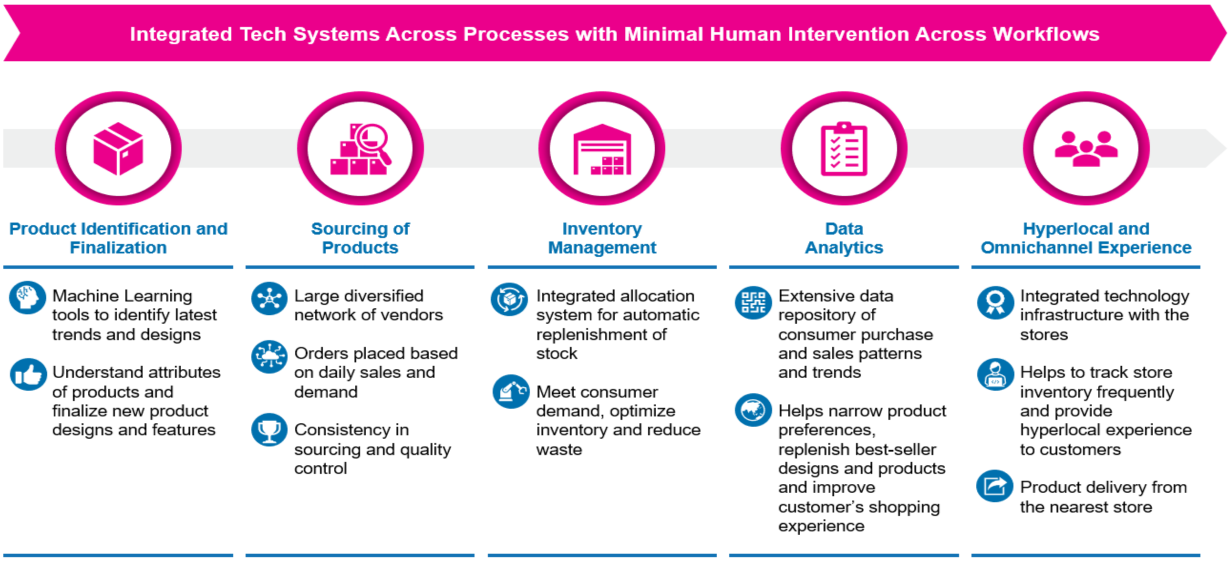
- *Product Identification and Finalization*: We leverage technology to identify latest trends, designs and features globally in apparel and general merchandize categories. This enables us to understand attributes of products, finalize new product designs and features, and launch them at affordable prices.

- *Sourcing of Products*: We leverage technology to place orders with our vendors based on daily sales and demand. Our systems enable us to identify fast selling items across our stores and procure such items from our vendors in a timely manner. These systems also enable consistency in sourcing, which helps maintain quality of our products.

- *Inventory Management*: We have an integrated allocation system that facilitates automatic unit-based replenishment of stock at our stores directly from our distribution centres. This helps meet consumer demand, optimize inventory and reduce wastage.

- *Data Analytics*: We have a data repository with consumer purchase and sales patterns and trends. These insights help us narrow product preferences in each store location, replenish best-seller designs and products and improve the shopping experience for consumers.

- *Hyperlocal and Omnichannel Experience*: Our technology infrastructure is integrated with our stores, enabling us to track store inventory levels frequently and provide an omni-channel experience to our consumers. Once an order is placed on our mobile application or website, through our systems, we are able to deliver products to our consumers directly from the nearest store within a short span of time.



Professional and Experienced Management Team

We have a professional and experienced management team led by our distinguished board of directors. Our Managing Director and Chief Executive Officer, Gunender Kapur has over 41 years of experience in management and investment in the consumer and retail sectors. As part of our management, we have recruited and retained employees from a variety of backgrounds, including consumer good, retail, management, technology, and marketing. This includes Amit Gupta, our Chief Financial Officer, Manoj Kumar, our Chief Operating Officer, Dhruva Kumar Dubey, our Chief Human Resources Officer and Karthik Kuppusamy, our Chief Information Officer. Anne Puvis, Samir Agrawal and Vishal Mehrotra are our category heads for our apparel, general merchandise and fast-moving consumer goods product categories, respectively. S Raamesh and Kuldeep Sharma are our supply chain and legal and compliance heads, respectively.

Track Record of Delivering Revenue, Profit Growth and Capital Efficiency

We have a track record of profitable growth, scaling our presence across product categories and stores across India. Our revenue from operations grew at a CAGR of 26.28% to ₹89,119.46 million during Financial Year 2024 from ₹75,860.37 million during Financial Year 2023 and ₹55,885.15 million during Financial Year 2022. Our EBITDA for the six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022 was ₹6,680.34 million, ₹5,711.10 million, ₹12,486.01 million, ₹10,205.21 million, and ₹8,036.85 million, respectively, and our EBITDA margin for the six months period ended September 30, 2024 and 2023, and Financial Years 2024, 2023 and 2022 was 13.27%, 13.54%, 14.01%, 13.45% and 14.38%, respectively. For the six months period ended September 30, 2024 and 2023, and Financial Years 2024, 2023 and 2023, our profit for the year was ₹2,541.37 million, ₹1,953.57 million, ₹4,619.35 million, ₹3,212.73 million, and ₹2,027.70 million, respectively, and our profit for the year margin was 5.05%, 4.63%, 5.18%, 4.24% and 3.63%, respectively.

Our network of stores increased to 645 stores as of September 30, 2024 from 611 stores as of March 31, 2024, 557 stores as of March 31, 2023 and 501 stores as of March 31, 2022.

Our Strategy

Our Board has passed a resolution dated October 11, 2024, approving the following strategies:

Expand our Pan-India Store Network

We believe that there is significant potential for further expansion of our pan-India store network, and intend to expand our store footprint by entering new cities and towns and strengthening our presence in existing cities and towns through our established store rollout model.

- *Entering New Cities and Towns*: We aim to continue to expand our store footprint to cities and towns having a population exceeding 50,000. As of Calendar Year 2023, India has approximately 50 tier 1 cities and 1,250 tier 2 cities and beyond, with populations exceeding 50,000. This represents a substantial untapped market for organized retailers as these cities, especially tier 2 cities and beyond, currently have low organized retail store densities (Source: *RedSeer*

Report at page 110). Historically, our presence in cities exceeding population of 50,000 has expanded from 290 cities as of March 31, 2022 to 352 cities as of September 30, 2024.

- *Strengthen Presence in Existing Cities and Towns*: There is significant potential to continue to enhance penetration within our existing cities and towns. For instance, we increased our number of stores in Hyderabad from 15 stores as of March 31, 2022 to 24 stores as of September 30, 2024. Similarly, we increased our store network in Karnataka from 53 stores as of March 31, 2022 to 73 stores as of September 30, 2024. Furthermore, as of September 30, 2024, we had more than 1 store in 64 cities in India as compared to 46 cities as of March 31, 2022.

Drive Same-Store Sales Growth through Multiple Initiatives

We aim to drive same-store sales growth through several complementary initiatives including expansion of our product portfolio, expansion of our hyperlocal offering, leveraging technology and data obtained from our loyalty program, and enhancing the in-store experience at our stores.

- *Expansion of our Portfolio*: We aim to continue to introduce new products and own brands and increase the span and penetration of our existing own brands, thereby enhancing our proposition to our consumers. Our recently introduced products include down jackets, our athleisure apparel range, microwave lunch boxes, garment steamers, air fryers and infrared cook tops, among others. We also plan to introduce new apparel ranges for men, women and children, new products such as study lamps and high wattage induction cooktops in the general merchandise category and new food and non-food products such as chilly noodles and body wash, in the fast-moving consumer goods category. While introducing new products, we aim to continue to maintain opening price point leadership.

- *Expansion of our Hyperlocal Offering*: We aim to expand our hyperlocal offering to all our stores through our mobile application and website. This will enable us to expand our reach and target catchment around our stores and enhance convenience for our consumers. We also aim to utilize consumer data to enhance our omni-channel shopping experience by delivering recommendations to our consumers.

- *Leverage Technology and Data Obtained from our Loyalty Program*: We aim to continue to leverage technology to enhance consumer engagement and drive sales. We seek to achieve this by implementing insights derived from analyzing consumer buying behaviours and journeys to drive recommendations and promotions, facilitate cross-sell as well as up-sell of products and enhance the overall shopping experience for our consumers. We also intend to further leverage data obtained from our loyalty program to enhance consumer engagement and drive sales.

- *Enhanced In-store Experiences*: Our approach to enhancing in-store experiences includes multiple ongoing initiatives such as improving store ambience through visual merchandising and lighting, and improving the checkout process, among others. This includes our proposed initiative to introduce hand-held checkout devices at our stores to enable a faster checkout experience for our consumers. Recent refurbishments have given our stores a fresh and contemporary appearance and have contributed to achieving sales growth in our existing stores.

Commitment to Consumer Centricity: Aspirational, Affordable and Accessible

Consumers are at the core of our decision-making and we remain committed to our consumer-centric approach, offering a broad assortment of aspirational yet affordable products with ease of access.

- *Aspirations*: We will continue to leverage technology to identify the latest trends in fashion, the latest features in general merchandise, as well as the varying consumer preferences and tastes in fast-moving consumer goods category and launch products to continue to meet the evolving aspirations of our consumers.

- *Affordability*: We remain focused on maintaining our opening price leadership, while offering a broad range of products across multiple price points. We will continue to offer products at affordable price points through sharing the benefits from scale efficiencies, cost productivity and efficient operations.

- *Accessibility*: We remain committed to continue to improve the accessibility of our products to our consumers by expanding our store network to catchments close to our consumers in an economically viable manner, as well as by continuing to enhance our hyperlocal direct delivery service.

Driving Cost Efficiencies Across our Operations

We will continue to drive cost-efficiencies across our operations through multiple initiatives:

- *Reduce Store Operating Costs*: We aim to implement processes to minimise loss and wastage of inventory. Furthermore, we aim to leverage advanced inventory tracking systems and conduct frequent stock audits to manage our inventory. We also aim to optimize our store operations and further streamline operational procedures to reduce our store operating costs.

- *Continue to Optimize our Supply Chain*: We aim to achieve sourcing efficiencies and optimization by leveraging economies of scale and the cost-effective procurement of raw materials from suppliers and finished products from our vendors. We also aim to enhance our supply chain by implementing advanced distribution and transportation management solutions that would help reduce costs and improve efficiency.

- *Continued Use of Technology and Operating Leverage*: We aim to deploy technology and achieve operational efficiency through automation and data-driven insights. This includes introduction of faster checkout and queue busting options through mobile devices, and a warehouse management system to increase the efficiency and capacity of our warehouses.

- *Further Grow our Own Brand Portfolio*: We aim to grow our portfolio of own brands and product offerings under such brands based on evolving consumer preferences and aspirations, offering a better value proposition to consumers. This includes introducing new own brand product lines complementary to our existing own brand product lines, and enhancing the quality and aspirational appeal of existing products to drive repeat sales.

- *Drive Focused Marketing Efforts*: We aim to optimize returns on our marketing expenditure by expanding our store presence within current markets, attaining economies of scale. Concurrently, we aim to introduce cost-effective communication tools and capitalize on our loyalty database to increase both the average purchase per consumer and the frequency of consumer visits to our stores.

DESCRIPTION OF OUR BUSINESS

Our diversified product portfolio spans across three product categories, i.e., apparel, general merchandise and fast-moving consumer goods, with products offered under our own and third-party brands. The table below sets out our revenue from sale of products for apparel, general merchandise and fast-moving consumer goods, for the period/ years indicated:

Particulars	**Six months period ended September 30, 2024**		**Six months period ended September 30, 2023**		**Financial Year 2024**		**Financial Year 2023**		**Financial Year 2022**	
	(₹ in million)	***(% of revenue from operations)#***	***(₹ in million)***	***(% of revenue from operations)#***	***(₹ in million)***	***(% of revenue from operations)#***	***(₹ in million)***	***(% of revenue from operations)#***	***(₹ in million)***	***(% of revenue from operations)#***
Sale of products - apparel	22,448.49	44.61%	18,605.98	44.10%	39,013.21	43.78%	32,926.84	43.40%	25,179.53	45.06%
Sale of products - fast-moving consumer goods	13,799.44	27.42%	11,485.02	27.22%	24,473.09	27.46%	20,319.62	26.79%	14,056.87	25.15%
Sale of products - general merchandise	14,013.70	27.85%	11,989.32	28.41%	25,433.15	28.54%	22,383.46	29.51%	16,493.03	29.51%
Sale of products across our three product categories	**50,261.63**	**99.88%**	**42,080.32**	**99.73%**	**88,919.45**	**99.78%**	**75,629.92**	**99.70%**	**55,729.43**	**99.72%**

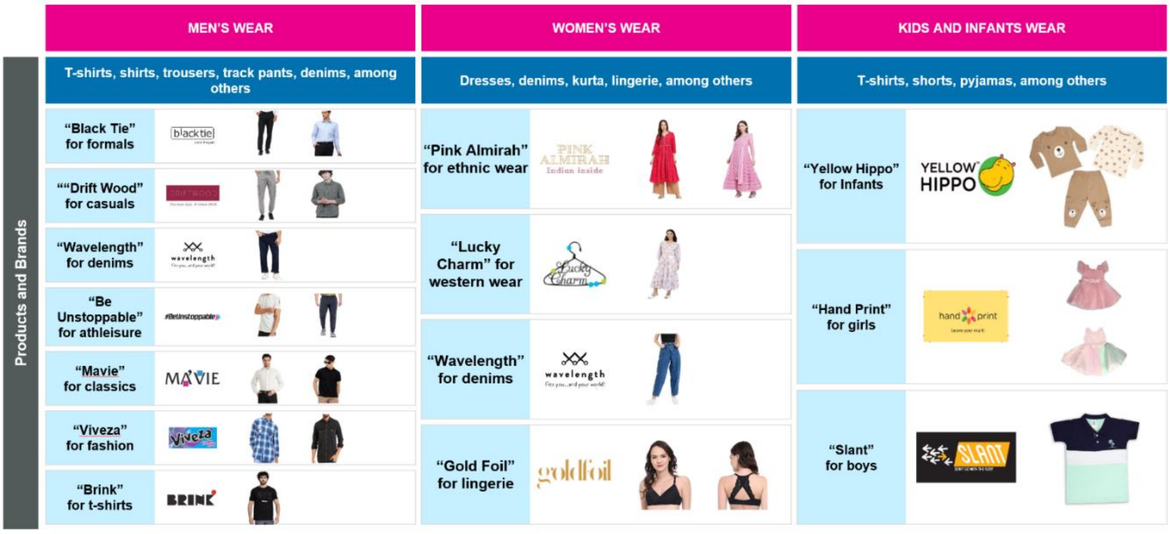
 # Other operating revenues constituted 0.12%, 0.27%, 0.22%, 0.30% and 0.27% of our revenue from operations during the six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022, respectively.

We are engaged in contract manufacturing, and wholesale and retailing of apparel, general merchandise and fast moving consumer goods, under our own brands and third-party brands. Products sold under our own brands are manufactured by third-party contract manufacturers engaged by our Company. These products are, in turn, supplied by our Company to its Material Subsidiary, Airplaza Retail Holdings Private Limited, as well as its other franchisees under a contractual arrangement. Moreover, third-party brand products procured by our Material Subsidiary directly from such brands (together with the products procured from our Company under its own brands) are either sold in Vishal Mega Mart stores leased and operated by our Material Subsidiary or other franchisees of our Company. Our Material Subsidiary also owns and operates the Vishal Mega Mart website and mobile application.

Our Products and Brands

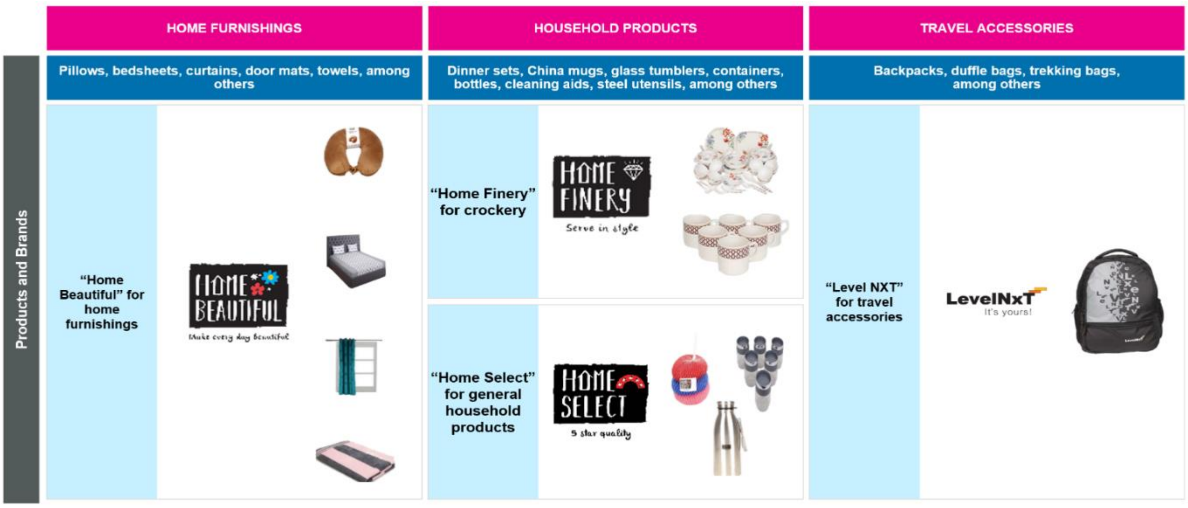
Apparel

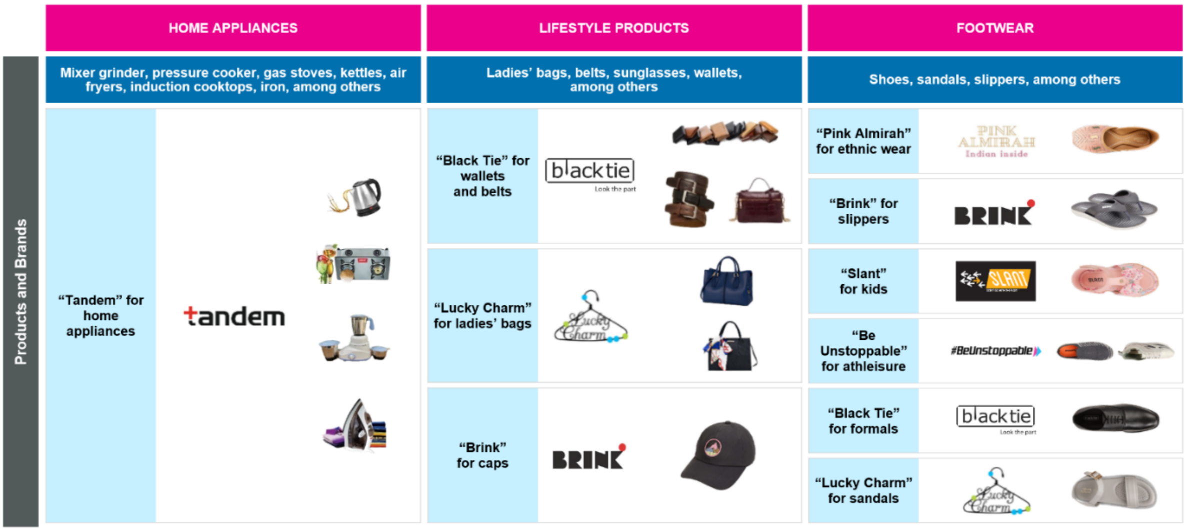
Our apparel category comprises exclusively of our own brands with a range of apparel for all members of a family. The graphic below sets out an overview of the products under our own brands for the apparel product category:



General Merchandise

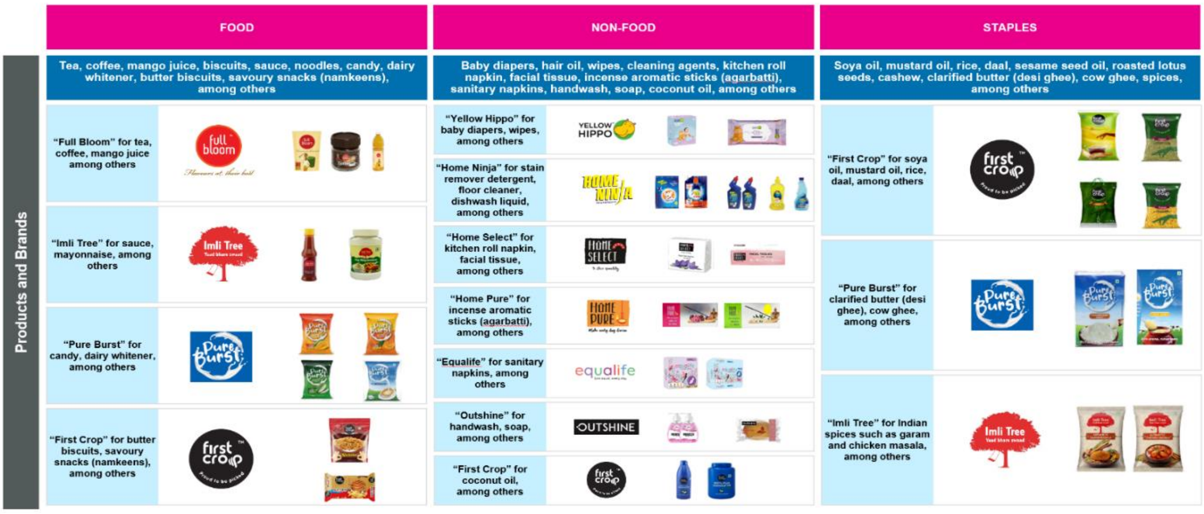
Our general merchandise category comprises our own brand and third-party brand products which cater to diverse household and family requirements of the Indian consumer. The products sold under our third-party brands for the general merchandise category include, among others, mixers, grinders, gas stoves, pressure cookers, induction cooktops, and trolley bags. The graphics below sets out an overview of the products under our own brands for the general merchandise category:





Fast-Moving Consumer Goods

Our fast-moving consumer goods category comprises our own and third-party brand products across the food, non-food and staples categories. The products sold under our third-party brands for the fast-moving consumer goods category include, among others, (i) biscuits, cake, rusk, cookies and flavoured milk, (ii) detergent powder, hair shampoo, sanitary pad, and baby diaper, and (iii) tooth brush, shaving razor, cartridge, foam cream, gel and brush. The graphic below sets forth an overview of the products under our own brands for the fast-moving consumer goods product category:



Product Development

We develop a diverse range of merchandise through our portfolio of own brands to fulfil the aspirational and daily needs of consumers. We leverage technology to identify the latest fashion trends in apparel, the latest features in general merchandise, as well as the varying consumer preferences and tastes in fast-moving consumer goods category and launch products to continue to meet the evolving aspirations of our consumers. In particular, we utilise machine learning tools to monitor and identify latest trends, designs and features of best-selling products of global and national brands to ensure that we continue to develop new and relevant saleable products. These tools enable us to understand attributes of products, finalize new product designs and features, and launch them at affordable prices. Further, we also closely monitor the sales performance of our products and continuously innovate, develop and replenish best-selling items across our stores to cater to evolving consumer preferences. This initiative enables us to continuously refresh our product selection to stay up-to-date with trends and innovation. The table below sets out our expenditure towards product development for the periods/ years indicated:

Particulars	Six months period ended September 30, 2024		Six months period ended September 30, 2023		Financial Year 2024		Financial Year 2023		Financial Year 2022	
	(₹ in million)	*(% of revenue from operations)*	*(₹ in million)*	*(% of revenue from operations)*	*(₹ in million)*	*(% of revenue from operations)*	*(₹ in million)*	*(% of revenue from operations)*	*(₹ in million)*	*(% of revenue from operations)*
Product development expenditure*	171.39	0.34%	145.26	0.34%	281.45	0.32%	244.92	0.32%	205.60	0.37%

** Includes software cost, design license cost and employee-related cost.*

For our apparel product category, we prioritize fashionability, speed-to-market, functionality and feel by identifying latest global and Indian fashion trends and making products of our own brands available at affordable prices. Our design team closely monitors fashion trends and continuously works on identifying trending attributes such as color, style, design, print, sleeve and collar details, among others. For our general merchandise product category, we prioritize product innovation and market trends, while maintaining a focus on affordability. We focus on incorporating the latest features, including those related to functionality, materials and technology, into our assortment of general merchandise products. For our fast-moving consumer goods product category, we aim to make aspirations affordable with a focus on offering a large variety of quality products catering to consumer preferences. Our buying and merchandising team continuously works on product planning, procurement, development, as well as product innovation by conducting market research and analysis of consumer preferences related to taste, flavor and packaging.

Vendors relating to Own Branded Products and Quality Assurance

Our own branded products are supplied to us by vendors that are third-party contract manufacturers, primarily under non-exclusive contract manufacturing agreements. For our own brands, our in-house design team identifies the products and their designs based on global and Indian preferences, creates prototypes (where applicable) together with vendors, and then places orders with the vendors for production. During the six months period ended September 30, 2024 and 2023, and Financial Years 2024, 2023 and 2022, we engaged 781, 769, 839, 861 and 786 vendors to manufacture products under our own brands, respectively. The table below sets out our total number of own brands across our product categories as of the end of the periods/ years indicated:

Particulars	As of September 30, 2024	As of September 30, 2023	As of March 31, 2024	As of March 31, 2023	As of March 31, 2022
Number of own brands (Apparel)	5	5	5	5	5
Number of own brands (General merchandise)	4	4	4	4	4
Number of own brands (Fast-moving consumer goods)	8	8	8	8	8
Number of own brands (Both apparel and general merchandise*)	7	7	7	7	7
Number of own brands (Both general merchandise and fast-moving consumer goods*)	1	1	1	1	1
Number of own brands (Both apparel and fast-moving consumer goods*)	1	1	1	1	1
Total number of own brands	**26**	**26**	**26**	**26**	**26**

**These own brands are offered under both the above-mentioned product categories.*

We do not manufacture any products that are sold in our stores, and we rely entirely on third party vendors for the manufacturing of all products under our own brands. For details, including data relating to vendor concentration, see "*Risk Factors – We do not manufacture any of the products that are sold in our stores, and we rely entirely on third party vendors for the manufacturing of all products under our own brands who are required to meet our product specification, quality, design and manufacturing standards, which subjects us to risks, which, if materialized, could adversely affect our business, results of operations, cash flows and financial condition*" on page 22.

Our procurement process for own branded products involve due diligence on our vendors and related manufacturing and quality-check procedures, as further described in this paragraph, in order ensure the quality of products that we sell. We conduct extensive due diligence on our vendors, and this process includes audits of manufacturing facilities, production capabilities, sample testing and product safety, quality and packaging. Once a vendor is selected by us, we continuously engage with them to guide them on manufacturing process based on specific formulations and packaging guidelines established for the product. We have implemented stringent quality control standards for all our vendors. We ensure quality of our own brand products by closely monitoring the process of manufacturing and quality control process for our products. We also provide our vendors with raw material specifications, including lists of raw material suppliers. We perform quality inspections and test raw materials used by our vendors and the finished goods supplied to us. Samples from each batch of raw materials are inspected and tested at the manufacturing sites before being used for manufacturing. Further, samples from each batch of finished goods are inspected by us at the manufacturing sites or at our distribution centres to ensure compliance with quality standards and product specifications.

Under our contract manufacturing agreements with vendors, vendors manufacture products for us in accordance with our agreed product formulations. The prices of products are determined at the time the contract is entered into. Vendors are entitled to use our intellectual property rights for packaging and branding of products manufactured for us, in accordance with the terms set out in the contract manufacturing agreement. Further, the products supplied to us are required to meet our quality standards, and defective products sold to us are to be replaced by vendors at their own cost. Our contract manufacturing agreements with vendors can be terminated by either party through notice and without cause, or for certain breaches of the agreement by the vendors. Further, to ensure quality assurance, we operate a call centre which handles customer complaints received for their purchases.

Vendors relating to Third-Party Branded Products

Our third-party branded products are supplied to us by vendors that are third-party brands (including their distributors). As of the date of this Red Herring Prospectus, all products under our third-party brands are procured directly by our wholly-owned Material Subsidiary, Airplaza Retail Holdings Private Limited, from vendors for third-party branded products, and sold at our stores and to our franchisees for onward sale to end-consumers. However, during the past three Financial Years, our third-party branded products have been procured directly by (i) our wholly-owned Material Subsidiary, and (ii) our Company, from vendors for third-party branded products. For the six months period ended September 30, 2024 and 2023, and Financial Years 2024, 2023 and 2022, our sale of products from third-party brands (across our three product categories) represented 27.02%, 28.16%, 27.97%, 29.20% and 29.53% of our total revenue, respectively. For the six months period ended September 30, 2024 and Financial Years 2024, 2023 and 2022, none of our vendors for third-party branded products contributed to more than 10.00% of our total sale of products from third party brands (across our three product categories).

Our procurement process for third-party branded products involve selecting a broad base of third-party brands which have a track record of quality products. We conduct due diligence on potential vendors and gather information about their capabilities, experience and reputation, before deciding to sell their products at our stores.

Supply Chain and Logistics

We leverage technological systems to place orders with our vendors based on daily sales and demand. Our systems enable us to identify fast selling items across our stores and procure such items from our vendors in a timely manner. We operate a hub and spoke model to source products and manage our in-store inventory. For our apparel category, in particular, our distribution capabilities enable us to replenish the store inventory in quick response to latest fashion trends and store level sales. As of September 30, 2024, we operated one central distribution centre, one distribution centre and 17 regional distribution centres, each located in close proximity to our major demand centres. Our central distribution centre serves as our principal hub, facilitating product dissemination to our regional distribution centres and stores across the country. Our largest central distribution centre, which is located in North India, has a total floor area of approximately 0.57 million square feet, contains a warehouse built to cater to all of our stores pan-India, and is equipped with dedicated truck parking areas, conveyors, bins and pallets.

We engage third-party transport service providers to transport products from our central distribution centre to our distribution centres and stores. We typically do not enter into any agreements with these third-party transport service providers and engage them on a needs basis. We have entered into a logistics and warehousing agreement dated February 1, 2019 ("**Logistics and Warehousing Agreement**") with our Promoter, Samayat Services LLP, and engage the rest of the transport service providers on a needs basis. Under the Logistics and Warehousing Agreement, Samayat Services LLP provides us with transportation and distribution services through vendors or subcontractors, or by procuring transportation services through containerized fleets, in accordance with our directions and requirements. The Logistics and Warehousing Agreement can be terminated by Samayat Services LLP in the event of a material breach of terms of agreement by us.

Omni-Channel Network

We have established a pan-India omnichannel network that comprises our (i) offline channel through our physical store network, and (ii) online channel through our Vishal Mega Mart website and mobile application, which are operated by our wholly-owned Material Subsidiary. Details of our revenue bifurcation from physical store network and online channel (through its Vishal Mega Mart website and mobile application) for the six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022, are set out below:

(₹ *in million)*

Particulars	Six months period ended September 30, 2024	Six months period ended September 30, 2023	Financial Year 2024	Financial Year 2023	Financial Year 2022
Revenue from physical store network	49,741.86	41,849.27	88,330.93	75,424.74	55,721.18
Revenue from online channel (Vishal Mega Mart website and mobile application)	519.77	231.05	588.52	205.17	8.25
Total sale of traded goods	**50,261.63**	**42,080.32**	**88,919.45**	**75,629.92**	**55,729.43**

Offline Channel

Our offline channel comprises of 645 stores across 414 cities in India, with an aggregate store area of 11.49 million square feet, as of September 30, 2024. The table below sets out details of our stores, across 28 states and two union territories in India, as of September 30, 2024:

State and Union Territory	Number of stores	Average store size (square foot)	Number of years since opening of first store	Average term of lease (years)
Uttar Pradesh	111	18,035.59	23	13
Karnataka	73	19,999.94	18	15
Assam	42	19,984.10	19	14
Delhi	35	15,703.92	21	13
Punjab	34	15,907.33	20	12
West Bengal	32	18,261.25	19	14
Madhya Pradesh	39	16,624.81	22	13
Bihar	33	16,966.27	18	13
Telangana	41	18,166.99	18	15
Andhra Pradesh	34	18,429.82	6	15
Uttarakhand	15	18,144.19	18	13
Odisha	23	15,890.36	23	14
Himachal Pradesh	14	15,732.17	17	14
Haryana	26	16,257.17	19	12
Rajasthan	19	17,516.63	22	11
Jharkhand	16	16,308.31	22	14
Jammu and Kashmir	12	16,714.13	18	15
Chhattisgarh	14	18,432.96	18	12
Goa	3	21,368.08	18	12
Manipur	5	22,715.40	8	16
Nagaland	5	17,545.00	17	15
Meghalaya	4	19,867.50	17	12
Arunachal Pradesh	4	20,375.93	10	15
Tripura	2	19,223.42	7	15
Maharashtra	2	22,214.50	20	6
Mizoram	1	23,871.00	8	15
Kerala	3	11,411.67	17	15
Tamil Nadu	1	5,500.00	17	12
Gujarat	1	12,642.00	17	10
Sikkim	1	14,645.00	2	15
Total/Overall Average	**645**	**17,481.85**	**17**	**13**

Further, the table below sets out details of revenue across regions for the Financial Year 2024:

Regions	Percentage contribution to revenue from operations, for Financial Year 2024 (%)(5)	Two largest contributing states by revenue from operations, for Financial Year 2024
East (including North East)(1)	29.12%	Assam and West Bengal
North(2)	43.21%	Uttar Pradesh and Delhi
South(3)	19.15%	Karnataka and Telangana
West (including Central)(4)	8.30%	Madhya Pradesh and Chattisgarh
Total	**99.78%**	**NA**

Notes:

(1) *Comprises the following states: Assam, West Bengal, Bihar, Orissa, Jharkhand, Nagaland, Meghalaya, Arunachal Pradesh, Manipur, Tripura, Mizoram and Sikkim.*

(2) *Comprises the following states: Uttar Pradesh, Delhi, Punjab, Haryana, Uttarakhand, Himachal Pradesh, Rajasthan, and Jammu & Kashmir.*

(3) *Comprises the following states: Karnataka, Telangana, Andhra Pradesh, Kerala and Tamil Nadu.*

(4) *Comprises the following states: Madhya Pradesh, Chattisgarh, Goa, Maharashtra and Gujarat.*

(5) *Other operating revenues constituted 0.22% of our revenue from operations during the Financial Year 2024.*

Online Channel

Our online channel comprises our e-commerce platforms, which includes our website and mobile application. Through our website and mobile application, consumers can check product availability at stores nearest to them, and place orders online for delivery or pick-up from our stores.

To make our products more accessible and enhance convenience for our consumers, we have enabled direct hyper-local delivery of products through our Vishal Mega Mart website and mobile application to consumers located within close proximity to our stores. As of September 30, 2024, our hyper-local delivery model, provided by our own employees, had 6.77 million registered users and was available in 600 stores across 391 cities.

Marketing and Advertising

Our marketing and brand building initiatives are targeted at enhancing brand awareness, strengthening brand recall among consumers, and promoting our theme of making aspirations affordable. We deploy a diverse array of marketing initiatives throughout the year to drive footfall across our stores, in particular during national shopping events such as Republic Day, Independence Day and other festivals. Further, we regularly launch brand campaigns, such as our “Look Good” fashion-inspired campaign, which has been featured in several leading regional newspapers in India highlighting fashion trends at affordable prices. Our marketing efforts are initiated and coordinated by our marketing team. During the six months period ended September 30, 2024 and 2023, and Financial Years 2024, 2023 and 2022, we incurred advertising and sales promotion expenses amounting to ₹252.31 million, ₹350.44 million, ₹596.21 million, ₹584.35 million and ₹345.80 million, respectively.

Our consumer-centric approach has helped us build consumer trust and appeal, and a large consumer base. We have a loyalty program where customers earn rewards on the purchases. These rewards can be redeemed for discounts or other benefits once the prescribed rewards are accumulated and within a defined period. The program allows us to create targeted promotions, such as additional points or special offers, to boost customer engagement. Our loyalty program awarded the “Best Loyalty Programme of the Year Food Retail and Non-Food Retail” at the International Loyalty Awards 2023. Our Company has 133.82 million, 114.04 million, 123.41 million, 104.29 million and 86.10 million customers registered under our loyalty program as at September 30, 2024 and 2023, and March 31, 2024, 2023 and 2022, respectively.

Information Technology

We have strategically implemented technology systems and processes across our operations, thereby improving our operational efficiency. Our machine learning-driven design processes have enabled us to quickly identify emerging consumer trends, and subsequently develop and introduce new products into the market at competitive prices. We have also instituted codified procurement systems to ensure that our open-to-buy budgets are aligned with actual sales across stores, in order to continuously maintain new and best-selling inventories across our stores. Further, our SAP enterprise planning system automates the procure-to-pay process (including article creation, purchase order generation, goods receipt and invoice verification) by integrating purchasing and accounts payable systems to create greater efficiencies. Across our distribution centres, we are currently in the process of implementing the SAP extended warehouse management system to manage our warehouse operations and integrate supply chain logistics with distribution centre processes, in order to provide greater visibility and control over our entire supply chain operations. Moreover, to improve our distribution centre capabilities, we are in the process of deploying a variety of technology such as handheld devices, conveyors, pick-to-light systems and sortation systems. In addition, to ensure adequate inventory levels across our stores, we have developed allocation and sales tracking systems, as well as mobile applications to track real-time receipt of goods at our stores from our distribution centres. Our stores have also been equipped with point-of-sale machines and hand-held devices to facilitate faster customer check-out. We also aim to continue to leverage technology to enhance consumer engagement and drive sales, by implementing insights derived from analyzing consumer buying behaviours and journeys to drive recommendations, facilitate cross-sell as well as up-sell of products and enhance the overall shopping experience for our consumers. Further, we aim to utilize consumer data to enhance our omni-channel shopping experience by delivering recommendations to our consumers.

Corporate Social Responsibility

We employ a large number of differently-abled personnel in India promoting equal opportunity for all, and received the Hellen Keller NCPEDP Award in 2019. The sustainability measures introduced at our stores include the reduced use of cardboard boxes for our footwear products and installing shampoo dispensers at select stores for consumers to conveniently refill their shampoo bottles, among others.

We have constituted a Corporate Social Responsibility ("**CSR**") committee, comprising three of our Directors, namely, Manas Tandon (Chairperson), Gunender Kapur (Member) and Soumya Rajan (Member). We have adopted and implemented a revised CSR Policy in line with Section 135 of the Companies Act, 2013 on March 30, 2022, pursuant to which we carry out our CSR activities. Our past CSR activities include planting trees and plants in the NCR, providing mid-day meals to children from government schools across several cities and states, providing educational support to children in Anganwadi child care centres, providing livelihood support to marginalised women and children, and providing training to more than 1,000 people with disabilities to equip them with skills to gain employment in the retail industry. For the six months period ended September 30, 2024 and 2023, and Financial Years 2024, 2023 and 2022, our CSR expenditure amounted to ₹22.84 million, ₹1.63 million, ₹48.69 million, ₹35.51 million and ₹7.76 million, respectively.

Competition

The Indian retail and consumer industry is highly competitive. We face competition from existing retailers, both organised and un-organised, and potential entrants to the retail and consumer industry. We also face competition from online retailers and e-commerce marketplaces. We expect competition to increase with new entrants entering the retail and consumer industry, who may have more resources and flexibility in responding to changing business and economic conditions, and existing retailers consolidating their positions. Some of our competitors have competitive advantages such as longer operating histories, better brand recognition, greater financial resources, greater market penetration, better store locations, leaner supply chains, more efficient distribution networks and more diverse merchandise mix. For details on our listed peers, see "*Basis for Offer Price*" on page 88.

Insurance

We maintain insurance coverage under several insurance policies such as standard fire and special perils policy, portable electronic equipment insurance, director and officers liability insurance policy, marine export import insurance open policy and burglary policy.

We believe that the insurance coverage currently maintained by us represents an appropriate level of coverage required to insure our business and operations, and is in accordance with industry standards in India.

Human Resources

As of September 30, 2024, we had 16,537 employees on our payroll, as further detailed below:

Departments	**No. of employees**
Store Operations	15,766
Supply Chain Management	202
Buying and Merchandising	173
Retail Operations	111
Retail Development	62
Accounts and Finance	58
Information Technology	49
Human Capital Management	22

Departments	No. of employees
Planning & Allocation	21
Ecommerce	28
Legal and Compliance	18
Marketing	12
Customer Service	12
CEO’s office	2
Office administration	1
Total	**16,537**

Awards and Accolades

Over the years, we have received several awards and accolades, the most notable of which include:

- “Best Loyalty Programme of the Year - Food Retail and Non Food Retail” at the International Loyalty Awards 2023;
- “Regional Winner Asia including the Indian sub-continent and all areas East” at the International Loyalty Awards 2023;
- “Excellence in Value Retail – Bringing Societal Change through Advertising” at the Jagran Achiever Awards 2023;
- “Best Loyalty Strategy (Retail)” at the Loyalty and Engagement Awards 2023; and
- “National Centre for Promotion of Employment for Disabled People (NCPEDP) – Mindtree Hellen Keller Awards 2019”.

Intellectual Property

We have obtained 83 unique trademark registrations in India relating to our brands under several classes. As of September 30, 2024, we have also filed applications for registration of 23 new trademarks which are currently pending, including three applications which have been rejected.

Property

Our registered and corporate office is situated at Gurugram, Haryana, on a leasehold basis. The tenure of the lease for our registered office is for a period of nine years commencing from January 1, 2021. As of September 30, 2024, our Material Subsidiary, Airplaza Retail Holdings Private Limited, operates 643 stores, on a leasehold basis, and our franchisees operate two stores, also on a leasehold basis. We also operate one central distribution centre, one distribution centre and 17 regional distribution centres. None of our properties are connected in any manner with our Promoters, members of our Promoter Group, and our Key Managerial Personnel of our Company or our Subsidiaries.

KEY REGULATIONS AND POLICIES

The following is a brief overview of certain sector specific laws and regulations in India which are applicable to the business and operations of our Company and Material Subsidiary. The information in this section has been obtained from legislations, including rules, regulations, guidelines and circulars promulgated and issued by regulatory bodies that are available in the public domain. The description of laws and regulations set out below may not be exhaustive and are only intended to provide general information to the investors and are neither designed nor intended to substitute for professional legal advice. For details of the government approvals obtained by our Company and the Material Subsidiary, see "Government and Other Approvals" on page 311.

Key Legislations Applicable to our Business

Drugs, Medical Devices and Cosmetics Bill, 2022 (the "Drugs Bill, 2022")

In July 2022, the Ministry of Health and Family Welfare, Government of India, released a draft of the Drugs Bill, 2022. The Drugs Bill, 2022 is proposed to amend and consolidate the laws relating to, *inter alia,* import, manufacture, distribution and sale of drugs and medical devices and cosmetics as well as the law relating clinical trials of new drugs and clinical investigation of investigational medical devices. The Drugs Bill, 2022 lays down the standards of the quality of imported drugs and cosmetics and circumstances under which these would be deemed to be adulterated, spurious and misbranded. Under the Drugs Bill, 2022, the central government has the power to prohibit or restrict or regulate the import of drugs and cosmetics in public interest including to meet the requirements of an emergency arising due to epidemic or natural calamities. Further, it lays down the standards of quality for manufacture, sale and distribution of drugs and cosmetics and clinical trial of drugs. The Drugs Bill, 2022 also proposes establishment of several boards and committees to assist and advise the Central and State Governments in the administration and regulation of drugs, cosmetics and medical devices.

While the Ministry of Health and Family Welfare, Government of India, had intended to table the Drugs, Medical Devices and Cosmetics Bill, 2023 *("**Drugs Bill, 2023**")* in the Parliament in its Monsoon session this year, the same was, eventually, not tabled. The Drugs Bill, 2023 sought to repeal the Drugs Act. It also sought to regulate the import, manufacture, distribution and sale of drugs, medical devices, and cosmetics, and provide for regulatory standards to ensure their quality, safety, efficacy and performance.

Cosmetics Rules, 2020 (the "Cosmetic Rules")

Under the Cosmetic Rules, no cosmetic shall be imported into India unless the product has been registered in accordance with these rules by the central licensing authority i.e., the Drugs Controller General of India, appointed by the Central Government. Further, any person who intends to manufacture cosmetics shall make an application for grant of a license or loan license to manufacture for sale or for distribution to the state licensing authority. Also, it needs to be ensured that if cosmetics are manufactured at more than one premises, a separate license is obtained for each such premises. Under the Cosmetic Rules, each batch of the raw materials used for manufacturing the cosmetics, and also each batch of the final product is required to be tested and the records or registers showing the particulars in respect of such tests is required to be maintained. The Cosmetic Rules further prescribes the labelling and packaging requirements to be followed for sale or distribution of cosmetics of Indian origin.

The Essential Commodities Act, 1955 (the "ECA")

The ECA empowers the Central Government, to control the production, supply and distribution of trade and commerce in certain essential commodities for maintaining or increasing supplies or for securing their equitable distribution and availability at fair prices or for securing any essential commodity for the defence of India or the efficient conduct of military operations. Under the ECA, an essential commodity means a commodity specified in the Schedule to the ECA, which is updated and notified from time to time. Using the powers under it, the Central Government has issued control orders for *inter alia* controlling the price of, regulating by licenses, permits or otherwise the production or manufacture of any essential commodity. Violations under the ECA are punishable by either imprisonment or monetary fines or both.

Sale of Goods Act, 1930 (the "Sale of Goods Act")

The Sale of Goods Act governs contracts relating to the sale of goods. The contracts for sale of goods are subject to the general principles of the law relating to contracts. A contract for sale may be an absolute one or based on certain conditions. The Sale of Goods Act contains provisions in relation to the essential aspects of such contracts, including the transfer of ownership of goods, delivery of goods, rights and duties of the buyer and seller.

Food Safety and Standards Act, 2006 ("FSSA") and rules and regulations made thereunder

The FSSA was enacted with a view to consolidate the laws relating to food and to establish the Food Safety and Standards Authority of India (**"FSSAI"**) for laying down scientific standards for articles of food and to regulate their manufacture, storage, distribution, sale and import to ensure availability of safe and wholesome food for human consumption. The FSSAI has been established under section 4 of the FSSA. Section 16 of the FSSA lays down the functions and duties of the FSSAI including FSSAI's duty to provide scientific advice and technical support to the Government of India and the state governments in framing the policy and rules relating to food safety and nutrition. The FSSA also sets out requirements for licensing and registering food businesses, general principles for food safety, and responsibilities of the food business operator and liability of manufacturers and sellers, and adjudication by the Food Safety Appellate Tribunal. The FSSA also lays down penalties and punishments including imprisonment for a period that may extend to six years, for various offences (including recall procedures under the FSSA). In addition to the FSSA, the following rules and regulations passed under the FSSA are applicable to our Company:

- Food Safety and Standards Rules, 2011;
- Food Safety and Standards (Licensing and Registration of Food Businesses) Regulations, 2011;
- Food Safety and Standards (Food Recall Procedure) Regulations, 2017;
- Food Safety and Standards (Food Products Standards and Food Additives) Regulations, 2011;
- Food Safety and Standards (Contaminants, Toxins and Residues) Regulations, 2011;
- Food Safety and Standards (Organic Foods) Regulations, 2017;
- Food Safety and Standards (Packaging) Regulations, 2018; and
- Food Safety and Standards (Labelling and Display) Regulations, 2020.

Agricultural Produce Marketing Legislations

The agricultural produce marketing legislations enacted by state governments regulate marketing of agricultural, horticultural, livestock products and certain other produce in market areas and establishes market committees for every market area in the state to regulate transactions in agricultural produce. It provides for the organization and composition of committees and their powers and functions which include, granting licenses to operate in the market, provide for necessary facilities in the market area, regulate and control transactions in the market and admissions to the market.

The National Textile Policy, 2000 ("**NTP 2000"**)

The NTP 2000 aims at facilitating the growth of the textile industry in order to attain and sustain a preeminent global standing in the manufacture and export of clothing. It also aims at equipping the textile industry with the ability to withstand pressure of import penetration and maintain dominant presence in the domestic market. The industry aims at developing a strong and vibrant textile industry that can produce quality products at acceptable prices. This objective is sought to be achieved by liberalising controls and regulations so that the different segments of the textile industry are enabled to perform in a greater competitive environment. Major thrust areas of NTP 2000 include technology upgradation, enhancement of productivity, increase in exports and innovating marketing strategies, product diversification along with quality consciousness, among others. Additionally, certain sector specific initiatives envisaged under the NTP 2000 include raw materials, clothing, export, and knitting.

Production-Linked Incentive Scheme for Textiles, 2021

Production Linked Incentive Scheme for Textiles envisages incentive for production of man- made fibres apparel, man- made fibres and technical textiles manufactured in India. An amount of ₹106,830 million has been approved as an outlay for a period of 5 years. On December 28, 2021 the Ministry of Textiles issued operational guidelines for promoting man-made fibres and technical textile segments.

The Electricity Act, 2003 ("Electricity Act")

The Electricity Act consolidates the laws relating to generation, transmission, distribution, trading and use of electricity. It lays down provisions in relation to transmission and distribution of electricity. It states that the Central Electricity Authority may in consultation with the State Government specify suitable measures for specifying action to be taken in relation to any electric line or electrical plant, or any electrical appliance under the control of a consumer for the purpose of eliminating or reducing the risk of personal injury or damage to property or interference with its use.

Insecticides Act, 1968 (the "Insecticides Act")

The Insecticides Act regulates the import, manufacture, sale, transport, distribution and use of insecticides with a view to prevent risk to human beings or animals, and matters connected therein. Any person who desires to manufacture or sell or exhibit for sale or distribute any insecticides or undertake commercial pest control operations with the use of insecticides needs to make an application to the licensing officer for the grant of the license. The Act contains various prohibitions regarding the import, manufacture and sale of insecticides.

Fire Prevention Laws

The State legislatures in India have the power to endow the municipalities with the power to implement schemes and perform functions in relation to matters listed in the 12th Schedule to the Constitution of India, which includes fire prevention and firefighting services. These legislations include provisions in relation to fire safety and life saving measures by occupiers of buildings, procedure for obtaining no objection certificate and penalties for non-compliances.

Legal Metrology Act, 2009 (the "LM Act")

The Legal Metrology Act came into effect on January 14, 2010 and has repealed and replaced the Standards of Weights and Measures Act, 1976 and the Standards of Weights and Measures (Enforcement) Act, 1985. The Legal Metrology Act seeks to establish and enforce standards of weights and measures, regulate trade and commerce in weights, measures and other goods which are sold or distributed by weight, measure or number and for matters connected therewith or incidental thereto.

The Legal Metrology Act provides that for prescribed specifications for all weights and measures used by an entity to be based on metric system only. Such weights and measures are required to be verified and re-verified periodically before usage through government approved test centres. Under the provisions of the Legal Metrology Act, pre-packaged commodities are required to bear statutory declarations and entities are required to obtain a registration of the instruments used before import of any weight or measure. Approval of model is required before manufacture or import of any weight or measure.

Legal Metrology (Packaged Commodities) Rules, 2011 (the "Packaged Commodities Rules")

The Packaged Commodities Rules was framed under Section 52(2) (j) and (q) of the Legal Metrology Act and lays down specific provisions applicable to packages intended for retail sale, whole sale and for export and import. A "pre-packaged commodity" means a commodity which without the purchaser being present is placed in a package of a pre-determined quantity. The key provisions of the Packaged Commodities Rules are:

- It is illegal to manufacture, pack, sell, import, distribute, deliver, offer, expose or possess for sale any pre-packaged commodity unless the package is in such standard quantities or number and bears thereon such declarations and particulars as prescribed;
- All pre-packaged commodities must conform to the declarations provided thereon as per the requirement of Section 18(1) of the Legal Metrology Act; and
- No pre-packaged commodity shall be packed with error in net quantity beyond the limit prescribed in the first schedule of the Packaged Commodity Rules.

Pursuant to the Legal Metrology (Packaged Commodities) (Third Amendment) Rules, 2022 dated August 22, 2022 ("**Amendment**"), the mandatory labelling requirements applicable to pre-packaged commodities under the Packaged Commodities Rules are not applicable to garments or hosiery sold in loose form. The Amendment clarifies that the labelling requirements for garments or hosiery sold in loose form include the name/description of the product, the size of the product in internationally recognizable size indicators (such as S, M, L, XL etc.) along with details in metric notation in centimetres or metres, the maximum retail price, and the name, full address and customer care number of the manufacturer. Packaged Commodity Rules have subsequently incorporated amendments to increase protection granted to consumers especially relating to e-commerce entities. Pursuant to the amendments e-commerce entities are to ensure that mandatory declarations are displayed on the digital and electronic network used for e-commerce transactions. In the marketplace model of e-commerce, responsibility of correctness of the declarations lies with the manufacturer, or seller or dealer or importer provided certain conditions are met.

Bureau of Indian Standards Act, 2016 (the "BIS Act")

The BIS Act establishes the Bureau of Indian Standards (BIS) as the National Standards Body of India. The BIS Act has enabling provisions for the Government to bring under compulsory certification regime any goods or article of any scheduled industry, process, system or service which it considers necessary in the public interest or for the protection of human, animal or plant health, safety of the environment, or prevention of unfair trade practices, or national security. The BIS Act also allows multiple type of simplified conformity assessment schemes including self-declaration of conformity against a standard which will give simplified options to manufacturers to adhere to the standards and get certificate of conformity. The BIS Act enables the Central Government to appoint any authority/agency, in addition to the BIS, to verify the conformity of products and services to a standard and issue certificate of conformity. Further, there is also a provision for repair or recall, including product liability of the products bearing standard mark but not conforming to the relevant Indian Standard.

Consumer Protection Act, 2019 ("COPRA") and Consumer Protection (E-Commerce) Rules, 2020 ("E-Commerce Rules")

The COPRA has superseded Consumer Protection Act, 1986 and came into force on July 20, 2020. The COPRA has been promulgated to provide for the protection of consumers' interests, to establish authorities for timely and effective administration and settlement of consumers' disputes and other connected matters. The COPRA provides for establishment of the Central Consumer Protection Council to render advice on promotion and protection of consumers' rights and the Central Consumer

Protection Authority to regulate matters relating to violation of rights of consumers, unfair trade practices and false or misleading advertisements which are prejudicial to the interests of public and consumers, and to protect, promote and enforce the rights of the consumers. The COPRA also provides for the establishment of the Consumer Disputes Redressal Commissions at the district, state and national level. The E-Commerce Rules have brought e-commerce entities and their customers under its purview including providers of technologies or processes for advertising or selling, online marketplace or online auction sites. The COPRA also provides for referring the disputes to mediation for early settlement of the disputes between the parties and also prescribes the offences and the penalties for such offences.

The Ministry of Consumer Affairs, Food and Public Distribution has on June 21, 2021 released proposed amendments to the E-Commerce Rules, for comments, which, amongst others, imposes new registration requirements for e-commerce entities, mandatory partnering with the National Consumer helpline of the Central Government, abandon flash sales of goods and services offered by e-commerce entities on their platforms and mandating sharing of information with the Government agencies which is lawfully authorized for investigative or protective or cyber security activities and pursuant to receipt of an order within 72 hours for the purposes of verification of identity, or for the prevention, detection, investigation, or prosecution, of offences under any law for the time being in force, or for cyber security incidents. Further, the proposed changes would require that e-commerce entities to mention the name and details of any importer from whom they have purchased such goods or services and must mention the country of origin of the goods to ensure fair opportunity for domestic goods. Additionally, the e-commerce entities shall not allow display or promotion of any misleading advertisement or engage in mis-selling of goods on the platform. The proposed amendments have also introduced the concept of "fall-back liability", which says that e-commerce entities will be held liable in case a registered seller on their platform fails to deliver goods or services due to negligent conduct, which causes loss to the customer.

Draft E-Commerce Policy, 2019 ("2019 Draft Policy")

In March 2019, the DPIIT had invited comments from stakeholders and the public on the 2019 Draft Policy. Among other items, the 2019 Draft Policy proposed that measures should be taken to regulate cross-border data flow, establish a level playing field for domestic and foreign e-commerce players, boost sale of domestic products through e-commerce, and generally regulate e-commerce in India DPIIT is currently working on a revised draft policy.

The Guidelines for Prevention of Misleading Advertisements and Endorsements for Misleading Advertisements, 2022 ("Advertisement Guidelines")

The Advertisement Guidelines provide for the prevention of false or misleading advertisements and making endorsements relating thereto. The Advertisement Guidelines apply *inter alia* to a manufacturer and to all advertisements regardless of form, format or medium. The Advertisement Guidelines law down the conditions for non-misleading and valid advertisement and prohibit surrogate or indirect advertisements of goods or services whose advertising is prohibited or restricted by law, by portraying it to be an advertisement for other goods or services, the advertising of which is not prohibited or restricted by law. Further, the Advertisement Guidelines lay down duties of *inter alia* a manufacturer and provide *inter alia* that every manufacturer shall ensure that all descriptions, claims and comparisons in an advertisement which relate to matters of objectively ascertainable facts shall be capable of substantiation. The Advertisement Guidelines further provide that any endorsement in an advertisement must reflect the genuine, reasonably current opinion of the individual, group or organisation making such representation and must be based on adequate information about, or experience with, the identified goods, product or service and must not otherwise be deceptive.

The Collection of Statistics Act, 2008 (the "Statistics Act")

The Statistics Act enables the central, state and local governments to direct that the statistics on economic, demographic, social, scientific and environmental aspects shall be collected through a statistical survey or otherwise and thereupon, the provisions of the Statistics Act would apply to such statistics. The central or the state government have also been enabled to appoint a nodal officer for the purposes of statistics under the Act. The appropriate government i.e., the Central Government or the State Government or the Union Territory Administration or the local government, as the case may be can also appoint statistics officers for any geographical unit for the purpose of collecting any statistics directed by it.

Shops and establishments legislations

Under the provisions of local shops and establishments legislations applicable in the states in India where our establishments are set up and business operations exists, such establishments are required to be registered. Such legislations regulate the working and employment conditions of the workers employed in shops and establishments, including commercial establishments, and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of records, maintenance of shops and establishments and other rights and obligations of the employers and employees. These shops and establishments' acts, and the relevant rules framed thereunder, also prescribe penalties in the form of monetary fine or imprisonment for violation of provisions, as well as procedures for appeal in relation to such contravention of the provisions.

Information Technology Act, 2000 (the "IT Act")

The IT Act seeks to provide legal recognition to transactions carried out by various means of electronic data interchange and other means of electronic communication and facilitate electronic filing of documents with the Government agencies. The IT Act also creates a mechanism for the authentication of electronic documentation through digital signatures.

The IT Act prescribes punishment for publishing and transmitting obscene material in electronic form. The IT Act provides for extraterritorial jurisdiction over any offence or contravention under the IT Act committed outside India by any person, irrespective of their nationality, if the act or conduct constituting the offence or contravention involves a computer, computer system or computer network located in India. Additionally, the IT Act empowers the Government of India to direct any of its agencies to intercept, monitor or decrypt any information generated, transmitted, received or stored in any computer source in the interest of sovereignty, integrity, defense and security of India, among other things.

The Department of Information Technology, ("**DoIT**") Ministry of Electronics and Information Technology, Government of India, in April 2011, notified the Information Technology (Reasonable Security Practices and Procedures and Sensitive Personal Data or Information) Rules, 2011 ("**IT Security Rules**") which prescribe directions for the collection, disclosure, transfer and protection of sensitive personal data by a body corporate or any person acting on behalf of a body corporate. The IT Security Rules require every such body corporate to provide a privacy policy for handling and dealing with personal information, including sensitive personal data, ensuring security of all personal data collected by it and publishing such policy on its website. The IT Security Rules further require that all such personal data be used solely for the purposes for which it was collected, and any third-party disclosure of such data is made with the prior consent of the information provider, unless contractually agreed upon between them or where such disclosure is mandated by law.

The DoIT also notified the Information Technology (Intermediaries Guidelines and Digital Media Ethics Code) Rules, 2021 ("**IT Intermediary Rules**") requiring intermediaries and publishers receiving, storing, transmitting, or providing any service with respect to electronic messages or any other information to not knowingly host, publish, transmit, select or modify any information prohibited under the IT Intermediary Rules, to disable hosting, publishing, transmission, selection or modification of such information once they become aware of it, as well as specifying the due diligence to be observed by intermediaries. The IT Intermediary Rules further require the intermediaries to provide for a grievance redressal mechanism and appoint a nodal officer and are resident grievance officer.

The National Digital Communications Policy, 2018 (the "NDCP 2018")

The NDCP 2018 was notified by the Ministry of Communications, Department of Telecommunications vide gazette notification dated October 22, 2018. The policy seeks to support India's transition to a digitally empowered economy and society. The NDCP 2018 aimed to accomplish the following strategic objectives by 2022: (i) provision of broadband for all; (ii) creating four million additional jobs in the digital communications sector; (iii) enhancing the contribution of the digital communications sector to eight per cent of India's GDP; (iv) propelling India to the top 50 nations in the ICT Development Index published by the United Nations International Telecommunication Union; (v) enhancing India's contribution to global supply chains; and (vi) ensuring digital sovereignty. The NDCP 2018 also contemplates among others, (a) establishment of a national digital grid by creating a national fiber authority; (b) establishing common service ducts and utility corridors in all new cities and highway road projects; (c) creating a collaborative institutional mechanism between the central government, the state governments and the local bodies for common right of way; (d) standardization of cost and timelines; (e) removal of barriers to approvals; and (f) facilitating development of open access generation networks.

The Digital Personal Data Protection Act, 2023 ("Data Protection Act")

The Data Protection Act provides for collection and processing of digital personal data by persons, including companies. According to Data Protection Act companies collecting and dealing in high volumes of personal data will be defined as significant data fiduciaries. These significant data fiduciaries will be required to fulfil certain additional obligations under the Data Protection Act including appointment of data protection officer who will be point of contact between such fiduciaries and individuals for grievance redressal. Further such data fiduciaries will also be required to appoint an independent data auditor who will evaluate their compliance with the Data Protection Act. The relevant rules for the enforcement of the Data Protection Act have not been published and notified.

Local Municipal Laws

Our Company is subject to various laws framed by the municipal corporations of the states in which our stores and distribution and packing centers are located, which regulate and require us to obtain licenses for, among others, selling certain kinds of food products, quantity of products which can be stocked, sold and packed and usage of hoardings.

Environmental Legislation

Environment Protection Act, 1986 (the "EP Act"), Environment Protection Rules, 1986 (the "EP Rules") and EIA Notification, 2006 (the "EIA")

The EP Act has been enacted with an objective of protection and improvement of the environment and for matters connected therewith. As per the EP Act, the Central Government has been given the power to take all such measures for the purpose of protecting and improving the quality of the environment and to prevent environmental pollution. Further, the Central Government has been given the power to give directions in writing to any person or officer or any authority for any of the purposes of the EP Act, including the power to direct the closure, prohibition or regulation of any industry, operation, or process. The EP Rules prescribes the standards for emission or discharge of environmental pollutants from industries, operations, or processes, for the purpose of protecting and improving the quality of the environment and preventing and abating environmental pollution. Additionally, under the EIA Notification and its subsequent amendments, projects are required to mandatorily obtain environmental clearance from the concerned authorities depending on the potential impact on human health and resources.

The Water (Prevention and Control of Pollution) Act, 1974 (the "Water Act")

The Water Act provides for one Central Pollution Control Board, as well as state pollution control boards, to be formed to implement its provisions, including enforcement of standards for factories discharging pollutants into water bodies. The Water Act prohibits the use of any stream or well for the disposal of polluting matter, in violation of the standards set down by the State PCB. The Water Act also provides that the consent of the State PCB must be obtained prior to opening of any new outlets or discharges, which are likely to discharge sewage effluent. The Water Act prescribes specific amounts of fine and terms of imprisonment for various contraventions. The Parliament of India has recently passed the Water (Prevention and Control of Pollution) Amendment Act, 2024, which seeks to amend the Water Act to, *inter alia*, decriminalize certain offences, increased penalties for violation of the provisions of the Water Act in the range of ₹ 10,000 to ₹ 1,500,000.

The Air (Prevention and Control of Pollution) Act, 1981 (the "Air Act")

The Air Act provides for the prevention, control and abatement of air pollution. Under the Air Act, the State Government may, after consultation with the state pollution control board declare, any area or areas within the State as air pollution control area or areas for the purposes of the Air Act. Pursuant to the provisions of the Air Act, any person establishing or operating any industrial plant within an air pollution control area, must obtain the consent of the relevant state pollution control board prior to establishing or operating such industrial plant. Further, under section 22 of the Air Act, no person operating any industrial plant in any air pollution control area shall discharge or permit or cause to be discharged the emission of any air pollutant in excess of the standards laid down by the state pollution control board. The Air Act prescribes specific amounts of fine and terms of imprisonment for various contraventions.

The Plastic Waste Management Rules, 2016 (the "Plastic Rules")

The Plastic Rules give thrust on plastic waste minimisation, source segregation, recycling, involving waste pickers, recyclers and waste processors in collection of plastic waste fraction either from households or any other source of its generation or intermediate material recovery facility and adopt polluter's pay principle for the sustainability of the waste management system. The manufacture, import, stocking, distribution, sale and use of carry bags, plastic sheets or like, or cover made of plastic sheet and multi-layered packaging, shall be, *inter alia*, subject to the following conditions like: carry bags and plastic packaging shall either be in natural shade which is without any added pigments or made using only those pigments and colourants which are in conformity with Indian Standard: IS 9833:1981, sachets using plastic material shall not be used for storing, packing or selling gutkha, tobacco and pan masala, etc.

The E-waste Management Rules, 2023 (the "E-waste Rules")

E-waste means electrical and electronic equipment, whole or in part discarded as waste by the consumer or bulk consumer as well as rejects from manufacturing, refurbishment and repair processes. The E-waste Rules provide for different responsibilities of the manufacturer, producer, consumer, bulk consumer, collection centres, dealers, e-retailer, refurbisher, dismantler and recycler involved in manufacture, sale, transfer, purchase, collection, storage and processing of e-waste or electrical and electronic equipment listed in Schedule I of the E-waste Rules. The State Government is also responsible for earmarking or allocation of industrial space or shed for e-waste dismantling and recycling in the existing and upcoming industrial park, estate and industrial clusters.

Labour Law legislations

The various other labour and employment-related legislations (and rules issued thereunder) that may apply to our operations, from the perspective of protecting the workers' rights and specifying registration, reporting and other compliances, and the requirements that may apply to us as an employer, would include the following:

- Apprentices Act, 1961;
- Employee's Compensation Act, 1923;
- Employees' Provident Funds and Miscellaneous Provisions Act, 1952;
- Employees' State Insurance Act, 1948;

- The Equal Remuneration Act, 1976;
- Maternity Benefit Act, 1961;
- Minimum Wages Act, 1948;
- Payment of Bonus Act, 1965;
- Payment of Gratuity Act, 1972;
- Payment of Subsistence Allowance Act, 1988;
- Payment of Wages Act, 1936;
- The Child Labour (Prohibition and Regulation) Act, 1986;
- The Labour Welfare Fund Act, 1965;
- The Public Liability Insurance Act, 1991;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

In order to rationalize and reform labour laws in India, the Government of India has framed four labour codes, which will be applicable to the operations of our Company, once they have been notified, namely:

(a) The Occupational Safety, Health and Working Conditions Code, 2020 received the assent of the President of India on September 28, 2020, and proposes to subsume certain existing legislations, including the Factories Act, 1948, the Contract Labour (Regulation and Abolition) Act, 1970, and the Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979. This code proposes to provide for, *among other things*, standards for health, safety and working conditions for employees of establishments, and will come into effect on a date to be notified by the Central Government.

(b) The Industrial Relations Code, 2020 received the assent of the President of India on September 28, 2020, and proposes to subsume three existing legislations, namely, the Industrial Disputes Act, 1947, the Trade Unions Act, 1926 and the Industrial Employment (Standing Orders) Act, 1946. The Industrial Relations Code, 2020 will come into effect on a date to be notified by the Central Government.

(c) The Code on Wages, 2019 received the assent of the President of India on August 8, 2019. Through its notification dated December 18, 2020, the Government of India brought into force certain sections of the Code on Wages, 2019. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume four separate legislations, namely, the Payment of Wages Act, 1936, the Minimum Wages Act, 1948, the Payment of Bonus Act, 1965 and the Equal Remuneration Act, 1976.

(d) The Code on Social Security, 2020 received the assent of the President of India on September 28, 2020. Through its notification dated April 30, 2021, the Government of India brought into force section 142 of the Code on Social Security, 2020. The remaining provisions of this code will be brought into force on a date to be notified by the Government of India. It proposes to subsume several separate legislations including the Employee's Compensation Act, 1923, the Employees' State Insurance Act, 1948, the Employees' Provident Funds and Miscellaneous Provisions Act, 1952, the Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, the Maternity Benefit Act, 1961, and the Payment of Gratuity Act, 1972.

<u>Intellectual Property Laws</u>

The Trade Marks Act, 1999 (the "Trademarks Act")

The Trademarks Act governs the statutory protection of trademarks and prohibits any registration of deceptively similar trademarks, among others. The purpose of the Trade Marks Act is to grant exclusive rights to marks such as a brand, label and heading, and to obtain relief in case of infringement of such marks. Indian law permits the registration of trademarks for both goods and services. Under the provisions of the Trademarks Act, an application for trademark registration may be made before the Trademark Registry by any person claiming to be the proprietor of a trade mark, whether individual or joint applicants, and can be made on the basis of either actual use or intention to use a trademark in the future. Once granted, a trademark registration is valid for 10 years unless cancelled, subsequent to which, it can be renewed. If not renewed, the mark lapses and the registration are required to be restored. Further, pursuant to the notification of the Trade Marks (Amendment) Act, 2010 ("**Trademark Amendment Act**") simultaneous protection of trademarks in India and other countries has been made available to owners of Indian and foreign trademarks. The Trademark Amendment Act also seeks to simplify the law relating to transfer of ownership of trademarks by assignment or transmission and to conform Indian trademark law to international practice.

The Patents Act 1970 (the "Patents Act")

The Patents Act governs the patent regime in India. A patent under the Patents Act is an intellectual property right relating to inventions and grant of exclusive right, for limited period, provided by the Government to the patentee, in exchange of full disclosure of his invention, for excluding others from making, using, selling and importing the patented product or process or produce that product. Being a signatory to the Agreement on Trade Related Aspects of Intellectual Property Rights, India is required to recognize product patents as well as process patents. In addition to the broad requirement that an invention must satisfy the requirements of novelty, utility and non-obviousness in order for it to avail patent protection, the Patents Act further provides that patent protection may not be granted to certain specified types of inventions and materials even if they satisfy the above criteria.

The Copyright Act, 1957 and the Copyright Rules, 2013 (the "Copyright Rules")

The Copyright Laws governs copyright protection in India. Even while copyright registration is not a prerequisite for acquiring or enforcing a copyright in an otherwise copyrightable work, registration under the Copyright Laws acts as prima facie evidence of the particulars entered therein and helps expedite infringement proceedings and reduce delay caused due to evidentiary considerations. The Copyright Laws prescribe a fine, imprisonment or both for violations, with enhanced penalty on second or subsequent convictions.

Foreign Investment and Trade Regulations

Foreign Investment Regulations

Foreign investment in India is governed by the provisions of Foreign Exchange Management Act, 1999, as amended, along with the rules, regulations and notifications made by the Reserve Bank of India thereunder, and the consolidated FDI Policy, effective from October 15, 2020, issued by the DPIIT, and any modifications thereto or substitutions thereof, issued from time to time (the "**Consolidated FDI Policy**"). In terms of the FEMA Non-debt Instruments Rules and the FDI Policy, up to 100% foreign investment is currently permitted in a company engaged in manufacturing activities in India (including contract manufacturing in India).

Foreign Trade (Development and Regulation) Act, 1992 and the rules framed thereunder (the "FTA")

The FTA is the main legislation concerning foreign trade in India. The FTA, read with the Foreign Trade (Regulation) Rules, 1993 provides for the development and regulation of foreign trade by facilitating imports into, and augmenting exports from, India and for matters connected therewith or incidental thereto. It authorizes the government to formulate as well as announce the foreign trade policy and to keep amending the same on a timely basis. The government has also been given a wide power to prohibit, restrict and regulate the exports and imports in general as well as specified cases of foreign trade. The FTA read with the Foreign Trade Policy, 2023 prohibits anybody from undertaking any import or export except under an importer-exporter code ("**IEC**") number granted by the Director General of Foreign Trade. Hence, every entity in India engaged in any activity involved in import/export is required to obtain an IEC unless specifically exempted from doing so. The IEC shall be valid until it superseded or cancelling by the issuing authority. An IEC number allotted to an applicant is valid for all its branches, divisions, units and factories. Failure to obtain the IEC number shall attract penalty under the FTA.

Customs Act, 1962 (the "Customs Act")

Under the Customs Act, the Central Government has the power to prohibit either absolutely or subject to such conditions, the import or export of goods of any specified description. Further, the Central Government may specify goods of such class or description, if it is satisfied that it is necessary to take special measures for the purpose of checking the illegal import, circulation or disposal of such goods.

Laws Relating to Taxation

Laws Relating to Taxation

The Goods and Services Tax ("**GST**") is levied on supply of goods or services or both jointly by the Central Government and State Governments. GST provides for imposition of tax on the supply of goods or services and will be levied by the Central Government and by the state government including union territories on intra-state supply of goods or services. Further, Central Government levies GST on the inter-state supply of goods or services. The GST is enforced through various acts viz. Central Goods and Services Act, 2017 ("**CGST**"), relevant state's Goods and Services Act, 2017 ("**SGST**"), Union Territory Goods and Services Act, 2017 ("**UTGST**"), Integrated Goods and Services Act, 2017 ("**IGST**"), Goods and Services (Compensation to States) Act, 2017 and various rules made thereunder.

Further, the Income-tax Act, 1961 (the "**Income Tax Act**") is applicable to every company, whether domestic or foreign whose income is taxable under the provisions of the Income Tax Act or rules made there under depending upon its "Residential Status" and "Type of Income" involved. The Income Tax Act provides for the taxation of persons resident in India on global income and persons not resident in India on income received, accruing or arising in India or deemed to have been received, accrued or arising in India. Every company assessable to income tax under the Income Tax Act is required to comply with the provisions thereof, including those relating to tax deduction at source, advance tax, minimum alternative tax, etc. In 2019, the Government has also passed an amendment act pursuant to which concessional rates of tax are offered to a few domestic companies and new manufacturing companies.

Other Indian laws

In addition to the above, we are also governed by the provisions of the Companies Act, 2013 and rules framed thereunder. Additionally, we are also subject to the provisions of the Competition Act, 2002 and rules framed thereunder, and other applicable laws and regulation imposed by the Central Government and State Governments and other authorities for over day-to-day business, operations, and administration.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief history of our Company

Our Company was originally incorporated as 'Rishanth Wholesale Trading Private Limited' at Gurugram as a private limited company under the Companies Act, 2013, pursuant to a certificate of incorporation dated March 27, 2018, issued by the RoC. Subsequently, the name 'Rishanth Wholesale Trading Private Limited' was changed to 'Vishal Mega Mart Private Limited' and a fresh certificate of incorporation was issued by the RoC on May 28, 2020. Subsequently, our Company was converted to a public limited company and the name of our Company changed to 'Vishal Mega Mart Limited' pursuant to a Shareholders' resolution dated April 26, 2024 and a fresh certificate of incorporation dated May 10, 2024 was issued by the RoC.

The Registered and Corporate Office of our Company is located at Plot No. 184, Fifth Floor, Platinum Tower Udyog Vihar, Phase-1, Gurugram, Haryana 122 016, India.

Description of Scheme of Amalgamation between Vishal Mega Mart Private Limited and Rishanth Wholesale Trading Private Limited

A company named 'Micronet Infrastructure Private Limited' was incorporated at Mumbai as a private limited company under the Companies Act, 1956, pursuant to a certificate of incorporation dated May 31, 2010 issued by the Registrar of Companies, Maharashtra at Mumbai. Subsequently, the name of Micronet Infrastructure Private Limited was changed to 'TPG Wholesale Private Limited' pursuant to a certificate of incorporation, issued by the Registrar of Companies, Maharashtra at Mumbai on September 21, 2010. Further, the name of the aforesaid company was again changed from 'TPG Wholesale Private Limited' to 'Vishal Mega Mart Private Limited' pursuant to a certificate of incorporation dated November 4, 2016 issued by the Registrar of Companies, New Delhi ("**Pre-merger VMMPL**").

Subsequently, the business of Pre-merger VMMPL, i.e., of Vishal Mega Mart Private Limited, being the transferor was transferred to Rishanth Wholesale Trading Private Limited, the transferee, i.e., our Company, pursuant to a Scheme of Amalgamation sanctioned by the National Company Law Tribunal, Chandigarh bench by way of its order dated March 16, 2020 ("**Order**"). The Scheme of Amalgamation came into effect from the date on which the Order was filed with the RoC. Pursuant to the Scheme of Amalgamation, the name of Rishanth Wholesale Trading Private Limited was changed to 'Vishal Mega Mart Private Limited' on May 28, 2020 and the Pre-merger VMMPL was dissolved. In furtherance of the Scheme of Amalgamation and pursuant to a valuation report dated July 27, 2020, the per share value of Pre-merger VMMPL, being the transferor was determined to be ₹15.70 as on July 24, 2020. Further, apart from Manas Tandon, Nishant Sharma and Sanjeev Aga, who were directors on the board of Pre-merger VMMPL, Gunender Kapur who was managing director on the board of Pre-merger VMMPL, none of our Promoters or Directors are related to the Pre-merger VMMPL, being the transferor. For further details, see "- *Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years*" on page 170.

Milestones of the Pre-merger VMMPL are as follows:

Financial Year	Major events, milestones of Pre-merger VMMPL
2017	Crossed revenue of ₹ 20,000 million, with 195 stores running
2018	Achieved majority of sales from own brands in apparels and accelerated share of own brands in general merchandise and FMCG segments
2018	Expanded our operations in southern India
2020	Received the NCPDEP – Mindtree Hellen Keller Award
2020	Crossed revenue of ₹ 50,000 million, with more than 350 stores running

Changes in the Registered Office

Except as disclosed below, there has been no change in the registered office of our Company since the date of incorporation:

Effective date of change	Details of change in the address of the registered office	Reasons for change in the address of the registered office
October 22, 2019	Change of registered office from '*221, JMD Megapolis Tower, Sector 48, Gurgaon*' to '*Plot No. 184, Fifth Floor, Platinum Tower Udyog Vihar, Phase-1, Gurgaon, Gurugram, Haryana 122 016, India*'.	To streamline various corporate functions with better administrative control, supervision and convenience which would facilitate to achieve short and long term expansion goals of the Company.

Main objects of our Company

The main objects contained in our Memorandum of Association are as follows:

1. *To undertake the business of manufacturing (including but not limited to contract manufacturing) various products including consumer durables, apparels, general merchandise (including but not limited to health & hygiene products, lifestyle products, insecticides, furniture & home furnishings, stationary, gyming & sports equipment, eyewear, leather*

products, toys, kitchen utensils & crockery), cosmetics, Electricals & electronics, footwear and fast moving consumer goods (both food and non-food), processing of Agricultural produce and all other such & similar products that the Company may deem proper to manufacture in line with the business requirements and consumer demand and sale of these manufactured products.

2. *To act as a franchisor and to grant various non-exclusive franchisee's the right to use certain intellectual property (whether registered or unregistered) which are owned by the Company, to sell products supplied by the Company and to appoint third party product suppliers, that are authorised and nominated for supplying product of brands other than the Company's branded Products, to supply such products to the said appointed franchisees.*

The main objects as contained in our Memorandum of Association enable our Company to carry on the business presently being carried out and proposed to be carried out by it.

Amendments to the Memorandum of Association

Set out below are the amendments to our Memorandum of Association in the last 10 years:

Date of Shareholders' resolution	Particulars
July 30, 2018	Clause V of the Memorandum of Association was altered to reflect the increase of authorised share capital of our Company from ₹2,500,000 to ₹50,000,000.
August 6, 2018	Clause III A of the Memorandum of Association was altered to reflect the replacement of the following clauses to the Main Objects to be pursued by our Company: *"1. To undertake cash and carry wholesale/ retail trading operations in India on its own or through any other company, joint venture or subsidiary company and to acquire and / or establish state of art cash and carry complexes for all products, either food or non-food, manufactured or sourced from supplier by the Company or on behalf of the Company in domestic and / or foreign markets.* *2. To carry on the business and to work as wholesale/ retail traders, commission agents. Guarantors, brokers, contractors, importers, dealers and workers in all kinds of goods and merchandise, manufactured of any description, quality, kind and variety in which the Company is authorised to carry on business and to provide all kinds of services including repairs, after sales service, to source products from producers, manufacturers, suppliers, wholesalers, to undertake trading operations in India."* Clause III B of the Memorandum of Association was altered to reflect the replacement of the following clause to the Objects to be pursued by the Company: *"7. To receive money in any form, borrow or raise money, other than public deposits, in such manner and on such terms and conditions as the Company may consider expedient including by issuance of bonds or debentures and secure and discharge any debt or obligation binding on the Company in such manner as may be thought fit, and in particular by creation of mortgages, hypothecations, pledges and other security interests in the undertaking and on all any of the immovable and movable property (present or future) of the Company (including shares held by it in its subsidiaries) and the uncalled capital of the Company, or by the creation and issue, on such terms as may be thought expedient, of shares, bonds, debentures or debenture-stock, perpetual or otherwise, or otherwise, or other securities of any description.* *8. To acquire or amalgamate with any other company, or to enter into an arrangement with any person or company, whether or not the objects or any of them are similar to the objects of this Company, or whose business is similar to the business of this Company, including by way of purchase (for fully or partly paid-up shares or otherwise), whether by assuming liabilities of such other company or by way of acquiring all or a controlling interest in the shares or stock of such company or by partnership or in any other manner.* *12. To acquire, invest, undertake or takeover the whole or any part of the business, property and liabilities of any person pr persons, firm or corporation, carrying on any business which this Company is authorised to carry on, or proposed of, or any property or rights suitable for the purposes of this Company.* *20. To sell encumber, pledge, mortgage, assign, hypothecate or dispose of all or any undertaking of the Company or any part thereof for such consideration, as the Company may think fit.* *24. To open, operate and maintain accounts with any Banks, Bankers, Merchants or Financial Institutions and to draw, make, accept, endorse, negotiate, discount, execute and issue bills of exchange, promissory notes, bills of lading, warrants, debentures and other negotiable or transferable instruments or securities in respect of such accounts and to pay and draw money from such accounts.* *25. To insecure the whole or any part of the property of the Company, either fully or partially, to protect and indemnify the Company and/or its lenders and/ or creditors (in respect of the assets/ property secured by the Company in their favour), from liability or loss in any respect, either fully or partially, and also to insure and to protect and to indemnify any part or portion thereof."*

Date of Shareholders' resolution	Particulars
October 24, 2018	Clause V of the Memorandum of Association was altered to reflect the increase of authorised share capital of our Company from ₹ 50,000,000 to ₹ 250,000,000.
October 31, 2018	Clause V of the Memorandum of Association was altered to reflect the increase of authorised share capital of our Company from ₹ 250,000,000 to ₹ 52,000,000,000.
May 16, 2020	Clause V of the Memorandum of Association was altered to reflect the increase of authorised share capital of our Company from ₹ 52,000,000,000 to ₹ 58,600,000,000 pursuant to the Scheme of Amalgamation
May 25, 2020	Amendment to clause I of the MoA pursuant to change in the name of our Company from "Rishanth Wholesale Trading Private Limited" to "Vishal Mega Mart Private Limited".
March 22, 2024	Clause III A of the Memorandum of Association was altered to reflect the replacement of the following clauses to the Main Objects to be pursued by our Company: *"1. To undertake the business of manufacturing (including but not limited to contract manufacturing) various products including consumer durables, apparels, general merchandise (including but not limited to health & hygiene products, lifestyle products, insecticides, furniture & home furnishings, stationary, gyming & sports equipment, eyewear, leather products, toys, kitchen utensils & crockery), cosmetics, Electricals & electronics, footwear and fast moving consumer goods (both food and non-food), processing of Agricultural produce and all other such & similar products that the Company may deem proper to manufacture in line with the business requirements and consumer demand and sale of these manufactured products.* *2. To act as a franchisor and to grant various non-exclusive franchisee's the right to use certain intellectual property (whether registered or unregistered) which are owned by the Company, to sell products supplied by the Company and to appoint third party product suppliers, that are authorised and nominated for supplying product of brands other than the Company's branded Products, to supply such products to the said appointed franchisees."*
May 10, 2024	Clause I of the MoA was amended to reflect the change in the name of our Company pursuant to conversion into public limited company, from "Vishal Mega Mart Private Limited" to "Vishal Mega Mart Limited" upon conversion of our Company

Major events, milestones of our Company and awards, accreditations and recognitions received by our Company

Financial Year	Major events, milestones of our Company and awards, accreditations and recognitions received by our Company
2022	Inaugurated its 500th store in India, and the spread of our stores reached to more than 300 cities
2022	Launched E-commerce/ Omni-channel Platform and Vishal Mega Mart Mobile Application, operated by our Material Subsidiary
2023	Crossed an aggregate of 10 million square feet of retail space
2024	Recognized as "Best Loyalty Programme of the Year - Food Retail and Non Food Retail" at the International Loyalty Awards 2023
2024	"Regional Winner Asia including the Indian sub-continent and all areas East" at the International Loyalty Awards, 2023
2024	Awarded Gold at Singapore's Loyalty and Engagement Awards 2023, in the category "Best Loyalty Strategy – Retail".
2024	Excellence in Value Retail – Bringing Societal Change through Advertising" at the Jagran Achiever Awards 2023
2024	Inaugurated its 600th store in India, and the spread of our stores reached to nearly 400 cities
2024	Became debt-free after repaying term loans taken for operational purposes*

** We have letters of credit which are utilised for the purposes of working capital by us. As of October 31, 2024, an amount of ₹ 32.11 million is outstanding. For further details, see "Financial Indebtedness on page 296.*

Corporate profile

For details in relation to our corporate profile including details of our business, profile, activities, services, market, growth, competition, technology, and managerial competence, see "*Risk Factors", "Our Business", "Our Management" and "Management's Discussion and Analysis of Financial Condition and Results of Operations"* on pages 22, 137, 175 and 267, respectively.

Time and cost over-runs

Our Company has not experienced any time or cost overruns in the development, implementation pertaining to our business operations.

Defaults or re-scheduling/restructuring of borrowings with financial institutions/banks

Other than in ordinary course of business. there have been no defaults or re-scheduling/ re-structuring in relation to borrowings availed by us from any bank or financial institution.

Capacity/ facility creation, launch of key products or services, entry into new geographies or exit from existing markets

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, to the extent applicable, see "*Our Business*" and " – *Major events, milestones of our company and awards, accreditations and recognitions received by our Company*" on pages 137 and 169, respectively.

Lock-out and strikes

There have been no lock-outs or strikes at any time in our Company.

Significant financial or strategic partners

Our Company does not have any significant financial or strategic partners as on the date of this Red Herring Prospectus.

Details of guarantees given to third parties by promoters offering Equity Shares in the Offer

The Promoter Selling Shareholder has not given any guarantee to a third party.

Launch of key products or services, entry into new geographies or exit from existing markets

For details of key products or services launched by our Company, entry into new geographies or exit from existing markets, see "*Our Business – Our Products and Brands*" on page 151.

Holding Company

One of our Promoters, Samayat Services LLP, is our holding company. For details of our holding company, see "*Our Promoters and Promoter Group*" on page 190.

Details regarding material acquisitions or divestments of business/ undertakings, mergers, amalgamations or any revaluation of assets, in the last 10 years

Other than as disclosed below, our Company has not acquired any material business/ undertakings, and has not undertaken any mergers, amalgamations or any revaluation of assets, in the last 10 years.

Scheme of Amalgamation between Vishal Mega Mart Private Limited ("Transferor") and Rishanth Wholesale Trading Private Limited ("Transferee") as sanctioned by the National Company Law Tribunal, Chandigarh Bench ("NCLT Chandigarh") by way of its order dated March 16, 2020

Pursuant to a resolution dated December 15, 2018 adopted by our Board, our Company filed a scheme of amalgamation under Sections 230, 231, and 232 of the Companies Act, 2013, before NCLT Chandigarh for amalgamation of Vishal Mega Mart Private Limited ("**Transferor**") with our Company. The purpose of the Scheme of Amalgamation was, *inter alia*, simplification of the structure, driving synergies in operation etc. The Scheme of Amalgamation provided for transfer of the entire business of the Transferor as a going concern, including all assets, rights, licenses and powers, debts, outstanding liabilities, duties, obligations and employees as on the appointed date, being, November 26, 2018 to Rishanth Wholesale Trading Private Limited, the transferee, i.e. our Company. Pursuant to the Scheme of Amalgamation, the authorised share capital of our Company was increased from ₹ 52,000,000,000 of ₹ 10 each to ₹ 58,600,000,000 of ₹ 10 each. Further, pursuant to the Scheme of Amalgamation, the name of our Company was changed from 'Rishanth Wholesale Trading Private Limited' to 'Vishal Mega Mart Private Limited'. The appointed date under the Scheme was November 26, 2018. The NCLT Chandigarh approved the Scheme of Amalgamation vide its order dated March 16, 2020 ("**Order**") and the Scheme of Amalgamation came into effect from the date on which the Order was filed with the RoC. In furtherance of the Scheme of Amalgamation and pursuant to a valuation report dated July 27, 2020, the per share value of Vishal Mega Mart Private Limited was determined to be ₹15.70 as on July 24, 2020. Further, apart from Manas Tandon, Nishant Sharma and Sanjeev Aga, who were directors on the board of the Transferor, Gunender Kapur who was managing director on the board of the Transferor, none of our Promoters or Directors are related to the Transferor.

Memorandum of agreement dated July 23, 2020 executed between Kedaara Capital Fund II LLP and our Company ("ARHPL Agreement")

Pursuant to the ARHPL Agreement, our Company ("**Acquirer**") purchased the entire share capital of the Airplaza Retail Holdings Private Limited ("**ARHPL**") on a fully diluted basis from Kedaara Capital Fund II LLP and Aman Gandhi, the nominee of Kedaara Capital Fund II LLP (the "**Acquiree**") for a total consideration of ₹ 747.56 million. The transfer of shares from the Acquiree to the Acquiror was undertaken on July 23, 2020 ("**Execution Date**"). In furtherance of the ARHPL Agreement and pursuant to a valuation report dated July 27, 2020, the per share value of the Acquiree was determined to be ₹74.68 as on July 24, 2020. As on the date of this Red Herring Prospectus, ARHPL is our Material Subsidiary. Soumya Rajan is a director on the board of our Company and also on the board of ARHPL, in terms of the SEBI Listing Regulations.

Further, while we have acquired ARHPL from the Acquiree, the Acquiree holds controlling interest in our other Promoter, Samayat Services LLP through Rishay Services LLP and Rishanth Services LLP.

Shareholders' agreements and other material agreements

As on the date of this Red Herring Prospectus, there are no arrangements or agreements, deeds of assignment, acquisition agreements, shareholders' agreements, inter-se agreements, any agreements between our Company, our Promoters and our Shareholders, agreements of like nature and clauses/ covenants which are material to our Company. Further, there are no other clauses/ covenants that are adverse or prejudicial to the interest of the minority and public shareholders of our Company.

Key terms of other subsisting material agreements

As on the date of this Red Herring Prospectus, our Company has not entered into any material agreements other than in the ordinary course of business.

Agreements with Key Managerial Personnel, Senior Management Personnel, Directors, Promoters or any other employee

As on the date of this Red Herring Prospectus, there are no agreements entered into by a Key Managerial Personnel or Senior Management Personnel, or Director or Promoters or any other employee of our Company, either by themselves or on behalf of any other person, with any shareholder or any other third-party with regard to compensation or profit sharing in connection with dealings in the securities of our Company.

Subsidiaries

As on the date of this Red Herring Prospectus, our Company has two subsidiaries (in terms of the definition of 'subsidiary' stipulated under section 2(87) of the Companies Act, 2013).

1. ***Airplaza Retail Holdings Private Limited*** ("**ARHPL**")

Corporate Information

ARHPL was incorporated as a private limited company on February 1, 2008, under the Companies Act, 1956, as Airplaza Management Services Private Limited, pursuant to a certificate of incorporation issued by the Registrar of Companies, Tamil Nadu at Chennai. The name was subsequently changed to Airplaza Retail Holdings Private Limited, pursuant to a certificate of incorporation dated September 21, 2010 issued by the Registrar of Companies, Tamil Nadu at Chennai. The registered office of ARHPL was shifted from Tamil Nadu to Haryana on April 8, 2020. Its registered office is currently located at Plot No. 184, Fifth Floor, Platinum Tower Udyog Vihar, Phase-1, Gurugram, Gurugram, Haryana 122 016, India. Its corporate identification number is U52399HR2008PTC086045.

Nature of Business

ARHPL is engaged in the business of *inter alia* retail trading of fast moving consumer goods products, clothing, kitchen appliances, fabrics, etc.

Capital Structure

The details of share capital of ARHPL as on the date of this Red Herring Prospectus are as follows:

Authorised share capital	**Aggregate nominal value (₹)**
11,000,000 equity shares of ₹ 10 each	110,000,000
Issued, subscribed and paid-up share capital	
10,010,000 equity shares of ₹ 10 each	100,100,000

Shareholding Pattern

The shareholding pattern of ARHPL is as follows:

S. No.	**Name of the shareholder**	**No. of equity shares of ₹ 10 each**	**Percentage of shareholding (%)**
1.	Vishal Mega Mart Limited	10,009,999	100.00
2.	Rishiraj Khajanchi Bharatprakash (Registered owner of share beneficially held by Vishal Mega Mart Limited.)	1	Negligible
	Total	**10,010,000**	**100.00**

2. ***Vishal e-Commerce Private Limited*** ("**VECPL**")

Corporate Information

VECPL was incorporated as a private limited company on December 17, 2014, under the Companies Act, 2013 pursuant to certificate of incorporation issued by the Registrar of Companies, Delhi at Haryana. Its registered office is currently located at Plot No. 184, Fifth Floor, Platinum Tower Udyog Vihar, Phase-1, Gurgaon, Haryana 122 016, India. Its corporate identification number is U51101HR2014PTC054022.

Nature of Business

VECPL is currently not actively engaged in any business. However, it is authorised to engage in certain business to act as principals, franchises, agents, owners, proprietors, managers, contractors, consultants, advisors, investors, partners, joint venture partners or otherwise the business of wholesale cash and carry trading of any and all types of tangible and intangible goods and products including without limitation all types of publications, electronics, electrical goods, personal products, healthcare products, home and business products, entertainment products, softwares, toys, etc., on a B2B basis. While VECPL is not actively engaged in any business, it is not a dormant company pursuant to the provisions of the Companies Act, 2013.

Capital Structure

The details of the share capital of VECPL as on the date of this Red Herring Prospectus are as follows:

Authorised share capital	Aggregate nominal value (₹)
5,000,000 equity shares of ₹ 10 each	50,000,000
Issued, subscribed and paid-up share capital	
1,000,000 equity shares of ₹ 10 each	10,000,000

Shareholding Pattern

The shareholding pattern of VECPL is as follows:

S. No.	Name of the shareholder	No. of equity shares of ₹10 each	Percentage of shareholding (%)
1.	Vishal Mega Mart Limited	999,999	100.00
2.	Rishiraj Khajanchi Bharatprakash (Registered owner of share beneficially held by Vishal Mega Mart Limited)	1	Negligible
	Total	**1,000,000**	**100.00**

Our Associates and Joint Ventures

We do not have any associates and joint ventures as of the date of this Red Herring Prospectus.

Common pursuits between our Subsidiaries and our Company

As on date of this Red Herring Prospectus, there are no common pursuits between our Company and our Subsidiaries.

Business interests in our Company

Except in the ordinary course of business and other than the transactions disclosed in "*Restated Consolidated Financial Information – Notes to the Restated Consolidated Financial Information – Note 37: Related Party Disclosures*" on page 258, the Subsidiaries of our Company have no business interests in our Company.

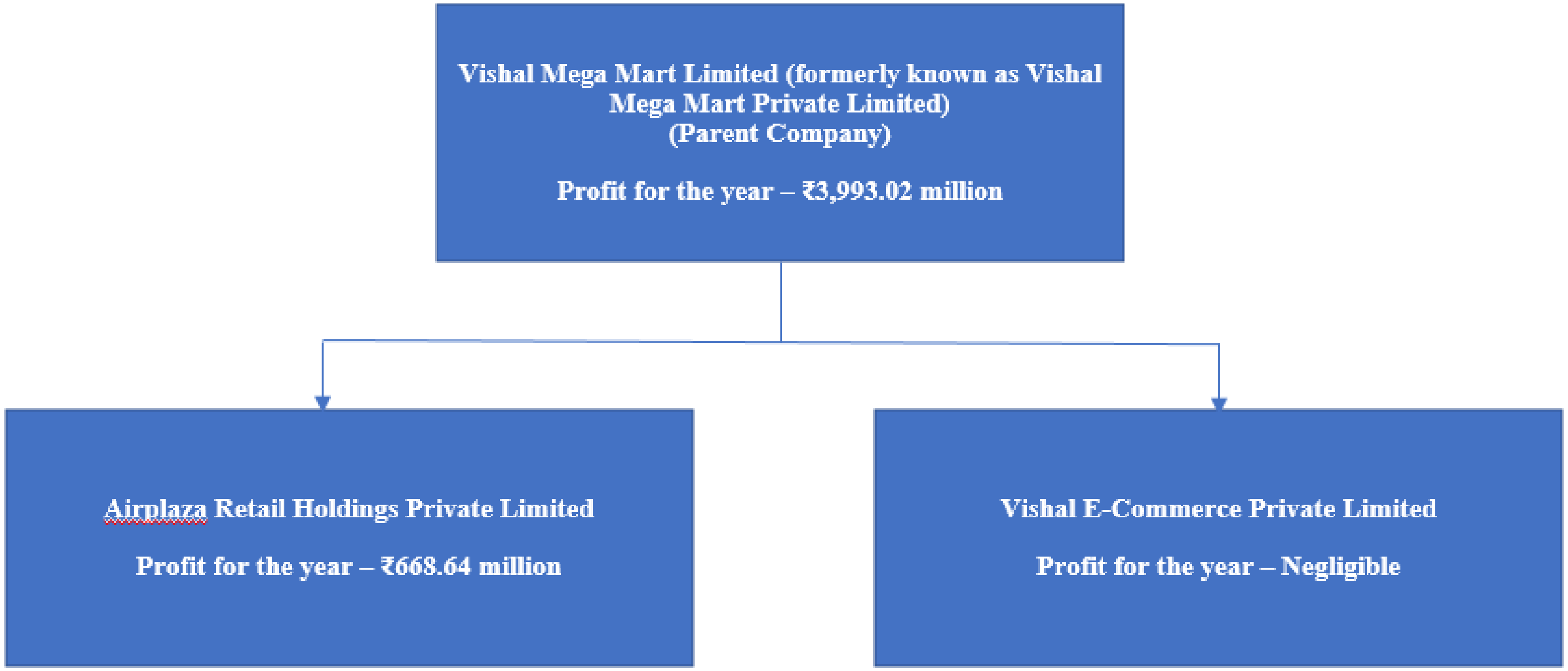
Other Confirmations

There are no accumulated profits or losses of our Subsidiaries, which are not accounted for by our Company in our Restated Consolidated Financial Information. The equity shares of our Subsidiaries are not listed on any stock exchanges. None of the securities of our Subsidiaries have been refused listing by any stock exchange in India or abroad.

Other material agreements

Except as disclosed in this Red Herring Prospectus, there are no other agreements, arrangements, clauses, covenants which are material, and which are required to be disclosed. Further, there are no other clauses or covenants which are material, adverse or pre-judicial to the interest of the minority/public shareholders or the non-disclosure of which may have bearing on the investment decision.

Below is the structure highlighting the profit distribution among our Subsidiaries, for the year ended March 31, 2024:



Note: All Subsidiaries are 100% owned.
After deducting loss for the year of Vishal Mega Mart CSR Trust of ₹42.31 million.

OUR MANAGEMENT

In terms of the Articles of Association, our Company can have a maximum of fifteen directors. As on the date of this Red Herring Prospectus, our Board comprises six directors comprising one Executive Director, three Non-Executive Directors and two Independent Directors, (which includes two women Directors). The chairperson of our Board is Neha Bansal.

Our Board

Details regarding our Board as on the date of this Red Herring Prospectus are set forth below:

S. No.	Name, designation, period of directorship, term, address, occupation, date of birth, age and DIN	Other directorships
1.	**Gunender Kapur** **Designation:** Managing Director and Chief Executive Officer **Period of Directorship:** Director since September 22, 2020 **Term:** With effect from June 27, 2024 for a period of 3 years **Address:** 29, CCI Chambers, Dinshan Wachha Marg, Mumbai 400020, Maharashtra, India **Occupation:** Service **Date of Birth:** January 19, 1961 **Age:** 63 years **DIN:** 01927304	**Indian Companies** • Insa Soft-Net Private Limited; and • Vishal E-Commerce Private Limited. **Foreign Companies** • Mogli Labs Private Limited
2.	**Neha Bansal** **Designation:** Chairperson and Independent Director **Period of Directorship:** Director since February 25, 2022 **Term:** With effect from September 23, 2022 for a period of four financial years **Address:** W-123, Greater Kailash-II, Delhi, 110048, Delhi, India **Occupation:** Service **Date of Birth:** October 29, 1981 **Age:** 43 years **DIN:** 02057007	**Indian Companies** • Lenskart Eyetech Private Limited; • Lenskart Foundation; and • Lenskart Solutions Private Limited. • Visionsure Services Private Limited **Foreign Companies** • Owndays Kabushiki Kaisha.
3.	**Soumya Rajan** **Designation:** Independent Director **Period of Directorship:** Director since May 31, 2024 **Term:** With effect from May 31, 2024, for a period of five years **Address:** Flat No. 22, 3rd Floor, Hill Park Bldg No. 2, Dr. A.G. Bell Road, Malabar Hill, Mumbai 400006, Maharashtra, India **Occupation:** Business **Date of Birth:** April 4, 1970 **Age:** 54 years **DIN:** 03579199	**Indian Companies** • Aavas Financiers Limited; • Airplaza Retail Holdings Private Limited; • Center for Study of Science Technology and Policy; • S R Iyer and Srilata Iyer Music Foundation; • Swami Swaprakashananda Education and Health Care Foundation; • The Rajan Family Charitable Foundation • Waterfield Advisors Private Limited; • Waterfield Financial and Investment Advisors Private Limited; • Waterfield Foundation; • Waterfield Fund Managers Private Limited; and • Waterfield International IFSC Private Limited; **Foreign Companies** Nil

<table>
<tr><th>S. No.</th><th>Name, designation, period of directorship, term, address, occupation, date of birth, age and DIN</th><th>Other directorships</th></tr>
<tr><td>4.</td><td>Sanjeev Aga

Designation: Non-Executive Director

Period of Directorship: Director since October 16, 2020

Term: With effect from October 16, 2020, liable to retire by rotation

Address: 1301, Satguru Sanskar, 3rd Road, off Turner Road, Bandra West, Mumbai 400050, Maharashtra, India

Occupation: Professional

Date of Birth: February 1, 1952

Age: 72 years

DIN: 00022065</td><td>Indian Companies

• Helios Trustee Private Limited;
• Larsen and Toubro Limited;
• LTIMindtree Limited; and
• Pidilite Industries Limited.

Foreign Companies

Nil</td></tr>
<tr><td>5.</td><td>Nishant Sharma

Designation: Non-Executive Director

Period of Directorship: Director since October 16, 2020

Term: With effect from October 16, 2020, liable to retire by rotation

Address: Tower 2, Apt 102, Planet Godrej Simplex Mills, Mahalakshmi, Mumbai 400011, Maharashtra, India

Occupation: Professional

Date of Birth: June 19, 1978

Age: 46 years

DIN: 03117012</td><td>Indian Companies

• Aavas Finserv Limited;
• Aavas Financiers Limited;
• ASG Hospital Private Limited;
• Perfios Software Solutions Private Limited;
• Sadguru Healthcare Services Private Limited;
• Sreyas Holistic Remedies Private Limited; and
• Vishal E-Commerce Private Limited.

Foreign Companies

Nil</td></tr>
<tr><td>6.</td><td>Manas Tandon

Designation: Non-Executive Director

Period of Directorship: Director since October 16, 2020

Term: With effect from October 16, 2020, liable to retire by rotation

Address: A-1402, 14th Floor, Lodha Bellissimo, Mahalaxmi, N M Joshi Marg, Mumbai 400011, Maharashtra, India

Occupation: Professional

Date of Birth: May 7, 1977

Age: 47 years

DIN: 05254602</td><td>Indian Companies

• Aavas Financiers Limited;
• Aavas Finserv Limited; and
• Partners Group (India) Private Limited.

Foreign Companies

• Icebox Parent GP, LLC</td></tr>
</table>

Brief Biographies of Directors

Gunender Kapur is the Managing Director and Chief Executive Officer of our Company. He holds a bachelor's degree in engineering with honours from the Birla Institute of Technology and Science and a master's degree in business administration from the University of Delhi. He has over 40 years of experience in management and investment in the consumer and retail sectors. Previously, he was associated with Hindustan Lever Limited, Unilever Nigeria PLC, Reliance Industries Limited and TPG Capital. He was appointed to our Board of Directors with effect from September 22, 2020.

Neha Bansal is the Chairperson and Independent Director of our Company. She holds a bachelor's degree in commerce (honours) from Gargi College, University of Delhi. She is a member of the Institute of Chartered Accountants of India and has successfully completed the course on valuation and a post qualification course in information systems audit held by the Institute of Chartered Accountants of India. She has over 16 years of experience in finance and business administration. She is the co-founder of Lenskart. She was previously associated with Vinod Kumar and Associates. She was appointed to our Board of Directors with effect from February 25, 2022.

Soumya Rajan is the Independent Director of our Company. She holds a bachelor's degree in maths with honours from St. Stephen's College, University of Delhi. She has over 29 years of experience in strategy, finance, and operations. She is the founder and chief executive officer of Waterfield Advisors Private Limited. Previously, she was also associated with Standard Chartered Bank. She was appointed to our Board of Directors from May 31, 2024.

Sanjeev Aga is the Non-Executive Director of our Company. He holds a bachelor's degree in science with honours from the University of Delhi and a post graduate diploma in management from the Indian Institute of Management, Calcutta. He has more than 37 years of experience in management. Previously, he was associated with Asian Paints (India) Limited, Blow Plast Limited, Aditya Birla Group and Idea Cellular Limited. He was appointed to our Board of Directors with effect from October 16, 2020.

Nishant Sharma is the Non-Executive Director of our Company. He holds a master's degree in business administration from Harvard University and a master's degree in bio-chemical engineering and biotechnology from IIT Delhi. He has more than 20 years of experience in various fields. He is the managing partner and chief investment officer of Kedaara Capital. Previously, he was associated with the Bill & Melinda Gates Foundation, General Atlantic and McKinsey and Company. He was appointed to our Board of Directors with effect from October 16, 2020.

Manas Tandon is the Non-Executive Director of our Company. He holds a bachelor's degree of technology in electrical engineering from the Indian Institute of Technology Kanpur and a master's degree in business administration with honours from The Wharton School, University of Pennsylvania. He is currently associated with the Partners Group and previously, he was associated with Cisco Systems Inc., Matrix India Asset Advisors Private Limited and TPG Capital India Private Limited. He was appointed to our Board of Directors with effect from October 16, 2020.

Relationship between our Directors, Key Managerial Personnel and Senior Management Personnel

None of our Directors, Key Managerial Personnel and Senior Management Personnel are related to each other.

Terms of appointment of our Executive Director

Gunender Kapur

Gunender Kapur, our Managing Director and Chief Executive Officer, was appointed as the Managing Director and Chief Executive Officer of our Company for a period of three years with effect from June 27, 2024, pursuant to a Board resolution dated June 27, 2024, and the Shareholders' resolution dated June 28, 2024. Further, pursuant to an employment agreement dated June 27, 2024, our Company has set out the terms of his remuneration and other employee benefits.

The overall remuneration payable to Gunender Kapur is fixed as follows:

<table>
<tr><th colspan="3">Remuneration</th></tr>
<tr><th colspan="2">Particulars</th><th>Amount (in ₹)</th></tr>
<tr><td>1.</td><td>Basic salary</td><td>₹55,000,000 per annum</td></tr>
<tr><td>2.</td><td>Bonus</td><td>Bonus of up to 200% of the basic salary subject to the satisfactory fulfilment of performance targets</td></tr>
<tr><th colspan="3">Perquisites</th></tr>
<tr><td colspan="3">In addition to the Equity Shares previously allotted to Gunender Kapur, he has been granted 23,800,000 employee stock options of the Company at an exercise price of ₹ 35, pursuant to the resolution passed by the Nomination and Remuneration Committee dated June 27, 2024. The employee stock options may be exercised subject to the terms and conditions provided in the relevant employee stock option policy or the terms approved by the Board. The employee stock options will be vested over a period of three years, in accordance with the terms of the employment agreement dated June 27, 2024. The term of the employment agreement will be valid for a period of three years.</td></tr>
</table>

Remuneration to our Directors

Remuneration to our Executive Director

Details of the remuneration paid to our Executive Directors in Financial Year 2024 are set forth below:

(in ₹ million)

S. No.	Name of Executive Director	Remuneration paid in Fiscal 2024	Remuneration accrued for Fiscal 2024 and paid in Fiscal 2025
1.	Gunender Kapur	82.96	112.17

Remuneration to our Non-Executive Directors and Independent Directors

Pursuant to the resolutions passed by our Board on July 4, 2024, our Non-Executive Directors and Independent Directors are entitled to sitting fees and commission as may be decided by the Board from time to time on recommendation of the Nomination and Remuneration Committee, in accordance and within the maximum limits as provided in applicable provisions of the Companies Act read with rules made thereunder.

Our Company has paid the following remuneration to our Non-Executive Directors and Independent Directors in Financial Year 2024:

S. No.	Name of Director	Sitting Fees	Commission	Total Remuneration (in ₹ million)
1.	Nishant Sharma	Nil	Nil	Nil
2.	Sanjeev Aga	Nil	Nil	Nil
3.	Manas Tandon	Nil	Nil	Nil
4.	Neha Bansal*	Nil	Nil	4.03
5.	Soumya Rajan**	Nil	Nil	Nil

**For the Fiscal 2024, ₹2.99 million was accrued and has been paid in Fiscal 2025.*
*** Soumya Ranjan was appointed as Non-Executive Director on May 31, 2024.*

Contingent or deferred compensation paid to Directors by our Company

There is no contingent or deferred compensation payable to any of our Directors which accrued in Financial Year 2024.

Remuneration paid to our Directors by our Subsidiaries

As on the date of this Red Herring Prospectus none of our Directors have been paid any remuneration by our Subsidiaries, including contingent or deferred compensation accrued for the year during Financial Year 2024.

Arrangement or understanding with major Shareholders, customers, suppliers or others

None of our Directors have been appointed or selected as a Director pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Service Contracts with Directors

As on the date of this Red Herring Prospectus, none of our Directors have any service contracts with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Bonus or profit-sharing plan for Directors

None of our Directors is entitled to any bonus or profit-sharing plans of our Company, other than the annual performance based bonus and provision of profit linked bonus given to Gunender Kapur, the Managing Director and Chief Executive Officer of our Company. For further details see "- *Terms of appointment of our Executive Director*" on page 176.

Shareholding of Directors in our Company

As per our Articles of Association, our Directors are not required to hold any qualification shares.

Except as disclosed under *"Capital Structure – Details of Equity Shares and employee stock options held by our Directors, Key Managerial Personnel and Senior Management Personnel"* on page 78, none of our Directors hold any Equity Shares in our Company.

Shareholding of Directors in our Subsidiaries

As on the date of this Red Herring Prospectus, none of our Directors hold any shares in the Subsidiaries of our Company.

Interests of Directors

Our Directors may be deemed to be interested to the extent of the remuneration (including sitting fees, as applicable) and reimbursement of expenses, payable to them by our Company under our Articles of Association and their terms of appointment, and to the extent of remuneration paid to them for services rendered as an officer or employee or director of our Company and/or Subsidiary. For details, see "- *Remuneration to our Directors"* on page 177.

None of our Directors have any interests in the promotion or formation of our Company.

The Directors may also be regarded as interested in the Equity Shares that may be subscribed by or allotted to their relatives and companies, firms and trusts, in which they are interested as directors, proprietors, members, partners, trustees and promoters, pursuant to this Offer.

None of our Directors have any interest in any property acquired in the three years preceding the date of this Red Herring Prospectus or proposed to be acquired by our Company or in any transaction by our Company for acquisition of land, construction of building or supply of machinery:

No loans have been availed by our Directors from our Company.

Other Confirmations

In the ordinary course of business of our Company, there are no conflict of interests between the suppliers of raw materials and third party service providers of our Company (crucial for operations of our Company) and the Directors and Key Managerial Personnel.

In the ordinary course of business of our Company, there are no conflict of interests between the lessors of the immovable properties of our Company (crucial for operations of our Company) and the Directors and Key Managerial Personnel.

None of our Directors is or was a director of any listed company during the five years immediately preceding the date of this Red Herring Prospectus, whose shares have been or were suspended from being traded on any stock exchange during the term of their directorship in such company.

None of our Directors is or was a director of any listed company which has been or was delisted from any stock exchange during the term of their directorship in such company.

None of our Directors have been identified as Wilful Defaulters or Fraudulent Borrower by any bank or financial institution or consortium, in accordance with the applicable guidelines issued by the Reserve Bank of India.

No consideration in cash or shares or otherwise has been paid or agreed to be paid to any of our Directors or to the firms or companies in which they are interested as members by any person either to induce them to become or to help them qualify as a Director, or otherwise for services rendered by them or by the firm or company in which they are interested, in connection with the promotion or formation of our Company.

Changes in our Board in the last three years

Details of the changes in our Board in the last three years are set forth below:

Name	Date of Change	Reason for change in board
John Thomas Wyatt	July 3, 2024	Cessation of directorship due to preoccupation with other assignments
Walter Heinz Keller	July 3, 2024	Cessation of directorship due to preoccupation with other assignments
Gunender Kapur	June 27, 2024	Appointment as Managing Director and Chief Executive Officer
Rohit Jindal	June 24, 2024	Resignation as Managing Director and Chief Executive Officer due to personal exigencies
Soumya Rajan	May 31, 2024	Appointment as an Independent Director
Rohit Jindal	April 15, 2024	Appointment as the Managing Director and the Chief Executive Officer
Gunender Kapur	March 31, 2024	Cessation of term as Managing Director and Chief Executive Officer due to change in designation to vice-chairman of the Board

Name	Date of Change	Reason for change in board
Neha Bansal	August 25, 2022	Appointment as an Independent Director

Note: *This table does not include details of regularizations of additional Directors.*

Borrowing powers of the Board

Our Board is empowered to borrower money in accordance with Section 179 and Section 180 of the Companies Act and our Articles of Association.

Corporate Governance

The provisions relating to corporate governance prescribed under the SEBI Listing Regulations will be applicable to us immediately upon listing of the Equity Shares on the Stock Exchanges. We are in compliance with the with the requirements of the applicable provisions of the SEBI Listing Regulations, and the Companies Act in respect of corporate governance with respect to composition of Board and constitution of the committees thereof.

As on the date of this Red Herring Prospectus, our Board comprises six Directors, i.e., one Executive Director, three Non-Executive Directors, two Independent Directors (which includes two women Directors).

In compliance with Section 152 of the Companies Act, not less than two-thirds of the Directors (excluding Independent Directors) are liable to retire by rotation. Further, in terms of SEBI Listing Regulations, Soumya Rajan has been appointed as a director on the board of our Material Subsidiary, ARHPL.

Committees of the Board

Details of the Committees as on the date of this Red Herring Prospectus are set forth below. In addition to the Committees detailed below, our Board may, from time to time constitute other committees for various functions.

Audit Committee

The members of the Audit Committee are:

- Soumya Rajan (Chairperson)
- Neha Bansal (Member)
- Nishant Sharma (Member)

The Audit Committee was constituted pursuant to a resolution dated June 1, 2022 passed by our Board and last re-constituted on July 4, 2024. The scope and functions of the Audit Committee are in accordance with Section 177 of the Companies Act, 2013 and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to a resolution dated July 4, 2024 passed by our Board are set forth below:

Role of Audit Committee

The role of the Audit Committee shall, *inter alia,* include the following:

(a) oversight of Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;

(b) recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor, of our Company and the fixation of audit fee;

(c) approval of payment to statutory auditors for any other services rendered by the statutory auditors;

(d) reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:

1. 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;

2. changes, if any, in accounting policies and practices and reasons for the same;

3. major accounting entries involving estimates based on the exercise of judgment by management;

4. significant adjustments made in the financial statements arising out of audit findings;

5. compliance with listing and other legal requirements relating to financial statements;

6. disclosure of any related party transactions;

7. modified opinion(s) in the draft audit report;

(e) reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the board for approval;

(f) reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, or preferential issue or qualified institutional placement, and making appropriate recommendations to the board to take up steps in this matter;

(g) reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

(h) approval or any subsequent modification of transactions of our Company with related parties and omnibus approval for related party transactions proposed to be entered into by our Company;

(i) scrutiny of inter-corporate loans and investments;

(j) valuation of undertakings or assets of our Company, wherever it is necessary;

(k) evaluation of internal financial controls and risk management systems;

(l) reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;

(m) 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;

(n) discussion with internal auditors of any significant findings and follow up there on;

(o) reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board;

(p) 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;

(q) to review the functioning of the whistle blower mechanism;

(r) monitoring the end use of funds through public offers and related matters;

(s) approval of appointment of chief financial officer after assessing the qualifications, experience and background, etc. of the candidate;

(t) identification of list of key performance indicators and related disclosures in accordance with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended, for the purpose of our Company's proposed initial public offering;

(u) carrying out any other function as is mentioned in the terms of reference of the audit committee or as required as per the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, or any other applicable law, as and when amended from time to time;

(v) reviewing the utilization of loans and/ or advances from/investment by the holding company in the subsidiary exceeding ₹1,000 million or 10% of the asset size of the subsidiary, whichever is lower including existing loans / advances / investments existing as on the date of coming into force of this provision; and

(w) The Audit Committee shall mandatorily review the following information:

a. management discussion and analysis of financial condition and results of operations;

b. management letters / letters of internal control weaknesses issued by the statutory auditors;

c. internal audit reports relating to internal control weaknesses; and

d. the appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.

e. statement of deviations:

- quarterly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

- annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice in terms of Regulation 32(7) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

f. To review the financial statements, in particular, the investments made by any unlisted subsidiary; and

g. Such information as may be prescribed under the Companies Act and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Nomination and Remuneration Committee

The members of the Nomination and Remuneration Committee are:

- Neha Bansal (Chairperson)
- Soumya Rajan (Member)
- Manas Tandon (Member)

The Nomination and Remuneration Committee was constituted pursuant to a resolution dated June 1, 2022 passed by our Board and last re-constituted on July 4, 2024. The scope and functions of the Nomination and Remuneration Committee are in accordance with Section 178 of the Companies Act and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to a resolution dated July 4, 2024 passed by our Board are set forth below:

1. formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration of the directors, key managerial personnel and other employees ("**Remuneration Policy**"). The Nomination and Remuneration Committee, while formulating the Remuneration policy, should ensure that:

    (i) the level and composition of remuneration be reasonable and sufficient to attract, retain and motivate directors of the quality required to run our Company successfully;

    (ii) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

    (iii) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long term performance objectives appropriate to the working of our Company and its goals.

2. formulation of criteria for evaluation of performance of independent directors and the Board;

3. devising a policy on Board diversity;

4. identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal and carrying out evaluation of every director's performance;

5. whether to extend or continue the term of appointment of the independent director, on the basis of the report of performance evaluation of independent directors;

6. recommend to the Board, all remuneration, in whatever form, payable to senior management;

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

   a. administering the employee stock option plans of our Company, as may be required;

   b. determining the eligibility of employees to participate under the employee stock option plans of our Company;

   c. granting options to eligible employees and determining the date of grant;

   d. determining the number of options to be granted to an employee;

   e. determining the exercise price under the employee stock option plans of our Company;

   f. construing and interpreting the employee stock option plans of our Company and any agreements defining the rights and obligations of our Company and eligible employees under the employee stock option plans of our Company, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the employee stock option plans of our Company; and

   g. carrying out any other activities as may be delegated by the Board of Directors and functions required to be carried out by the Nomination and Remuneration Committee as provided under the Companies Act, 2013, the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Stakeholders' Relationship Committee

The members of the Stakeholders' Relationship Committee are:

- Nishant Sharma (Chairperson)
- Neha Bansal (Member)
- Manas Tandon (Member)

The Stakeholders' Relationship Committee was constituted pursuant to resolution of our Board dated July 4, 2024. The scope and functions of the Stakeholder Relationship Committee are in accordance with Section 178 of the Companies Act, 2013 and the SEBI Listing Regulations and its terms of reference as stipulated pursuant to a resolution dated July 4, 2024 passed by our Board are set forth below:

(a) Considering and looking into various aspects of interest of shareholders, debenture holders and other security holders.

(b) Resolving the grievances of the security holders of our Company including complaints related to transfer/transmission of shares, non-receipt of annual report, non-receipt of declared dividends, issue of new/duplicate certificates, general meetings etc.

(c) Formulation of procedures in line with the statutory guidelines to ensure speedy disposal of various requests received from shareholders from time to time.

(d) Giving effect to allotment of Equity Shares, approval of transfer or transmission of Equity Shares, debentures or any other securities.

(e) Issue of duplicate certificates and new certificates on split/consolidation/renewal, etc.

(f) Review of measures taken for effective exercise of voting rights by shareholders.

(g) Review of adherence to the service standards adopted by our Company in respect of various services being rendered by the Registrar & Share Transfer Agent.

(h) To dematerialize or rematerialize the issued shares.

(i) Review of the various measures and initiatives taken by our Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of our Company; and

(j) carrying out any other functions required to be carried out by the Stakeholders' Relationship Committee as contained in the SEBI Listing Regulations or any other applicable law, as and when amended from time to time.

Risk Management Committee

The members of the risk management committee are:

1. Gunender Kapur (Chairman)
2. Nishant Sharma (Member)
3. Soumya Rajan (Member)

The Risk Management Committee was constituted pursuant to a resolution dated July 4, 2024 passed by our Board. The scope and functions of the Risk Management Committee are in accordance with the SEBI Listing Regulations and its terms of reference as stipulated pursuant to a resolution dated July 4, 2024 passed by our Board are set forth below:

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

    a) A framework for identification of internal and external risks specifically faced by our Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined by the Committee.

    b) Measures for risk mitigation including systems and processes for internal control of identified risks.

    c) Business continuity plan.

2. To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of our Company;

3. To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

4. To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

5. To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

6. The appointment, removal and terms of remuneration of the Chief Risk Officer (if any) shall be subject to review by the Risk Management Committee;

7. To implement and monitor policies and/or process for ensuring cyber security;

8. Any other similar or other functions as may be laid down by Board from time to time and/or as may be required under applicable law, as and when amended from time to time, including the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Corporate Social Responsibility Committee

The members of the corporate social responsibility Committee are:

- Manas Tandon (Chairperson)
- Gunender Kapur (Member)
- Soumya Rajan (Member)

The corporate social responsibility committee was constituted by our Board pursuant to a resolution dated December 15, 2018 passed by our Board and last re-constituted on July 4, 2024. The scope and functions of the corporate social responsibility committee are in accordance with section 135 of the Companies Act, 2013 and its terms of reference as stipulated pursuant to a resolution dated July 4, 2024 passed by our Board are set forth below:

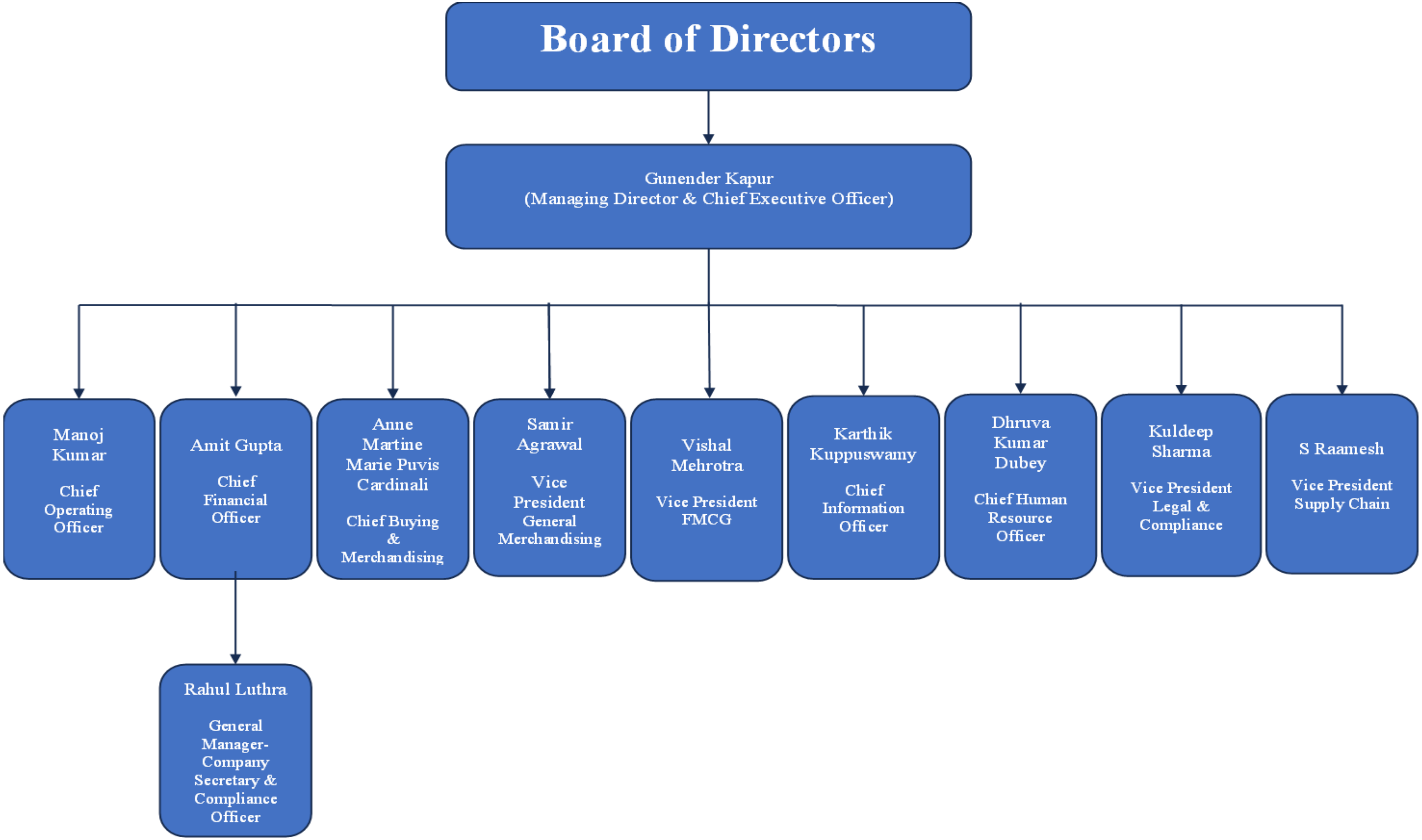
1. formulate and recommend to the Board, a “Corporate Social Responsibility Policy” which shall indicate the activities to be undertaken by our Company as specified in Schedule VII of the Companies Act, 2013, as amended;

2. recommend the amount of expenditure to be incurred on the activities referred to in clause 1;

3. monitor the corporate social responsibility policy of our Company and its implementation from time to time; and

4. any other matter as the Corporate Social Responsibility Committee may deem appropriate after approval of the Board or as may be directed by the Board from time to time and/or as may be required under applicable law, as and when amended from time to time.

Management Organization Chart



Key Managerial Personnel

The details of our Key Managerial Personnel, as of the date of this Red Herring Prospectus are as follows:

Gunender Kapur is the Managing Director and Chief Executive Officer of our Company. For further details, see "*Brief Biographies of Directors"* on page 176. For details of compensation paid to them during Financial Year 2024, see "– *Remuneration to our Executive Director*" on page 177.

Amit Gupta is the Chief Financial Officer of our Company since July 27, 2023. He holds a bachelor's degree in commerce from University of Rajasthan. He is a member of the Institute of Chartered Accountants of India and has passed the final company secretaryship examination held by the Institute of Company Secretaries of India. He has over 21 years of experience in finance. He was previously associated with Agro Tech Foods Limited, Jubilant Foodworks Limited and Hindustan Coca Cola Beverages Private Limited. He joined our Company with effect from November 20, 2020. He is responsible for managing the finance and secretarial functions of our Company. During Fiscal 2024, he received an aggregate compensation of ₹ 18.41 million. For further details of compensation paid to Amit Gupta during Financial Year 2024, see "– *Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management Personnel*" on page 188.

Rahul Luthra is the Company Secretary of our Company since April 24, 2024 and was also appointed as the Compliance Officer of our Company on July 4, 2024. He holds a bachelor's degree in commerce from University of Delhi and a bachelor's degree of laws from Chaudhary Charan Singh University, Meerut. He is a fellow member of the Institute of Company Secretaries of India. He has over 14 years of experience in legal compliance and corporate governance roles. He has previously worked with One Mobikwik Systems Limited, IndiaMart Intermesh Limited and Viridian Development Managers Private Limited. He joined our Company with effect from March 15, 2023. He is responsible for managing corporate law and corporate governance in our Company. During Fiscal 2024, he received an aggregate compensation of ₹ 4.68 million.

Senior Management Personnel of our Company

In addition to Gunender Kapur, Managing Director and Chief Executive Officer, Amit Gupta, the Chief Financial Officer of our Company and Rahul Luthra, the Company Secretary and Compliance Officer of our Company, whose details are provided in "- *Key Managerial Personnel*" on page 186, the details of our other Senior Management Personnel as of the date of this Red Herring Prospectus are set forth below:

Manoj Kumar is the Chief Operations Officer of our Company from the Effective Date. Previously, he was the Chief Operations Officer of Pre-merger VMMPL since April 24, 2014. He holds a master's degree in business administration from Philips University. He has over 30 years of experience in management and retail operations. He was previously associated with Walmart. He is responsible for managing the retail operations of our Company. During Fiscal 2024, he received an aggregate compensation of ₹ 35.88 million.

Karthik Kuppusamy is the Chief Information Officer of our Company from the Effective Date. Previously, he was the Chief Information Officer of Pre-merger VMMPL since May 29, 2017. He holds a bachelor's degree in engineering from the Birla Institute of Technology and Science and a post graduate diploma in management from the Indian Institute of Management, Calcutta. He has over 24 years of experience in information technology, planning and allocation and E-commerce. He was previously associated with Accenture India Private Limited, Infosys Technologies Limited, SAP India and Spencer's Retail Limited. He is responsible for managing the information technology, planning and allocation and E-commerce segments of our Company. During Fiscal 2024, he received an aggregate compensation of ₹ 19.12 million.

Dhruva Kumar Dubey is the Chief Human Resources Officer of our Company since September 19, 2023. He holds a bachelor's degree in mechanical engineering from the University of Pune and a post graduate diploma in personnel management and industrial relations from XLRI Jamshedpur. He has over 22 years of experience in human resource management. He was previously associated with Spencer's Retail Limited, The Hong Kong and Shanghai Banking Corporation Limited, Dell International Services India Private Limited and Quikr India Private Limited. He is responsible for human resource management and administration functions in our Company. During Fiscal 2024, he received an aggregate compensation of ₹ 5.09 million.

Kuldeep Sharma is the Vice President, Legal and Compliance of our Company from the Effective Date. Previously, he was the Vice President, Legal and Compliance of Pre-merger VMMPL since December 17, 2018. He holds a bachelor's degree of arts (law) and a bachelor's degree of laws (professional), each from Maharshi Dayanand University. He has over 25 years of experience in the legal sector. He was previously associated with Fabindia Overseas Private Limited, Max Healthcare Institute Limited, Star Shopping Centres Private Limited, Spencer's Retail Limited and Hindustan Lever Limited. He is responsible for managing the legal and compliance segment of our Company. During Fiscal 2024, he received an aggregate compensation of ₹ 7.91 million.

Vishal Mehrotra is the Vice President-FMCG of our Company from the Effective Date. Previously he was the Vice President-FMCG of Pre-merger VMMPL since April 15, 2019. He holds a bachelor's degree in science with honours in chemistry from Jadavpur University, a post graduate diploma in business management from XLRI Jamshedpur and a master's degree in business administration from the University of Oxford. He has over 23 years of experience in the management sector. He was previously associated with Snapdeal, Spencer's Retail Limited, ICICI Bank Limited, Dabur India Limited, and Britannia Industries Limited. He is responsible for managing the fast-moving commercial goods segment of our Company. During Fiscal 2024, he received an aggregate compensation of ₹15.64 million.

Samir Agrawal is the Vice President-General Merchandising of our Company from the Effective Date. Previously, he was the Vice President-General Merchandising of Pre-merger VMMPL since August 2, 2011. He holds a bachelor's degree in engineering (mechanical) from the University of Delhi and a post graduate diploma in business management from XLRI Jamshedpur. He has over 21 years of experience in the sales, operations and merchandising. He was previously associated with Aditya Birla Retail Limited, Shopper's Stop Limited, GE Countrywide Consumer Financial Services Limited, and Whirlpool of India Limited. He is responsible for managing the general merchandising segment of our Company. During Fiscal 2024, he received an aggregate compensation of ₹ 11.09 million.

Anne Martine Marie Puvis Cardinali is the Chief B&M Officer-Apparel of our Company from the Effective Date. Previously, she was the Chief B&M Officer-Apparel of Pre-merger VMMPL since November 23, 2016. She graduated from the School of Advanced Studies, HEC Paris. She was previously associated with Club Méditerranée, Camif Group, Sociedad Nestlé, A.E.P.A. and Redoute France. She has over 30 years of experience in the marketing sector. She is responsible for managing the apparels segment of our Company. During Fiscal 2024, she received an aggregate compensation of ₹ 43.16 million.

S Raamesh is the Vice President-Supply Chain of our Company from the Effective Date. Previously, he was the Vice President-Supply Chain of Pre-merger VMMPL since October 22, 2018. He holds a bachelor's degree in engineering from Bangalore University and has completed the senior management programme from IIM Calcutta. He was previously associated with Reliance Retail Limited, Amazon Seller Services Private Limited, Toyota Boshoku Automative India Private Limited, Tata Johnson Controls Automotive Limited and IFB Industries Limited. He has over 26 years of experience in the retail and automotive sector. He is responsible for managing the supply chain segment of our Company. During Fiscal 2024, he received an aggregate compensation of ₹ 8.73 million.

Status of Key Managerial Personnel and Senior Management Personnel

All our Key Managerial Personnel and Senior Management Personnel are permanent employees of our Company.

Interests of Key Managerial Personnel and Senior Management Personnel

Our Key Managerial Personnel and Senior Management Personnel do not have any interests in our Company, other than to the extent of (i) the remuneration or benefits to which they are entitled in accordance with the terms of their appointment or reimbursement of expenses incurred by them during the ordinary course of business by our Company; and (ii) the Equity Shares and employee stock options held by them, if any, and any dividend payable to them and other benefits arising out of such shareholding. For details, see "*- Shareholding of Key Managerial Personnel and Senior Management Personnel in our Company*" on page 187.

Bonus or profit-sharing plans for our Key Managerial Personnel and Senior Management Personnel

Except for (a) performance bonus component of their remuneration for our Key Managerial Personnel and Senior Management Personnel; and (b) provision of profit linked bonus for Gunender Kapur and Amit Gupta, and all our Senior Management Personnel, except Rahul Luthra, none of our Key Managerial Personnel and Senior Management Personnel are party to any bonus or profit sharing plan of our Company.

Shareholding of Key Managerial Personnel and Senior Management Personnel in our Company

Except as disclosed in "*– Shareholding of Directors in our Company*" on page 177, and "*Capital Structure – Share capital history of our Company*" on page 71, none of our Key Managerial Personnel and Senior Management Personnel hold any Equity Shares in our Company.

Changes in Key Managerial Personnel and Senior Management Personnel in the three immediately preceding years

Details of the changes in our key managerial personnel and senior management personnel in the three immediately preceding years are set forth below:

Name	Date of change	Reason for change
Gunender Kapur	June 27, 2024	Appointment as Managing Director and Chief Executive Officer
Rohit Jindal	June 24, 2024	Resignation as Managing Director and Chief Executive Officer due to personal exigencies
Rahul Luthra	April 24, 2024	Appointment as Company Secretary
Richa Agarwal	April 23, 2024	Resignation as the Company Secretary due to change in designation to assistant manager, legal and compliance
Rohit Jindal	April 15, 2024	Appointment as the Managing Director and the Chief Executive Officer

Name	Date of change	Reason for change
Gunender Kapur	March 31, 2024	Cessation of term as Managing Director and Chief Executive Officer due to change in designation to vice-chairman of the Board
Dhruva Kumar Dubey	September 19, 2023	Appointment as the Chief Human Resources Officer
Ashish Banga	April 2, 2023	Resignation as the Chief Human Resources Officer
Amit Gupta	July 27, 2023	Appointment as the Chief Financial Officer
Richa Agarwal	August 25, 2022	Appointment as the Company Secretary
Manisha Gupta	August 8, 2022	Resignation as the Company Secretary due to personal reasons

Arrangements and understanding with major shareholders, customers, suppliers or others pursuant to which our Key Managerial Personnel and Senior Management Personnel have been appointed as a Key Managerial Personnel and Senior Management Personnel

None of our Key Managerial Personnel and Senior Management Personnel have been appointed pursuant to any arrangement or understanding with our major shareholders, customers, suppliers or others.

Service Contracts with Key Managerial Personnel and Senior Management Personnel

Except statutory entitlements for benefits upon termination of their employment in our Company or retirement, no Key Managerial Personnel and Senior Management Personnel has entered into a service contract with our Company pursuant to which they are entitled to any benefits upon termination of employment.

Contingent and deferred compensation payable to our Key Managerial Personnel and Senior Management Personnel

Except for as disclosed in " - *Remuneration to our Executive Director*" on page 177, and as disclosed below, there is no contingent or deferred compensation payable to any of our Key Managerial Personnel and Senior Management Personnel which accrued in Fiscal 2024:

(in ₹ million)

Key Managerial Personnel/Senior Management Personnel	Remuneration paid in Fiscal 2024	Remuneration accrued for Fiscal 2024 and paid in Fiscal 2025
Amit Gupta	18.41	17.60
Rahul Luthra	4.68	0.50
Manoj Kumar	35.88	20.70
Karthik Kuppusamy	19.12	8.29
Anne Martine Marie Puvis Cardinali	43.16	11.84
Vishal Mehrotra	15.64	7.78
Samir Agrawal	11.09	7.15
S Raamesh	8.73	3.01
Dhruva Kumar Dubey	5.09	1.79
Kuldeep Sharma	7.91	2.03

Payment or benefit to Key Managerial Personnel and Senior Management Personnel

No non-salary amount or benefit has been paid or given to any officer of our Company including Key Managerial Personnel or Senior Management Personnel, within the two years preceding the date of this Red Herring Prospectus or is intended to be paid or given, other than in the ordinary course of their employment or any employee stock options, for services rendered as officers of our Company, dividend that may be payable in their capacity as Shareholders. For details of the related party transactions, see "*Other Financial Information – Related Party Transactions"* on page 266.

Employee stock option plan

For details of ESOP, see "*Capital Structure - Employee Stock Options Scheme of our Company – Rishanth Employee Stock Option Plan 2019 ("**ESOP 2019**")* on page 79.

OUR PROMOTERS AND PROMOTER GROUP

Our Promoters

The Promoters of our Company are:

1. Samayat Services LLP ("**Samayat Services**"); and
2. Kedaara Capital Fund II LLP.

Kedaara Capital Fund II LLP along with its affiliate holds controlling interest in Rishanth Services LLP ("**Rishanth Services**"). Further, Rishanth Services holds controlling interest in Rishay Services LLP ("**Rishay Services**") which in turn holds controlling interest in our Promoter, Samayat Services, which holds 4,453,118,981 Equity Shares of face value of ₹10 each equivalent to 96.46% of the issued, subscribed and paid-up Equity Share capital of our Company, on a fully diluted basis. Kedaara Capital Fund II LLP does not hold any Equity Shares in our Company. For details in relation to Rishanth Services and Rishay Services, see "*Kedaara Capital Fund II LLP – Details of the LLPs through which Kedaara Capital Fund II LLP controls our Company*" below.

There is no natural person required to be identified as a promoter of our Company.

For details of build-up of shareholding of our Promoters in our Company, see *"Capital Structure – History of share capital held by our Promoters – Build-up of Promoters' equity shareholding in our Company"*, on page 75.

Details of our Promoters

1. Samayat Services LLP

Limited Liability Partnership Information

Samayat Services is a registered limited liability partnership ("**LLP**") incorporated on May 2, 2018 under the Limited Liability Partnership Act, 2008 ("**LLP Act**"). The registered office of Samayat Services is located at Plot No. 184, Fifth Floor, Platinum Tower, Udyog Vihar, Phase 1, Gurugram 122 016, Haryana, India. The LLP identification number of Samayat Services is AAM-5367. Samayat Services is engaged in the business of warehousing and transportation services. There has been no change in the activities of Samayat Services since it's incorporation.

As per Section 23 of the LLP Act, the mutual rights and duties of the partners of an LLP, and the mutual rights and duties of an LLP and its partners shall be governed by the LLP agreement between the partners, or between the limited liability partnership and its partners. In the absence of such an agreement as to any matter, the above shall be determined by the First Schedule of the LLP Act. Since Samayat Services has an LLP agreement in place, the rights and duties of Samayat Services and its partners, are governed by the limited liability partnership agreement dated July 3, 2024 ("**Samayat LLP Agreement**").

Partners of Samayat Services

The partners of Samayat Services as on the date of this Red Herring Prospectus are:

1. Rishay Services;
2. Rishanth Services; and
3. PG Kaziranga Limited.

Designated Partners of Samayat Services

Pursuant to the terms of the Samayat LLP Agreement, Rishanth Services and Rishay Services have the right to nominate one individual each as the designated partners of Samayat Services. The designated partners have the right to appoint an employee of Samayat Services, its subsidiaries and/or its affiliates, to undertake the day-to-day management of Samayat Services and its business.

Rishanth Services and Rishay Services have nominated one individual each as the designated partners of Samayat Services as on the date of this Red Herring Prospectus – I. The designated partners of Samayat Services are Anant Gupta and Nishant Sharma.

For details in relation to the services provided by Samayat Services to our Company, see "*Restated Consolidated Financial Information – Note 37 - Information on related party transactions pursuant to Ind AS 24 - Related Party Disclosures*" on page 258.

Details of Change in Control of Samayat Services

There has been no change in the control of Samayat Services in the last three years preceding the date of this Red Herring Prospectus.

Our Company confirms that the permanent account number, bank account number, LLP identification number of Samayat Services and the address of the registrar of companies where Samayat Services is registered, shall be submitted to the Stock Exchanges at the time of filing this Red Herring Prospectus.

Financial Information

Set forth below is certain financial information of Samayat Services derived from its audited standalone financial statements for the last three Fiscals.

(in ₹ million)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Income	419.91	343.45	249.81
Expenses	441.12	354.00	246.36
Profit / (Loss) before tax	(21.21)	(10.56)	3.45
Capital Contribution	45,364.10	45,364.10	47,164.10
Investments	45,166.54	45,166.54	45,166.54
Cash & cash equivalents	163.82	198.96	2,001.62

2. Kedaara Capital Fund II LLP

Limited Liability Partnership Information

Kedaara Capital Fund II LLP is a registered LLP incorporated on May 16, 2017 under the LLP Act. It is an alternative investment funds ("**AIF**") registered under the SEBI AIF Regulations as a "Category II" AIF with registration number IN/AIF2/17-18/0365. The registered office of Kedaara Capital Fund II LLP is located at 2301, 23rd Floor, Altimus, Pandurang Budhkar Marg, Worli, Mumbai 400 018, Maharashtra, India. The LLP identification number of Kedaara Capital Fund II LLP is AAJ-3538. Kedaara Capital Fund II LLP is engaged in the business of making operationally oriented investments. There has been no change in the activities of Kedaara Capital Fund II LLP since it's incorporation.

As per Section 23 of the LLP Act, the mutual rights and duties of the partners of an LLP, and the mutual rights and duties of an LLP and its partners shall be governed by the LLP agreement between the partners, or between the LLP and its partners. In the absence of such an agreement as to any matter, the above shall be determined by the First Schedule of the LLP Act. Since Kedaara Capital Fund II LLP has an LLP agreement in place, the rights and duties of Kedaara Capital Fund II LLP and its partners, are governed by the limited liability partnership agreement dated February 26, 2018 ("**Kedaara Capital Fund II LLP Agreement**").

Designated Partners of Kedaara Capital Fund II LLP

The designated partners of Kedaara Capital Fund II LLP as on the date of this Red Herring Prospectus are as follows:

1. Manish Kejriwal (nominated by Nish Capital Advisors LLP); and
2. Sunish Sharma (nominated by Nish Capital Advisory Services LLP)

Pursuant to the terms of the Kedaara Capital Fund II LLP Agreement, Nish Capital Advisors LLP and Nish Capital Advisory Services LLP have the right to nominate one individual each who shall act as the designated partners of Kedaara Capital Fund II LLP. In terms of the Kedaara Capital Fund II LLP Agreement Nish Capital Advisors LLP (acting through its nominee), Nish Capital Advisory Services (acting through its nominee) and any other designated partner as may be designated as such by both Nish Capital Advisors LLP and Nish Capital Advisory Services LLP are responsible for overall management of the investment activities of the Kedaara Capital Fund II LLP and undertaking all activities for the Kedaara Capital Fund II LLP in accordance with the Kedaara Capital Fund II LLP Agreement.

Nish Capital Advisors LLP and Nish Capital Advisory Services LLP have nominated one individual each as the designated partners of Kedaara Capital Fund II LLP as on the date of this Red Herring Prospectus. The designated partners of Kedaara Capital Fund II LLP are Manish Kejriwal and Sunish Sharma.

Details of change in control of Kedaara Capital Fund II LLP

There has been no change in the control of Kedaara Capital Fund II LLP in the last three years preceding the date of this Red Herring Prospectus.

Our Company confirms that the PAN, bank account number(s), LLP identification number of Kedaara Capital Fund II LLP and the address of the registrar of companies where Kedaara Capital Fund II LLP is registered, shall be submitted to the Stock Exchanges at the time of filing this Red Herring Prospectus.

Details of the Fund Manager of Kedaara Capital Fund II LLP

As per the provisions of the SEBI AIF Regulations, Kedaara Capital Advisory Services LLP is the investment manager of Kedaara Capital Fund II LLP. Kedaara Capital Advisory Services LLP was incorporated on May 4, 2017 under the LLP Act, with LLP identification number AAJ-3432. Its registered office is located at 2301, 23rd Floor, Altimus, Pandurang Budhkar Marg, Worli, Mumbai 400 018, Maharashtra, India.

Details of the Sponsor of Kedaara Capital Fund II LLP

As per the provisions of the SEBI AIF Regulations, Nish Capital Advisors LLP is the sponsor of Kedaara Capital Fund II LLP. Nish Capital Advisors LLP was incorporated on April 24, 2017 under the LLP Act, with LLP identification number AAJ-2402. Its registered office is located at 2301, 23rd Floor, Altimus, Pandurang Budhkar Marg, Worli, Mumbai 400 018, Maharashtra, India.

Details of Investors in Kedaara Capital Fund II LLP

As on the date of this Red Herring Prospectus, there are eight investors who have contributed to the capital of Kedaara Capital Fund II LLP.

The details of the total capital commitments of Kedaara Capital Fund II LLP as on the date of this Red Herring Prospectus are provided below:

Type of Investor (Institutional, Corporate, Individual)	Percentage of Capital Commitment (%)
Institutional	98.59%
Body corporate	1.41%
Individual	-

Details of Investments by Kedaara Capital Fund II LLP

The details of the investments made by Kedaara Capital Fund II LLP are provided below:

<table>
<tr><th>Particulars</th><th>Details</th></tr>
<tr><td>Total number of entities funded</td><td>9</td></tr>
<tr><td>Distribution of such entities - country wise</td><td>Investments in India</td></tr>
<tr><td>Distribution of such entities - holding period wise</td><td>
<table>
<tr><th>Holding Period</th><th>Number of Entities</th><th>Amount of investment (in ₹ million)</th></tr>
<tr><td>3-4 years</td><td>2</td><td>10,771.92</td></tr>
<tr><td>4-5 years</td><td>2</td><td>11,120.35</td></tr>
<tr><td>5-6 years</td><td>2</td><td>8,005.12</td></tr>
<tr><td>6-7 years</td><td>1</td><td>7,951.98</td></tr>
</table>
</td></tr>
<tr><td>Distribution of such entities - sector wise</td><td>
<table>
<tr><th>Name of Sector</th><th>Number of Entities</th><th>Amount of investment (in ₹ million)</th></tr>
<tr><td>Pharmaceuticals/Biotechnology/ healthcare</td><td>1</td><td>3,280.00</td></tr>
<tr><td>IT/ITeS</td><td>1</td><td>7,491.92</td></tr>
<tr><td>Services Sector</td><td>1</td><td>6,154.40</td></tr>
<tr><td>NBFCs</td><td>1</td><td>4,965.94</td></tr>
<tr><td>Manufacturing/ Consumer /Retail</td><td>2</td><td>13,867.51</td></tr>
<tr><td>Engineering/ Engineering Services industry</td><td>1</td><td>2,405.12</td></tr>
</table>
</td></tr>
<tr><td>Number of entities under the control of Kedaara Capital Fund II LLP, directly or indirectly</td><td>1. Universal Nutriscience Private Limited
2. GAVS Technologies Private Limited
3. Trishikhar Ventures LLP
4. Rishanth Services LLP
5. Rishay Services LLP</td></tr>
<tr><td>Companies where Kedaara Capital Fund II LLP has offered its shares for lock-in as part of minimum promoter’s contribution</td><td>Nil</td></tr>
<tr><td>Average holding period of Kedaara Capital Fund II LLP’s investments</td><td>4-5 years</td></tr>
<tr><td>Sector focus/core specialization of Kedaara Capital Fund II LLP, if applicable</td><td>Sector agnostic</td></tr>
</table>

Financial Information

Set forth below is certain financial information of Kedaara Capital Fund II LLP derived from its audited standalone financial statements for the last three Fiscals.

(in ₹ million)

Particulars	Fiscal 2024	Fiscal 2023	Fiscal 2022
Total Income	4,597.75	2,280.32	9.90
Unrealised Gains	24,020.89	6,350.20	20,026.12
Net Surplus before tax	27,502.17	7,429.94	18,846.07
Unitholders' capital contribution	49,956.26	54,641.64	53,651.23
Accumulated surplus	63,263.22	39,269.00	33,473.52
Total Investments	112,986.80	93,657.03	86,657.50
Cash & cash equivalents	508.00	3,481.52	435.57

Details of the Limited Liability Partnerships through which Kedaara Capital Fund II LLP Controls our Company

Kedaara Capital Fund II LLP does not directly hold any Equity Shares in our Company. However, Kedaara Capital Fund II LLP indirectly, *i.e.*, through its controlling interest in Rishanth Services, Rishay Services and Samayat Services, controls our Company. While details of Samayat Services have been disclosed under "- *Details of our Promoters - Samayat Services LLP*" above, details of Rishanth Services and Rishay Services are as follows:

Rishay Services LLP

Limited Liability Partnership Information

Rishay Services is a registered LLP incorporated on May 3, 2018 under the LLP Act. The registered office of Rishay Service is located at Plot No. 184, Fifth Floor, Platinum Tower, Udyog Vihar, Phase 1, Gurgaon, Gurugram, Haryana, India, 122016. The LLP identification number of Rishay Services is AAM-5564. Rishay Services is engaged in the business of accounting, corporate, facility management, travel and office management and support services.

Since Rishay Services has an LLP agreement in place, the rights and duties of Rishay Services and its partners, are governed by the LLP agreement dated July 3, 2024 ("**Rishay LLP Agreement**").

Partners of Rishay Services

The partners of Rishay Services as on the date of this Red Herring Prospectus are:

1. Kedaara Capital Fund II LLP
2. Rishanth Services; and
3. PG Kaziranga Limited.

Designated Partners of Rishay Services

Pursuant to the terms of the Rishay LLP Agreement, Kedaara Capital Fund II LLP (one of our Promoters) and Rishanth Services have a right to nominate one individual each who shall act as the designated partners of Rishay Services. The designated partners have the right to appoint any person who is an employee of Rishay Services, its subsidiaries and/or affiliates to undertake the day-to-day management of Rishay Services and its business.

Rishanth Services and Kedaara Capital Fund II LLP have nominated one individual each as the designated partners of Rishay Services as on the date of this Red Herring Prospectus. The designated partners of Rishay Services are Anant Gupta and Nishant Sharma.

For details in relation to the services provided by Rishay Services to our Company, see "*Restated Consolidated Financial Information – Note 37- Information on related party transactions pursuant to Ind AS 24 - Related Party Disclosures*" on page 258.

<u>*Rishanth Services LLP*</u>

Limited Liability Partnership Information

Rishanth Services is a registered LLP incorporated on April 4, 2018 under the LLP Act. The registered office of Rishanth Services is located at Plot No 184, Fifth Floor, Platinum Tower, Udyog Vihar, Phase 1, Gurgaon, Gurugram, Haryana, India, 122016. The LLP identification number of Rishanth Services is AAM-5059. Rishanth Services is engaged in the business of providing quality control and assurance services and product quality audit services.

Since Rishanth Services has a LLP agreement in place, the rights and duties of Rishanth Services and its partners, are governed by the LLP agreement dated July 3, 2024 ("**Rishanth LLP Agreement**").

Partners of Rishanth Services

The partners of Rishanth Services as on the date of this Red Herring Prospectus are:

1. Kedaara Capital Fund II LLP;
2. Kedaara Richvest Limited; and
3. Rishiraj Khajanchi

Designated Partners of Rishanth Services

Pursuant to the terms of the Rishanth LLP Agreement, Kedaara Capital Fund II LLP (one of our Promoters) has the right to nominate one individual who along with Rishiraj Khajanchi shall act as the designated partners of Rishanth Services. The designated partners, with the consent of Kedaara Capital Fund II LLP, have the right to appoint any person who is an employee of Rishanth Services, its subsidiaries and/ or its affiliates, to undertake the day-to-day management of Rishanth Services and its business.

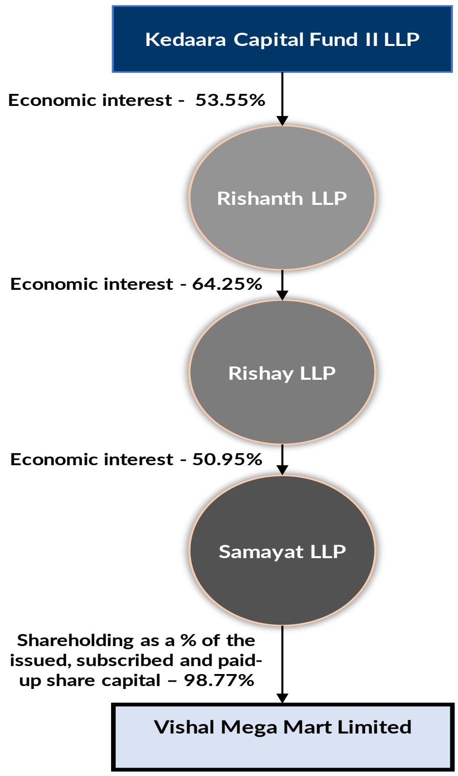
The designated partners of Rishanth Services as on the date of this Red Herring Prospectus are one individual each nominated by:

1. An individual nominated by Kedaara Capital Fund II LLP; and
2. Rishiraj Khajanchi

The designated partners of Rishanth Services are Nishant Sharma and Rishiraj Khajanchi.

For details in relation to the services provided by Rishanth Services to our Company, see "*Restated Consolidated Financial Information – Note 37 - Information on related party transactions pursuant to Ind AS 24 - Related Party Disclosures*" on page 258.

Holding Structure of our Company



Interest of our Promoters

Our Promoters are interested in our Company to the extent that they have promoted our Company.

Samayat Services is interested in our Company to the extent of its shareholding in our Company and the dividends payable, if any, and any other distributions in respect of the Equity Shares held by it. Further, Samayat Services provides warehousing and transportation services to our Company. For further details, see "*Restated Consolidated Financial Information – Note 37 - Information on related party transactions pursuant to Ind AS 24 - Related Party Disclosures*" on 248, respectively. For details of the shareholding of our Promoters in our Company, see *"Capital Structure – History of share capital held by our Promoters – Build-up of Promoters' equity shareholding in our Company"*, on page 75.

Kedaara Capital Fund II LLP does not hold any Equity Shares in our Company, however, it is interested in our Company through the controlling interest of its affiliates in our Company (details of which are disclosed hereinabove).

Our Promoters do not have interest in any property acquired by our Company during the three years immediately preceding the date of this Red Herring Prospectus or proposed to be acquired by our Company, or in any transaction by our Company for acquisition of land, construction of building or supply of machinery.

No sum has been paid or agreed to be paid to our Promoters or to the firms or companies in which our Promoters are interested as member in cash or shares or otherwise, for services rendered by our Promoters or by such firms or companies in connection with the promotion or formation of our Company.

Payment or Benefits to our Promoters

Except in the ordinary course of business and as disclosed in "*Other Financial Information - Related Party Transactions*" on page 266, no amount or benefit has been paid or given to our Promoters or any of the members of the Promoter Group during the two years preceding the filing of this Red Herring Prospectus nor is there any intention to pay or give any amount or benefit to our Promoters or any of the members of the Promoter Group other than in the ordinary course of business.

Change in the Control of our Company

While there has been no change in the control of our Company in the five years immediately preceding the date of this Red Herring Prospectus, our Promoters are not the original promoters of our Company.

Material Guarantees to Third Parties with respect to the Equity Shares

As on the date of this Red Herring Prospectus, our Promoters have not given any material guarantees to any third-party with respect to the Equity Shares.

Companies with which our Promoters have Disassociated in the Last Three Years

Except as disclosed below, our Promoters have not disassociated themselves from any other company or firm in the three years preceding the date of this Red Herring Prospectus:

Sr. No.	Name of the disassociated entity	Promoter who has disassociated	Reasons and circumstances leading to the disassociation and terms of disassociation	Date of disassociation
1.	Ami Lifesciences Private Limited	Kedaara Capital Fund II LLP	Sale of stake	December 28, 2023
2.	Sunbeam Lightweighting Solutions Private Limited	Kedaara Capital Fund II LLP	Sale of stake	October 9, 2024

Promoter Group

Apart from our Promoters, the following entities constitute our Promoter Group in terms of Regulation 2(1)(pp) of the SEBI ICDR Regulations:

Entities forming part of the Promoter Group

S. No	Name of Promoter	Name of Promoter group entities
1.	Samayat Services	Rishay Services
		PG Kaziranga Limited*
		Kedaara Richvest Limited
2.	Kedaara Capital Fund II LLP	Rishanth Services
		GAVS Technologies Private Limited
		Universal Nutriscience Private Limited
		Rishay Services
		Kedaara Capital II Limited
		Trishikhar Ventures LLP

** Note: PG Kaziranga Limited has been classified as a member of the promoter group of our Company only on account of its 49.05% capital contribution in Samayat Services (i.e., one of our Promoters), which solely represents its economic interest in Samayat Services (and should not be construed to mean its shareholding or voting rights in Samayat Services). For sake of abundant clarity, PG Kaziranga Limited does not have any ability to control, either directly or indirectly, the operations of Samayat Services (i.e., one of our Promoters) and our Company. Further, PG Kaziranga Limited does not have the right to and has not nominated an individual as a 'designated partner' of Samayat Services, Rishay Services and Rishanth Services.*

DIVIDEND POLICY

The declaration and payment of dividends on our Equity Shares, if any, will be recommended by the Board of Directors and approved by our Shareholders, at their discretion, subject to the provisions of the Articles of Association and other applicable law, including the Companies Act read with the rules notified thereunder, each as amended, together with the applicable rules issued thereunder.

The dividend policy of our Company was adopted and approved by our Board in their meeting held on July 4, 2024 ("**Dividend Policy**"). In terms of the Dividend Policy, the dividend, if any, will depend on a number of internal factors such as, profitability, liquidity, cash flows, borrowing capacity any other factor which is deemed fit by our Board, and external factors, such as regulatory changes, state of economy or any other external factors which may deemed fit by our Board.

Our Company has not declared any dividend on Equity Shares during the last three Fiscals and the six months period ended September 30, 2024 and until the date of this Red Herring Prospectus.

SECTION V: FINANCIAL INFORMATION

RESTATED CONSOLIDATED FINANCIAL INFORMATION

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Walker Chandiok & Co LLP
21st Floor, DLF Square
Jacaranda Marg, DLF Phase II,
Gurugram - 122 002
Haryana, India

T +91 124 462 8099
F +91 124 462 8001

INDEPENDENT EXAMINATION REPORT ON RESTATED CONSOLIDATED FINANCIAL INFORMATION

The Board of Directors
Vishal Mega Mart Limited *(formerly known as Vishal Mega Mart Private Limited)*
Plot No. 184, Fifth Floor,
Platinum Tower Udyog Vihar, Phase-1,
Gurugram, Haryana,
India - 122016

Dear Sirs,

1. We have examined the attached Restated Consolidated Financial Information of Vishal Mega Mart Limited *(formerly known as Vishal Mega Mart Private Limited)* (the "Company" or the "Issuer") and its subsidiaries (the Company and its subsidiaries together referred to as the "**Group**"), comprising the Restated Consolidated Statement of Assets and Liabilities as at 30 September 2024, 30 September 2023, 31 March 2024, 31 March 2023 and 31 March 2022, the Restated Consolidated Statement of Profit and Loss (including other comprehensive income), the Restated Consolidated Statement of Changes in Equity, the Restated Consolidated Statement of Cash Flows for the six months periods ended 30 September 2024 and 30 September 2023 and years ended 31 March 2024, 31 March 2023 and 31 March 2022, the Summary of material accounting policies and other explanatory information (collectively, the "**Restated Consolidated Financial Information**"), as approved by the Board of Directors of the Company at their meeting held on 19 November 2024 for the purpose of inclusion in the Red Herring Prospectus **("RHP")** and Prospectus prepared by the Company in connection with its proposed Initial Public Offer of equity shares ("IPO") prepared in terms of the requirements of:

    a. Section 26 of Part I of Chapter III of the Companies Act, 2013 (the "Act");

    b. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and

    c. The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India ("ICAI"), as amended from time to time (the "Guidance Note").

2. The Company's Board of Directors is responsible for the preparation of the Restated Consolidated Financial Information for the purpose of inclusion in the RHP and Prospectus to be filed with Securities and Exchange Board of India ("SEBI"), National Stock Exchange of India Limited and Bombay Stock Exchange Limited (collectively the "Stock Exchanges") and Registrar of Companies, Delhi and Haryana at New Delhi ("**Registrar of Companies**") in connection with the proposed IPO. The Restated Consolidated Financial Information have been prepared by the management of the Company on the basis of preparation stated in note 2(b) to the Restated Consolidated Financial Information. The responsibility of the respective Board of Directors of the companies included in the Group includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Board of Directors are also responsible for identifying and ensuring that the Group complies with the Act, ICDR Regulations and the Guidance Note.

Independent Auditor's Examination Report to the Board of Directors of Vishal Mega Mart Limited *(formerly known as Vishal Mega Mart Private Limited)* on the Restated Consolidated Financial information (cont'd)

3. We have examined such Restated Consolidated Financial Information taking into consideration:

   a. The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 20 March 2024 in connection with the proposed IPO of equity shares of the Company;

   b. The Guidance Note. The Guidance Note also requires that we comply with the ethical requirements of the Code of Ethics issued by the ICAI;

   c. Concepts of test checks and materiality to obtain reasonable assurance based on verification of evidence supporting the Restated Consolidated Financial Information; and

   d. The requirements of Section 26 of the Act and the ICDR Regulations. Our work was performed solely to assist you in meeting your responsibilities in relation to your compliance with the Act, the ICDR Regulations and the Guidance Note in connection with the IPO.

4. These Restated Consolidated Financial Information have been compiled by the management from:

   a. Special purpose consolidated interim financial statements of the Group as at and for the six months periods ended 30 September 2024 and 30 September 2023 prepared in accordance with the basis of preparation as described in note 2(b) to the special purpose consolidated interim financial statements, which have been approved by the Board of Directors at their meetings held on 19 November 2024; and

   b. Consolidated financial statements of the Group as at and for the years ended 31 March 2024, 31 March 2023 and 31 March 2022 prepared in accordance with the Indian Accounting Standards (referred to as "Ind AS") as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India, which have been approved by the Board of Directors at their meeting held on 16 May 2024, 27 July 2023 and 25 August 2022.

5. For the purpose of our examination, we have relied on:

   a. Auditor's reports issued by us dated 19 November 2024 and 19 November 2024 on the special purpose consolidated interim financial statements of the Group as at and for the six months periods ended 30 September 2024 and 30 September 2023 as referred in Paragraph 4 (a) above; and

   b. Auditor's reports issued by us dated 16 May 2024, 27 July 2023 and 25 August 2022 on the consolidated financial statements of the Group as at and for the year ended 31 March 2024, 31 March 2023 and 31 March 2022 as referred in paragraph 4(b) above.

6. The auditor's report on the special purpose consolidated interim financial statements and consolidated financial statements of the Group issued by us referred paragraph 5 included following matters which did not require any adjustment in the Restated Consolidated Financial Information:

   (i) Emphasis of Matter paragraph with respect to our audit report issued by us referred in paragraph 5(a)

   For the six months period ended 30 September 2023

   "We draw attention to note 2(b) to the accompanying Special Purpose Consolidated Interim Financial Statements, which describes the basis of its preparation. The Special Purpose Consolidated Interim Financial Statements have been prepared by the Holding Company's management solely for the purpose of its inclusion as comparative financial information in the Special Purpose Consolidated Interim financial statements of the Group for the six-month period ended 30 September 2024, which in turn will be used for the preparation of Restated Consolidated Financial Information of the Group for the six-month period ended 30 September 2024, to be

Independent Auditor's Examination Report to the Board of Directors of Vishal Mega Mart Limited *(formerly known as Vishal Mega Mart Private Limited)* on the Restated Consolidated Financial information (cont'd)

included in the Red Herring Prospectus ('RHP') and Prospectus which is to be filed by the Holding Company with Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited and Registrar of Companies, Delhi and Haryana at New Delhi as per the requirements of Section 26 of Part I of Chapter III of the Act, read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended from time to time ('SEBI ICDR Regulations') in connection with the proposed Initial Public Offer ('IPO') of equity shares of the Holding Company. Therefore, these Special Purpose Consolidated Interim Financial Statements may not be suitable for any other purpose. Our report is issued solely for the aforementioned purpose, and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. Our opinion is not modified with respect to this matter."

(ii) Emphasis of Matter paragraph with respect to our audit report issued by us referred in paragraph 5(b)

For the year ended 31 March 2022

"We draw attention to note 41 to the accompanying consolidated financial statements, which describes the restatements done by the management of the Group to the comparative financial information presented as at and for the year ended 31 March 2021, and as at 1 April 2020, in accordance with the principles of Indian Accounting Standard 8: Accounting Policies, Changes in Accounting Estimates and Errors for correction of certain material prior period errors, as further described in the aforesaid note. Our opinion is not modified in respect of this matter."

7. As indicated in our audit reports referred above:

   a. we did not audit financial statements of two subsidiaries, whose share of total assets, total revenues, and net cash inflows / (outflows) included in the special purpose consolidated interim financial statements as at and for the six months periods ended 30 September 2024 and 30 September 2023 and consolidated financial statements as at and for the three years ended 31 March 2024, 31 March 2023 and 31 March 2022 is tabulated below, which have been audited by other auditors, as mentioned in Annexure I and whose reports have been furnished to us by the Company's management and our opinion on the special purpose consolidated interim financial statements and consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these components, is based solely on the reports of the other auditors:

(Rs. in million)

Particulars	As at/ for the six months period ended 30 September 2024	As at/ for the six months period ended 30 September 2023	As at/ for the year ended 31 March 2024	As at/ for the year ended 31 March 2023	As at/ for the year ended 31 March 2022
Total assets	0.22	0.30	0.27	28.60	40.42
Total revenues	Nil	Nil	Nil	Nil	Nil
Net cash inflow/ (outflows)	(0.04)	(27.80)	(27.83)	(11.82)	12.17

Independent Auditor's Examination Report to the Board of Directors of Vishal Mega Mart Limited *(formerly known as Vishal Mega Mart Private Limited)* on the Restated Consolidated Financial information (cont'd)

8. Based on our examination and according to the information and explanations given to us, we report that the Restated Consolidated Financial Information:

   a) have been prepared after incorporating adjustments for the changes in accounting policies, material errors and regrouping/reclassifications retrospectively in the six months periods ended 30 September 2023 and in the financial years ended 31 March 2024, 31 March 2023 and 31 March 2022 to reflect the same accounting treatment as per the accounting policies and grouping/classifications followed as at and for the six months period ended 30 September 2024;

   b) does not contain any qualifications requiring adjustments. However, those qualifications in the Companies (Auditor's Report) Order, 2020 issued by the Central Government of India in terms of sub section (11) of section 143 of the Act for the years ended 31 March 2024, 31 March 2023 and 31 March 2022 and reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended) which do not require any adjustments in the Restated Consolidated Financial Information have been disclosed in Annexure VI – Part B(d) of the Restated Consolidated Financial Information; and

   c) have been prepared in accordance with the Act, ICDR Regulations and the Guidance Note.

9. The Restated Consolidated Financial Information do not reflect the effects of events that occurred subsequent to the respective dates of the reports on the Special purpose consolidated interim financial statements and audited consolidated financial statements mentioned in paragraph 4 above.

10. This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the financial statements referred to herein.

11. We have no responsibility to update our report for events and circumstances occurring after the date of the report.

12. Our report is intended solely for use of the Board of Directors for inclusion in the RHP and Prospectus to be filed with Securities and Exchange Board of India, the Stock Exchanges and Registrar of Companies in connection with the proposed IPO. Our report should not be used, referred to, or distributed for any other purpose except with our prior consent in writing. 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 report is shown or into whose hands it may come without our prior consent in writing.

For **Walker Chandiok & Co LLP**
Chartered Accountants
Firm Registration No: 001076N/N500013

Neeraj Goel
Partner
Membership No.: 099514
UDIN: 24099514BKCNCT6427

Place: Gurugram
Date: 19 November 2024

Annexure I to the Independent Auditor's Examination Report to the Board of Directors of Vishal Mega Mart Limited *(formerly known as Vishal Mega Mart Private Limited)* on the Restated Consolidated Financial information

Annexure I

Details of subsidiary/entity included in the consolidated financial statement, which have been audited by other auditors:

S. No.	Name of auditor	Name of entity	Relationship	Financial year ('FY')/period
1	Arun Todarwal & Associates LLP	Vishal E-Commerce Private Limited	Subsidiary	Six months period ended 30 September 2024
2	Arun Todarwal & Associates LLP	Vishal E-Commerce Private Limited	Subsidiary	Six months period ended 30 September 2023
3	Arun Todarwal & Associates LLP	Vishal E-Commerce Private Limited	Subsidiary	FY 2023-24
4	Deepak Chetani & Associates	Vishal E-Commerce Private Limited	Subsidiary	FY 2022-23
5	Bindra & Associates	Vishal E-Commerce Private Limited	Subsidiary	FY 2021-22
6	Arun Todarwal & Associates LLP	Vishal Mega Mart CSR Trust	Entity over which the Company exercise control	Six months period ended 30 September 2024
7	Arun Todarwal & Associates LLP	Vishal Mega Mart CSR Trust	Entity over which the Company exercise control	Six months period ended 30 September 2023
8	Arun Todarwal & Associates LLP	Vishal Mega Mart CSR Trust	Entity over which the Company exercise control	FY 2023-24
9	Deepak Chetani & Associates	Vishal Mega Mart CSR Trust	Entity over which the Company exercise control	FY 2022-23
10	Bindra & Associates	Vishal Mega Mart CSR Trust	Entity over which the Company exercise control	FY 2021-22

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Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited)
CIN: U51909HR2018PLC073282

Annexure I
Restated Consolidated Statement of Assets and Liabilities
(All amounts are in Millions of Rupees unless otherwise stated)

	Note	As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Assets						
Non-current assets						
Property, plant and equipment	3A	6,269.49	4,843.69	5,918.20	4,630.60	4,017.48
Capital work-in-progress	3B	352.72	891.28	383.32	685.22	111.40
Right-of-use assets	3A	12,216.25	12,591.33	12,996.28	11,369.54	11,030.59
Goodwill	4	42,836.34	42,836.34	42,836.34	42,836.34	42,836.34
Other intangible assets	4	82.34	65.99	81.74	89.24	140.00
Financial assets						
(i) Other financial assets	6A	903.68	854.19	855.07	878.45	819.55
Deferred tax assets	27	2,295.21	2,114.99	2,181.71	2,160.88	2,036.25
Non-current tax assets (net)	7	199.25	202.36	39.60	128.98	98.75
Other non-current assets	8	50.34	153.29	48.07	160.33	73.68
Total non-current assets		**65,205.62**	**64,553.46**	**65,340.33**	**62,939.58**	**61,164.04**
Current assets						
Inventories	9	18,490.57	15,930.31	14,649.66	14,907.38	12,159.78
Financial assets						
(i) Investments	5	4,669.12	965.92	-	350.80	4,167.91
(ii) Trade receivables	10	290.14	196.09	317.42	41.53	23.18
(iii) Cash and cash equivalents	11A	1,945.01	1,125.55	869.59	454.97	971.60
(iv) Bank balances other than cash and cash equivalents	11B	257.68	566.96	319.34	1,237.21	1,186.85
(v) Other financial assets	6B	1,372.60	630.78	516.95	150.40	67.32
Other current assets	12	3,286.74	3,080.91	3,047.55	2,807.21	2,439.08
Total current assets		**30,311.86**	**22,496.52**	**19,720.51**	**19,949.50**	**21,015.72**
Total assets		**95,517.48**	**87,049.98**	**85,060.84**	**82,889.08**	**82,179.76**
Equity and liabilities						
Equity						
Equity share capital	13A	45,087.19	45,065.88	45,087.19	45,065.88	45,033.01
Other equity	13B	13,902.71	8,455.97	11,131.23	6,495.00	3,218.82
Equity attributable to shareholders of the Holding Company		**58,989.90**	**53,521.85**	**56,218.42**	**51,560.88**	**48,251.83**
Total equity		**58,989.90**	**53,521.85**	**56,218.42**	**51,560.88**	**48,251.83**
Liabilities						
Non-current liabilities						
Financial liabilities						
(i) Borrowings	14A	-	-	-	922.46	4,036.64
(ia) Lease liabilities	35	9,658.94	9,951.52	10,248.49	8,823.85	8,821.25
Provisions	15A	353.37	294.29	310.41	258.18	223.91
Total non-current liabilities		**10,012.31**	**10,245.81**	**10,558.90**	**10,004.49**	**13,081.80**
Current liabilities						
Financial liabilities						
(i) Borrowings	14B	-	1,130.88	-	412.50	937.50
(ia) Lease liabilities	35	4,435.98	4,514.70	4,585.39	4,457.44	4,099.81
(ii) Trade payables	16					
Total outstanding dues of micro enterprises and small enterprises		8,255.19	7,647.67	3,117.50	1,013.92	153.91
Total outstanding dues of creditors other than micro enterprises and small enterprises		12,279.02	8,434.34	9,082.71	13,993.92	14,452.31
(iii) Other financial liabilities	17	752.60	884.78	854.12	843.85	634.02
Other current liabilities	18	500.01	497.42	456.96	451.46	411.27
Provisions	15B	202.73	172.53	186.84	150.62	157.31
Current tax liabilities (net)	19	89.74	-	-	-	-
Total current liabilities		**26,515.27**	**23,282.32**	**18,283.52**	**21,323.71**	**20,846.13**
Total liabilities		**36,527.58**	**33,528.13**	**28,842.42**	**31,328.20**	**33,927.93**
Total equity and liabilities		**95,517.48**	**87,049.98**	**85,060.84**	**82,889.08**	**82,179.76**

The above Annexure should be read with the Annexure V - Summary of material accounting policies and other explanatory information, Annexure VI - Statement of restatement adjustments to audited consolidated financial statements and Annexure VII - Notes to the restated consolidated financial information.

The above restated consolidated statement of assets and liabilities should be read in conjunction with the accompanying notes.

This is the restated consolidated statement of assets and liabilities referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

Neeraj Goel
Partner
Membership No.: 099514

Place: Gurugram
Date: 19 November 2024

For and on behalf of the Board of Directors

Gunender Kapur
Managing Director & CEO
DIN No.: 01927304

Nishant Sharma
Director
DIN No.: 03117012

Amit Gupta
Chief Financial Officer

Rahul Luthra
Company Secretary
Membership No.: F9588

Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited)
CIN: U51909HR2018PLC073282

Annexure II
Restated Consolidated Statement of Profit and Loss
(All amounts are in Millions of Rupees unless otherwise stated)

	Note	For the six months period ended 30 September 2024	For the six months period ended 30 September 2023	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Income						
Revenue from operations	20	50,325.13	42,194.61	89,119.46	75,860.37	55,885.15
Other income	21	209.03	159.75	331.81	328.56	653.36
Total income		**50,534.16**	**42,354.36**	**89,451.27**	**76,188.93**	**56,538.51**
Expenses						
Purchases of stock-in-trade		39,957.32	31,519.92	64,208.47	57,997.17	42,610.68
Changes in inventories of stock-in-trade	22	(3,835.08)	(1,026.02)	252.06	(2,733.85)	(2,464.61)
Employee benefits expense	23	3,023.66	2,434.81	5,046.95	4,317.79	3,377.06
Depreciation and amortisation expense	24	2,788.74	2,491.47	5,172.93	4,614.44	4,055.64
Finance costs	25	684.16	742.88	1,435.38	1,614.02	1,938.08
Other expenses	26	4,498.89	3,554.80	7,125.97	6,074.05	4,325.17
Total expenses		**47,117.69**	**39,717.86**	**83,241.76**	**71,883.62**	**53,842.02**
Profit before tax		**3,416.47**	**2,636.50**	**6,209.51**	**4,305.31**	**2,696.49**
Tax expense:						
Current tax	27	983.06	632.24	1,606.08	1,214.49	931.83
Deferred tax	27	(107.96)	50.69	(15.92)	(121.91)	(263.04)
Total tax expense		**875.10**	**682.93**	**1,590.16**	**1,092.58**	**668.79**
Profit for the period/year		**2,541.37**	**1,953.57**	**4,619.35**	**3,212.73**	**2,027.70**
Other comprehensive loss						
Items that will not be reclassified to profit or loss						
- Remeasurement of defined benefit obligations		(21.89)	(19.17)	(19.55)	(11.00)	(8.72)
Income-tax relating to items that will not be reclassified to profit or loss		5.54	4.80	4.91	2.72	2.23
Other comprehensive loss for the period/year, net of tax		**(16.35)**	**(14.37)**	**(14.64)**	**(8.28)**	**(6.49)**
Total comprehensive income for the period/year, net of tax		**2,525.02**	**1,939.20**	**4,604.71**	**3,204.45**	**2,021.21**
Profit for the period/year attributable to:						
Owners of the Holding Company		2,541.37	1,953.57	4,619.35	3,212.73	2,027.70
Other comprehensive loss attributable to:						
Owners of the Holding Company		(16.35)	(14.37)	(14.64)	(8.28)	(6.49)
Total comprehensive income attributable to:						
Owners of the Holding Company		2,525.02	1,939.20	4,604.71	3,204.45	2,021.21
Earnings per equity share of Rs. 10 each	33					
- Basic (Rs.)		0.56	0.43	1.02	0.71	0.45
- Diluted (Rs.)		0.55	0.43	1.01	0.70	0.45

The above Annexure should be read with the Annexure V - Summary of material accounting policies and other explanatory information, Annexure VI - Statement of restatement adjustments to audited consolidated financial statements and Annexure VII - Notes to the restated consolidated financial information.

The above restated consolidated statement of profit and loss should be read in conjunction with the accompanying notes.

This is the restated consolidated statement of profit and loss referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors

Neeraj Goel
Partner
Membership No.: 099514

Gunender Kapur
Managing Director & CEO
DIN No.: 01927304

Nishant Sharma
Director
DIN No.: 03117012

Place: Gurugram
Date: 19 November 2024

Amit Gupta
Chief Financial Officer

Rahul Luthra
Company Secretary
Membership No.: F9588

Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited)
CIN: U51909HR2018PLC073282

Annexure III
Restated Consolidated Statement of Cash Flows
(All amounts are in Millions of Rupees unless otherwise stated)

		For the six months period ended 30 September 2024	For the six months period ended 30 September 2023	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
A.	**Cash flows from operating activities**					
	Profit before tax	**3,416.47**	**2,636.50**	**6,209.51**	**4,305.31**	**2,696.49**
	Adjustments for :					
	Depreciation and amortisation expense	2,788.74	2,491.47	5,172.93	4,614.44	4,055.64
	(Profit)/loss on disposal of property, plant and equipment (net)	(9.39)	28.90	16.03	2.48	33.96
	Gain on fair valuation of investments	(63.63)	(12.81)	-	(0.82)	(37.16)
	Gain on sale of investments	(58.78)	(42.48)	(132.33)	(123.05)	(96.02)
	Interest income	(75.67)	(72.84)	(159.50)	(136.96)	(141.41)
	Liabilities no longer required, written back	(19.40)	(33.57)	(68.29)	(85.50)	(20.80)
	Gain on modification of leases	-	(30.06)	(30.06)	(17.03)	(42.24)
	Finance costs	684.16	742.88	1,435.38	1,614.02	1,938.08
	Share based payment expense	246.46	24.99	34.74	82.73	121.90
	Operating profit before working capital changes	**6,908.96**	**5,732.98**	**12,478.41**	**10,255.62**	**8,508.44**
	Adjustments for :					
	Decrease/(increase) in trade receivables	27.28	(154.56)	(275.89)	(18.34)	10.07
	(Increase)/decrease in inventories	(3,840.91)	(1,022.93)	257.72	(2,747.59)	(2,464.46)
	(Increase)/decrease in other financial assets	(272.07)	18.00	17.80	(57.39)	(90.95)
	Increase in other assets	(240.68)	(273.98)	(236.90)	(383.93)	(514.92)
	Increase/(decrease) in trade payables	8,353.25	1,107.74	(2,738.65)	478.94	1,854.03
	Increase/(decrease) in other liabilities	42.20	45.98	12.85	40.28	(24.63)
	Increase/(decrease) in provisions	42.50	38.85	73.71	19.29	(72.50)
	(Decrease)/increase in financial liabilities	(51.89)	78.92	204.46	13.17	65.69
	Cash generated from operations	**10,968.64**	**5,571.00**	**9,793.51**	**7,600.05**	**7,270.77**
	Income tax paid (net)	(1,050.27)	(705.52)	(1,496.81)	(1,244.71)	(699.80)
	Net cash from operating activities	**9,918.37**	**4,865.48**	**8,296.70**	**6,355.34**	**6,570.97**
B.	**Cash flows from investing activities**					
	Purchase of property, plant and equipment (including capital work-in-progress, capital advances and capital creditors)	(1,181.34)	(1,110.69)	(2,493.57)	(2,224.19)	(1,577.92)
	Proceeds from disposal of property, plant and equipment	14.70	0.40	30.95	36.91	3.34
	Placement of fixed deposits	(570.40)	(59.18)	(180.23)	(736.60)	(346.61)
	Proceeds from redemption of fixed deposits	25.00	281.25	782.71	705.03	716.00
	Purchase of investments in mutual funds	(8,829.54)	(3,559.82)	(10,009.50)	(9,539.58)	(9,109.43)
	Proceeds from sale of mutual funds	4,282.94	3,000.00	10,492.63	13,480.57	10,539.80
	Interest received	43.36	47.29	76.47	51.23	46.79
	Net cash (used in)/from investing activities	**(6,215.28)**	**(1,400.75)**	**(1,300.54)**	**1,773.37**	**271.97**
C.	**Cash flows from financing activities**					
	Proceeds from issue of equity shares	-	-	21.32	36.87	231.51
	Payment on repurchase of employee share options	-	(3.22)	(3.22)	(15.00)	(9.80)
	Proceeds from non-current borrowings	-	-	-	-	4,972.27
	Repayment of non-current borrowings	-	(203.95)	(1,333.25)	(3,638.98)	-
	Repayment of non-convertible debentures	-	-	-	-	(7,699.18)
	Payment of principal portion of lease liabilities	(1,943.51)	(1,888.77)	(3,831.01)	(3,414.21)	(2,661.59)
	Interest paid	(684.16)	(698.21)	(1,435.38)	(1,614.02)	(1,938.08)
	Net cash used in financing activities	**(2,627.67)**	**(2,794.15)**	**(6,581.54)**	**(8,645.34)**	**(7,104.87)**
	Net increase/(decrease) in cash and cash equivalents (A+B+C)	**1,075.42**	**670.58**	**414.62**	**(516.63)**	**(261.93)**
	Cash and cash equivalents at the beginning of the period/year	869.59	454.97	454.97	971.60	1,233.53
	Cash and cash equivalents at the end of the period/year	**1,945.01**	**1,125.55**	**869.59**	**454.97**	**971.60**
	Components of cash and cash equivalents (refer note 11A):					
	Balances with scheduled banks	1,381.68	849.16	383.54	262.78	737.25
	Cash on hand	194.83	142.78	374.80	128.84	147.13
	Balance with cash management services	37.17	9.13	18.08	7.62	5.53
	Credit card collection in transit	31.33	124.48	68.17	55.73	81.69
	Deposits with original maturity of less than three months	300.00	-	25.00	-	-
		1,945.01	**1,125.55**	**869.59**	**454.97**	**971.60**

The restated consolidated statement of cash flows has been prepared under the 'indirect method' as set out in Ind AS 7, 'Statement of cash flows'.

Refer note 39 for reconciliation of liabilities arising from financing activities pursuant to Ind AS 7- Statement of Cash Flows

The above Annexure should be read with the Annexure V - Summary of material accounting policies and other explanatory information, Annexure VI - Statement of restatement adjustments to audited consolidated financial statements and Annexure VII - Notes to the restated consolidated financial information.

The above restated consolidated statement of cash flows should be read in conjunction with the accompanying notes.

This is the restated consolidated statement of cash flows referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

Neeraj Goel
Partner
Membership No.: 099514

Place: Gurugram
Date: 19 November 2024

For and on behalf of the Board of Directors

Gunender Kapur
Managing Director & CEO
DIN No.: 01927304

Nishant Sharma
Director
DIN No.: 03117012

Amit Gupta
Chief Financial Officer

Rahul Luthra
Company Secretary
Membership No.: F9588

Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited)
CIN: U51909HR2018PLC073282

Annexure IV
Restated Consolidated Statement of Changes in Equity
(All amounts are in Millions of Rupees unless otherwise stated)

A. Equity share capital: (refer note 13A)

	No. of shares	Amount
As at 01 April 2021	**4,484,129,543**	**44,841.30**
Issue of shares (fully paid up of face value of Rs. 10 each)	7,000,000	70.00
Exercise of employee share option during the year (refer note 28)	12,171,286	121.71
As at 31 March 2022	**4,503,300,829**	**45,033.01**
Exercise of employee share option during the year (refer note 28)	3,286,760	32.87
As at 31 March 2023	**4,506,587,589**	**45,065.88**
Exercise of employee share option during the period (refer note 28)	-	-
As at 30 September 2023	**4,506,587,589**	**45,065.88**
As at 01 April 2023	**4,506,587,589**	**45,065.88**
Exercise of employee share option during the year (refer note 28)	2,131,904	21.31
As at 31 March 2024	**4,508,719,493**	**45,087.19**
Exercise of employee share option during the period (refer note 28)	-	-
As at 30 September 2024	**4,508,719,493**	**45,087.19**

B. Other equity: (refer note 13B)

	Reserve and surplus				
	Retained earnings	**Share options outstanding account**	**Securities premium account**	**Capital reserve**	**Total**
Balance as at 01 April 2021	**308.36**	**349.35**	**635.25**	**(247.50)**	**1,045.46**
Profit for the year	2,027.70	-	-	-	2,027.70
Other comprehensive loss (net of tax)	(6.49)	-	-	-	(6.49)
Total comprehensive income	**2,021.21**	**-**	**-**	**-**	**2,021.21**
Transactions with owners in their capacity of owners					
Employee share option expense	-	121.90	-	-	121.90
Transfer to securities premium on exercise of employee stock options	-	(47.56)	47.56	-	-
Employee share option re-purchased during the year	(0.95)	(8.70)	-	-	(9.65)
Securities premium received during the year	-	-	39.90	-	39.90
Balance as at 31 March 2022	**2,328.62**	**414.99**	**722.71**	**(247.50)**	**3,218.82**
Profit for the year	3,212.73	-	-	-	3,212.73
Other comprehensive loss (net of tax)	(8.28)	-	-	-	(8.28)
Total comprehensive income	**3,204.45**	**-**	**-**	**-**	**3,204.45**
Transactions with owners in their capacity of owners					
Employee share option expense	-	82.73	-	-	82.73
Transfer to securities premium on exercise of employee stock options	-	(12.69)	12.69	-	-
Employee share option re-purchased during the year	(3.92)	(11.08)	-	-	(15.00)
Securities premium received during the year	-	-	4.00	-	4.00
Balance as at 31 March 2023	**5,529.15**	**473.95**	**739.40**	**(247.50)**	**6,495.00**
Profit for the period	1,953.57	-	-	-	1,953.57
Other comprehensive loss (net of tax)	(14.37)	-	-	-	(14.37)
Total comprehensive income	**1,939.20**	**-**	**-**	**-**	**1,939.20**
Transactions with owners in their capacity of owners					
Employee share option expense	-	24.99	-	-	24.99
Employee share option re-purchased during the period	(1.28)	(1.94)	-	-	(3.22)
Balance as at 30 September 2023	**7,467.07**	**497.00**	**739.40**	**(247.50)**	**8,455.97**
Balance as at 01 April 2023	**5,529.15**	**473.95**	**739.40**	**(247.50)**	**6,495.00**
Profit for the year	4,619.35	-	-	-	4,619.35
Other comprehensive loss (net of tax)	(14.64)	-	-	-	(14.64)
Total comprehensive income	**4,604.71**	**-**	**-**	**-**	**4,604.71**
Transactions with owners in their capacity of owners					
Employee share option expense	-	34.74	-	-	34.74
Transfer to securities premium on exercise of employee stock options	(5.90)	-	5.90	-	-
Employee share option re-purchased during the year	(1.28)	(1.94)	-	-	(3.22)
Balance as at 31 March 2024	**10,126.68**	**506.75**	**745.30**	**(247.50)**	**11,131.23**
Profit for the period	2,541.37	-	-	-	2,541.37
Other comprehensive loss (net of tax)	(16.35)	-	-	-	(16.35)
Total comprehensive income	**2,525.02**	**-**	**-**	**-**	**2,525.02**
Transactions with owners in their capacity of owners					
Employee share option expense	-	246.46	-	-	246.46
Balance as at 30 September 2024	**12,651.70**	**753.21**	**745.30**	**(247.50)**	**13,902.71**

The above Annexure should be read with the Annexure V - Summary of material accounting policies and other explanatory information, Annexure VI - Statement of restatement adjustments to audited consolidated financial statements and Annexure VII - Notes to the restated consolidated financial information.

The above restated consolidated statement of changes in equity should be read in conjunction with the accompanying notes.

This is the restated consolidated statement of changes in equity referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

Neeraj Goel
Partner
Membership No.: 099514

Place: Gurugram
Date: 19 November 2024

For and on behalf of the Board of Directors

Gunender Kapur
Managing Director & CEO
DIN No.: 01927304

Nishant Sharma
Director
DIN No.: 03117012

Amit Gupta
Chief Financial Officer

Rahul Luthra
Company Secretary
Membership No.: F9588

1. Company overview

Vishal Mega Mart Limited (the "Company" or the "Holding Company") *(formerly known as Vishal Mega Mart Private Limited)*, together with its subsidiaries/entity, Airplaza Retail Holdings Private Limited, Vishal E-Commerce Private Limited and Vishal Mega Mart CSR Trust (the "Subsidiary Company / entity") are collectively referred to as the "Group" in these Restated consolidated financial information. The Holding Company was incorporated on 26 March 2018 under the provisions of the Companies Act, 2013 with its registered office in Plot No 184, Fifth floor, Platinum Tower, Platinum Tower, Gurugram, Udyog Vihar, Haryana, 122016. The Group is in the wholesale and retail business of trading of apparels, fast moving consumer goods and general merchandise.

2. Basis for preparation and material accounting policies

This note provides a list of the material accounting policies adopted in the preparation of these Restated Consolidated Financial Information. These policies have been consistently applied to all the periods/years.

a. Application of new and revised Indian Accounting Standards (Ind AS)

All the Ind AS issued and notified by the Ministry of Corporate Affairs ('MCA') under the Companies (Indian Accounting Standards) Rules, 2015 (as amended) till the Restated Consolidated Financial Information are authorised, have been considered in preparing these Restated Consolidated Financial Information.

MCA notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. As of 30 September 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Group that has not been applied.

b. Basis of preparation and presentation of Restated Consolidated Financial Information

The Restated Consolidated Financial Information of the Group comprise of the Restated Consolidated Statement of Assets and Liabilities as at 30 September 2024, 30 September 2023, 31 March 2024, 31 March 2023 and 31 March 2022, the related Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Cash Flows and the Restated Consolidated Statement of Changes in Equity for the six months periods ended 30 September 2024 and 30 September 2023 and for the years ended 31 March 2024, 31 March 2023 and 31 March 2022, and the material accounting policies and explanatory notes (collectively, the 'Restated Consolidated Financial Information').

The Restated Consolidated Financial Information comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act), Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other relevant provisions of the Act.

These Restated Consolidated Financial Information have been prepared by the management as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") issued by the Securities and Exchange Board of India ('SEBI'), in pursuance of the Securities and Exchange Board of India Act, 1992, for the purpose of inclusion in the Red Herring Prospectus and Prospectus to be filed by the Holding Company with the Securities Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Delhi and Haryana at New Delhi in connection with the proposed initial public offering of equity shares of face value of Rs. 10 each of the Company comprising an offer for sale of equity shares held by the selling shareholders (the "Offer"), prepared by the Company in terms of the requirements of:

a) Relevant provisions of Section 26 of Part I of Chapter III Companies Act, 2013 (the “Act”);
b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations"); and
c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the “Guidance Note”).

The Restated Consolidated Financial Information has been compiled by the Management from:

a) Special purpose consolidated interim financial statements of the Group as at and for the six months periods ended 30 September 2024 and 30 September 2023 which have been prepared as per the accounting principles of Indian Accounting Standard (Ind AS) 34 “Interim Financial Reporting” prescribed under Section 133 of the Companies Act, 2013 (‘the Act’) read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India (referred to as “Ind AS”) except for presentation of comparative financial information in the special purpose consolidated interim financial statements of the Group as at and for the six months periods ended 30 September 2023 as it is not required for the intended purpose, which have been approved by the Board of Directors at their meetings held on 19 November 2024;

b) Audited Consolidated Financial Statements of the Group as at and for the years ended 31 March 2024, 31 March 2023 and 31 March 2022 which were prepared in accordance with the Indian Accounting Standards as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India (referred to as “Ind AS”), which have been approved by the Board of Directors at their meetings held on 16 May 2024 , 27 July 2023 and 25 August 2022 respectively;

The Restated Consolidated Financial Information have been prepared on accrual and going concern basis. The accounting policies have been consistently applied by the Company in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of special purpose consolidated interim financial statements for the six months period ended 30 September 2024.

The Restated Consolidated Financial Information have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI ICDR Regulations:

a) Adjustments to the profits or losses of the earlier periods and of the period in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these periods, if any (Refer Annexure VI – Statement of restatement adjustments to audited consolidated financial statements);

b) Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the special purpose consolidated interim financial statements of the Company for the six months period ended 30 September 2024 and the requirements of the SEBI ICDR Regulations, if any; and

c) The resultant impact of tax due to the aforesaid adjustments, if any

This Restated Consolidated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the board meeting held for the approval of the special purpose consolidated interim financial statements as at and for six months periods ended 30 September 2024 and 30 September 2023 and financial statements for the years ended 31 March 2024, 31 March 2023 and 31 March 2022 as mentioned above.

The Restated Consolidated Financial Information for the six months periods ended 30 September 2024, 30 September 2023 and years ended 31 March 2024, 31 March 2023 and 31 March 2022 were approved for issue in accordance with the resolution of the Board of Directors on 19 November 2024.

c. Overall considerations

These Restated Consolidated Financial Information have been prepared on going concern basis using the material accounting policies and measurement bases summarised below.

These accounting policies have been used throughout all periods presented in the Restated Consolidated Financial Information, unless otherwise stated.

d. Functional and presentation currency

These Restated Consolidated Financial Information are presented in Indian Rupees (INR), which is also the Group’s functional currency. All amounts have been presented in million, up to two decimals, unless otherwise indicated.

e. Basis of measurement

The restated consolidated financial information have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit (asset)/liability	Fair value of plain assets less present value of defined obligation
Share based payment	Fair value

The Restated Consolidated Financial Information of the Group have been prepared in compliance with Indian Accounting Standards (hereinafter referred to as the ‘Ind AS’) notified under Section 133 of the Companies Act, 2013 (the Act) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016 and other relevant provisions of the Act.

The Restated Consolidated Financial Information have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the Restated Consolidated Financial Information except where a newly issued accounting standard is initially adopted or revision to an existing accounting standard where a change in accounting policy hitherto in use.

f. Use of estimates and judgements

In preparing these Restated Consolidated Financial Information, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. An overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed is mentioned below. Areas involving critical estimates or judgements are:

- Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used - Note 27;
- Estimation of current tax expense and payable – Note 27;
- Estimation of defined benefit obligation – Note 34;
- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources – Note 36;
- Leases: whether an arrangement contains a lease, determination of lease term, measurement of Right of Use ("ROU") assets - Note 35;
- Determine grant date fair value technique for employee share option scheme - Note 28
- Impairment test of non-financial assets: key assumptions underlying recoverable amounts

- Impairment test of financial assets: key assumptions like risk of default and expected loss rates
- Provision for expected credit losses (ECL) of trade receivables and contract assets
- Fair value measurement for financial instruments

Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the restated consolidated financial information. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

g. Measurement of fair values

A number of the Group's accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities. Fair values are categorized into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, the Group uses observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorized in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. The Group recognizes transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further, information about the assumptions made in measuring fair values is included Note 29 – Financial instruments.

h. Current and non-current classification

All assets and liabilities are classified into current and non-current.

Assets
An asset is classified as current when it satisfies any of the following criteria:
(a) it is expected to be realized in, or is intended for sale or consumption in, the Group's normal operating cycle;
(b) it is held primarily for the purpose of being traded;
(c) it is expected to be realized within 12 months after the reporting date; or
(d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.
Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities
A liability is classified as current when it satisfies any of the following criteria:
(a) it is expected to be settled in the Group's normal operating cycle;
(b) it is held primarily for the purpose of being traded;
(c) it is due to be settled within 12 months after the reporting date; or
(d) the Group does not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax asset/liabilities are classified as non-current.

Operating cycle
Operating cycle is the time between the acquisition of assets for processing and their realization in cash or cash equivalents. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, the Group has ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

i. Basis of consolidation

Subsidiary/entity is an entity over which the Group has control. The Group controls an entity when the Group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiary is fully consolidated from the date on which control is transferred to the Group. They are deconsolidated from the date that control ceases. Restated Consolidated Statement of profit and loss (including other comprehensive income ('OCI')) of the subsidiary acquired or disposed of during the period are recognized from the effective date of acquisition, or up to the date of disposal, as applicable.

The Group combines the financial statement of Holding Company and its subsidiary/entity line by line adding together items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealized gains on transactions between the group companies are eliminated. Unrealized losses are also eliminated unless the transaction provides the evidence of an impairment of the transferred asset. Accounting policies of the subsidiary have been changes where necessary to ensure consistency with the policies adopted by the Group.

Non-controlling interests, presented as part of equity represent the portion of a subsidiary's/entity's Statement of profit and loss and net assets that is not held by the Group. Statement of profit and loss (including each component of OCI) is attributed to the equity holders of the Holding Company and to the non-controlling interest basis the respective ownership interests and such balance is attributed even if this results in the non-controlling interests have a deficit balance.

The Group treats transactions with non-controlling interests that do not result in a loss of control as transactions with equity owners of the Group. Such a change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary/entity. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognized with equity.

j. Financial instruments

Financial assets and financial liabilities are recognized when the Group becomes a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. However, trade receivables that do not contain a significant financing component are measured at transaction price in accordance with Ind AS 115. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through profit or loss are recognized immediately in the Restated Consolidated Statement of profit and loss.

Financial assets
All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets

Classification of financial assets
Debt instruments that meet the following conditions are subsequently measured at amortized cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI") (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognized in the Restated Consolidated Statement of profit and loss for FVTOCI debt instruments.

All other financial assets are subsequently measured at fair value.

Financial assets
All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets

Classification of financial assets
Debt instruments that meet the following conditions are subsequently measured at amortized cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):
• the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and
• the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income ("FVTOCI") (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):
• the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and
• the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognized in the Restated Consolidated Statement of profit and loss for FVTOCI debt instruments.
All other financial assets are subsequently measured at fair value.

Debt instruments that do not meet the amortized cost criteria or FVTOCI criteria are measured at FVTPL. In addition, debt instruments that meet the amortized cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortized cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognizing the gains and losses on them on different bases. The Group has not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognized in the Restated Consolidated Statement of profit and loss. The net gain or loss recognized in the Restated Consolidated Statement of profit and loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognized when the Group's right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Impairment of financial assets
The Group applies the expected credit loss model for recognizing impairment loss on financial assets measured at amortized cost, debt instruments at FVTOCI, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights.

Offsetting
Financial assets and financial liabilities are offset and the net amount presented in the restated consolidated statement of assets and liabilities when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intents either to settle them on net basis or to realize the assets and settle the liabilities simultaneously.

Derecognition of financial assets
The Group derecognizes a financial asset when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

Financial liabilities and equity instruments
Classification as debt or equity
Debt and equity instruments issued by Group are classified as either financial liabilities or as' equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments
An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Financial liabilities
Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortized cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortized cost are determined based on the effective interest method. Interest expense that is not capitalized as part of costs of an asset is included under 'Finance costs'.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability.

All financial liabilities are subsequently measured at amortized cost using the effective interest method or at FVTPL.

Derecognition of financial liabilities
The Group derecognizes financial liabilities when, and only when, the Group's obligations are discharged, cancelled or have expired.

Compound financial instruments
The liability component of a compound financial instrument is initially recognized at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognized at the difference fair value of compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity component in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortized cost using the effective interest method. The equity component of a compound financial instrument is not remeasured subsequently.

Interest related to the financial liability is recognized in profit or loss (unless it qualifies for inclusion in the cost of an asset). In case of conversion at maturity, the financial liability is reclassified to equity and no gain or loss is recognized.

k. Property, plant and equipment

Recognition and measurement
Items of property, plant and equipment are measured at cost, which includes capitalized borrowing costs (if meeting the capitalization criteria), less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. The cost of improvements to leasehold premises, if recognition criteria are met, have been capitalized and disclosed separately under leasehold improvement. Any gain or loss on disposal of an item of property, plant and equipment is recognized in the Restated Consolidated Statement of profit and loss.

Cost of property, plant and equipment not ready for use as at the reporting date are disclosed as capital work-in-progress.

Subsequent expenditure
Subsequent expenditure is capitalized only if it is probable that the future economic benefits associated with the expenditure will flow to the Group.

Depreciation
Depreciation is provided on the straight-line method, over the estimated useful life of each asset as determined by the management. The useful lives prescribed in Schedule II to the Act are considered as indicative useful lives.

The estimated useful lives of items of property, plant and equipment are as follows

S. No.	Asset category	Useful life of assets (in years)
1.	Computer-end user device	3
2.	Servers and network	6
3.	Furniture and fixtures	7
4.	Office equipment	5
5.	Vehicles	
	- Lorry	8
	- Car	8
6.	Plant and machinery	
	- Air conditioner	7
	- Diesel generator	7
	- Lift	10
	- Electrical equipment	7

Leasehold improvements are amortised over the lease period.

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted, if appropriate. Based on technical evaluation and consequent advice, the management believes that its estimates of useful lives as given above, best represent the period over which management expects to use these assets. Depreciation on additions/ (disposals) is provided on a pro-rata basis, i.e., from/ (upto) the date on which asset is ready for use/ (disposed off).

The carrying amounts of assets are reviewed at each Balance Sheet date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated. For assets that are not yet available for use, the recoverable is estimated at each Balance Sheet date. An impairment loss is recognized whenever the carrying amount of an asset or cash-generating unit exceeds its recoverable amount. Impairment losses are recognized in the Restated Consolidated Statement of profit and loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortization, if no impairment loss had been recognized.

Derecognition

Property, plant and equipment is derecognized when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognized in the Restated Consolidated Statement of profit and loss.

l. Goodwill and other intangible assets

Goodwill

The Group accounts for the business combinations using the acquisition method when control is transferred to the Group. The consideration transferred in the acquisition is generally measured at fair value as at the date the control is acquired ("the acquisition date"), as are the net identifiable assets (tangible and intangible assets) acquired and any non-controlling interest in the acquired business. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed, in accordance with Ind AS 103 - Business Combinations.

Goodwill is considered to have indefinite useful life and hence is not subject to amortization but tested for impairment at least annually, based on a number of factors, including operating results, business plans and future cash flows. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Intangible assets and amortization

Recognition and measurement
Intangible assets that are acquired are recognized only if it is probable that the expected future economic benefits that are attributable to the asset will flow to the Group and the cost of assets can be measured reliably. The intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and are carried at cost less accumulated amortization and impairment losses, if any. Gain or losses arising from derecognition of intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and are recognized in the Restated Consolidated Statement of profit and loss when the asset is derecognized. Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortization and accumulated impairment losses.

Amortization
Amortization of intangible assets is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in the Restated Consolidated Statement of profit and loss.

Amortization method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate. Amortisation has been computed based on the following useful lives:

Asset category	**Useful life**
- Software	5 years

Derecognition
An intangible asset is derecognised when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of intangible assets are determined by comparing the proceeds from disposal with the carrying amount of intangible assets and are recognised in the Restated Consolidated Statement of profit and loss.

m. Revenue recognition

Revenue from sale of traded goods is recognised upon transfer of control of promised products or services to customers. Revenue from sale of goods is recognized at a point in time, when the goods are delivered and on acceptance of such goods.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers. The Company disaggregates revenue from contracts with customers on the basis of time, nature and geography.

Revenue from services is recognized over time by measuring progress towards satisfaction of performance obligation for the services rendered.

Interest income on financial assets (including deposits with banks) is recognised using the effective interest rate method on a time proportionate basis.

Dividend income is recorded when the right to receive payment is established.

Payment terms
The Group carries on a cash and carry model and accordingly, payment against sale of goods is receipt at the time of sale itself.

Further, there are no financing component in the contract with customer and no variable consideration are involved in the transaction price.

Contract assets and contract liabilities
The Group recognises contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other current liabilities in the restated consolidated statement of assets and liabilities. Similarly, if the Group satisfies a performance obligation before it receives the consideration, the Group recognises either a contract asset or a receivable in its restated consolidated statement of assets and liabilities, depending on whether something other than the passage of time is required before the consideration is due.

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If the Group performs by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration when that right is conditional on Group's future performance. A contract liability is the obligation to transfer goods or services to a customer for which the Group has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Group transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Group performs under the contract. The Group does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Group does not adjust any of the transaction prices for the time value of money.

n. Trade receivables

Trade receivables are amounts due from customers for goods sold in the ordinary course of business and reflects Group’s unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. The Group holds the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

o. Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their present location and condition. Costs of inventories are determined on a weighted average cost method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

p. Leases

The Group as a lessee
The Group executes leasing arrangements for lease of buildings and office equipment. Such arrangements are generally for a fixed period but may have extension or termination options. In accordance with Ind AS 116 – Leases, at inception of the contract, the Group assesses whether a contract is, or contains a lease. A lease is defined as ‘a contract, or part of a contract, that conveys the right to control the use an asset (the underlying asset) for a period of time in exchange for consideration’.

To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

- The contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;
- it has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and
- it has the right to direct the use of the asset.

Measurement and recognition of leases as a lessee
The Group recognizes a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets is subsequently measured at cost less any accumulated amortisation / impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is amortised using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the Restated Consolidated Statement of profit and loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, the Group's incremental borrowing rate. Generally, the Group uses its incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:
- Fixed payments, including in-substance fixed payments;
- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;
- Amounts expected to be payable under a residual value guarantee; and
- The exercise price under a purchase option that the Group is reasonably certain to exercise, lease payments in an optional renewal period if the Group is reasonably certain to exercise an extension option, and penalties for early termination of a lease unless the Group is reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in the Group's estimate of the amount expected to be payable under a residual value guarantee, or if the Group changes its assessment of whether it will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero, as the case may be.

The Group has elected not to apply the requirements of Ind AS 116 - Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense in profit or loss on a straight-line basis over the lease term.

q. Employee benefits

Short-term employee benefits
Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if the Group has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Defined contribution plan
A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. The Group makes specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Defined benefit plan
A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. The Group's net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.
The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for the Group, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ('the asset ceiling'). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, are recognised in OCI. The Group determines the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ('past service cost' or 'past service gain') or the gain or loss on curtailment is recognised immediately in profit or loss. The Group recognises gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Other long term benefits
The Group's net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in profit or loss in the period in which they arise.

Share based payments
The grant-date fair value of equity-settled share-based payment arrangements granted to the eligible employees under the Employee Share Option Plan ('ESOP') is recognised as an employee share option scheme expense in the profit or loss, in relation to options granted to the employees, over the vesting period of the awards. For share-based payment awards with market conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes. At the end of each period, the Group revises its estimates of the

number of options that are expected to be vested based on the non-market performance conditions at the vesting date.

r. Income taxes

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

1. Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

2. **Deferred tax**

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:
- temporary differences arising on the initial recognition of assets or liabilities in a transaction that affects neither accounting nor taxable profit or loss at the time of the transaction;
- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, the Group recognises a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is convincing other evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which the Group expects, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

s. Provisions, contingent liabilities and contingent assets

The Group creates a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each Balance Sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the restated consolidated financial information. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

t. Impairment of non- financial assets

Assessment is done at each balance sheet date as to whether there is any indication that an asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets and group of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's selling price and its value in use. Value in use is the present value of estimated future cash flows expected to raise from continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognised for an assets in prior accounting periods may no longer exist or may have decreased.

u. Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

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Annexure VI
Statement of Restatement Adjustments to Special Purpose Consolidated Interim Financial Statements/Audited Consolidated Financial Statements
(All amounts are in Millions of Rupees unless otherwise stated)

Part A: Statement of restatement adjustments to special purpose consolidated interim financial statements/audited consolidated financial statements

Reconciliation between total equity as per special purpose consolidated interim financial statements/statutory financial statements and restated consolidated financial information:

Particulars	As at				
	30 September 2024	**30 September 2023**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Total equity as per special purpose consolidated interim financial statements/statutory financial statements	58,989.90	53,521.85	56,218.42	51,560.88	48,251.83
Adjustments	-	-	-	-	-
Total equity as per restated consolidated statement of assets and liabilities	**58,989.90**	**53,521.85**	**56,218.42**	**51,560.88**	**48,251.83**

Reconciliation between profit for the year after tax as per special purpose consolidated interim financial statements/statutory financial statements and restated consolidated financial information:

Particulars	For the six months period ended		For the year ended		
	30 September 2024	**30 September 2023**	**31 March 2024**	**31 March 2023**	**31 March 2022**
Profit for the period/year (after tax) as per special purpose consolidated interim financial statements/statutory financial statements	2,541.37	1,953.57	4,619.35	3,212.73	2,027.70
Adjustments	-	-	-	-	-
Restated profit for the period/year (after tax)	**2,541.37**	**1,953.57**	**4,619.35**	**3,212.73**	**2,027.70**

Part B: Non adjusting events

a) Audit qualifications for the respective period/years, which do not require any adjustments in the restated financial information are as follows:
There are no audit qualification in auditor's reports on the financial statements for the six months periods ended 30 September 2024 and 30 September 2023 and financial years ended 31 March 2024, 31 March 2023 and 31 March 2022.
b) Emphasis of matters not requiring adjustments to restated consolidated financial information:

1) Emphasis of matter for the six months period 30 September 2023:

We draw attention to note 2(b) to the accompanying Special Purpose Consolidated Interim Financial Statements, which describes the basis of its preparation. The Special Purpose Consolidated Interim Financial Statements have been prepared by the Holding Company's management solely for the purpose of its inclusion as comparative financial information in the Special Purpose Consolidated Interim financial statements of the Group for the six-month period ended 30 September 2024, which in turn will be used for the preparation of Restated Consolidated Financial Information of the Group for the six-month period ended 30 September 2024, to be included in the Red Herring Prospectus ('RHP') and Prospectus which is to be filed by the Holding Company with Securities and Exchange Board of India, National Stock Exchange of India Limited, BSE Limited and Registrar of Companies, Delhi and Haryana at New Delhi as per the requirements of Section 26 of Part I of Chapter III of the Act, read with the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirement) Regulations, 2018, as amended from time to time ('SEBI ICDR Regulations') in connection with the proposed Initial Public Offer ('IPO') of equity shares of the Holding Company. Therefore, these Special Purpose Consolidated Interim Financial Statements may not be suitable for any other purpose. Our report is issued solely for the aforementioned purpose, and accordingly, should not be used, referred to or distributed for any other purpose or to any other party without our prior written consent. Further, we do not accept or assume any liability or any duty of care for any other purpose for which or to any other person to whom this report is shown or into whose hands it may come without our prior consent in writing. Our opinion is not modified with respect to this matter.

2) Emphasis of matter for the year ended 31 March 2024: None

3) Emphasis of matter for the year ended 31 March 2023: None

4) Emphasis of matter for the year ended 31 March 2022:

We draw attention to note 41 to the accompanying consolidated financial statements, which describes the restatements done by the management of the Group to the comparative financial information presented as at and for the year ended 31 March 2021, and as at 1 April 2020, in accordance with the principles of the Indian Accounting Standard 8: Accounting Policies, Changes in Accounting Estimates and Errors for correction of certain material prior period errors, as further described in the aforesaid note. Our opinion is not modified in the respect of this matter.

Refer below the description of such restatement given below:

During the year, the management has re-evaluated the classification of intangible assets relating to franchisee agreement in the consolidated financial statements. This intangible asset amounting to Rs. 6,608.94 million (net of tax of Rs. 2,222.76 million) was recognised upon purchase price allocation as at 26 November 2018. The aforesaid intangible assets were required to be classified as goodwill in these consolidated financial statements. This re-alignment of the classification has been done in the opening balance as at 1 April 2020.

Accordingly, the corresponding figures pertaining to the year ended 31 March 2021 and as at 1 April 2020 have been restated in accordance with the requirements of "Ind AS 8: Accounting Policies, Changes in Accounting Estimates and Errors" for reclassification and remeasurement.

This has resulted in recognition of goodwill amounting to Rs. 6,608.94 million (net of tax of Rs. 2,222.76 million) as at 1 April 2020. Also, amortisation charge for the period 28 November 2018 to 31 March 2020 amounting to Rs. 660.60 million (net of tax of Rs. 166.26 million) has been reversed resulting in increase in other equity by the same amount. Further, during the year ended 31 March 2021, the Company has reversed the amortisation charge amounting to Rs. 490.90 million and corresponding increase in tax expense amounting to Rs. 123.55 million for that year, resulting in decrease in depreciation and amortisation for the year ended 31 March 2021 and increase in tax expense.

However, the Company will continue to carry the aforesaid intangible assets in its standalone financial statements as it represents franchisee agreement with the subsidiary company.

For further details, refer note 41 to the consolidated financial statements for the year ended 31 March 2022.

Annexure VI
Statement of Restatement Adjustments to Special Purpose Consolidated Interim Financial Statements/Audited Consolidated Financial Statements
(All amounts are in Millions of Rupees unless otherwise stated)

c) Reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014 (as amended)

For the year ended 31 March 2024:

Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited): Audit report on the consolidated financial statements

As stated in Note 41 to the consolidated financial statements and based on our examination which included test checks, and that performed by the respective auditor of the subsidiary which are companies incorporated in India and audited under the Act, except for the matters mentioned below, the Holding Company and its subsidiaries, in respect of financial year commencing on 1 April 2023, have used an accounting software for maintaining their books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exception given below:

Nature of exception noted	Details of exception
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software.	(a) The audit trail feature was not enabled at database level for accounting software used for maintenance of accounting records to log any direct data changes by the Holding Company and its two subsidiaries. (b) The audit trail feature was not enabled at database level for accounting software used for front end billing at retail outlets to log any direct data changes by one subsidiary.
Instances of accounting software maintained by a third party where we are unable to comment on the audit trail feature.	The accounting software used for maintenance of payroll records of the Holding Company and its one subsidiary are operated by a third party software service provider. In the absence of any information on the existence of audit trail feature in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with AICPA Standards of Attestation Engagement SSAE 18 : Service organization), we are unable to comment on whether audit trail feature at the database level of the said software was enabled and operated throughout the year.

Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited): Audit report on the standalone financial statements

As stated in note 42 to the standalone financial statements and based on our examination which included test checks, except for instances mentioned below, the Company, in respect of financial year commencing on 1 April 2023, has used accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exception given below.

Nature of exception noted	Details of exception
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software.	The audit trail feature was not enabled at database level for accounting software to log any direct data changes used for maintenance of accounting records by the Company .
Instances of accounting software maintained by a third party where we are unable to comment on the audit trail feature.	The accounting software used for maintenance of payroll records of the Company is operated by a third party software service provider. In the absence of any information on the existence of audit trail feature in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with AICPA Standards of Attestation Engagement SSAE 18 : Service organization), we are unable to comment on whether audit trail feature at the database level of the said software was enabled and operated throughout the year.

Airplaza Retail Holdings Private Limited: Audit report on the financial statements

As stated in Note 39 to the financial statements and based on our examination which included test checks, except for instances mentioned below, the Company, in respect of financial year commencing on 1 April 2023, has used an accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exception given below.

Nature of exception noted	Details of exception
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software.	The audit trail feature was not enabled at database level for accounting and billing software to log any direct data changes, used for maintenance of all accounting records and for front end billing at retail outlets respectively by the Company.
Instances of accounting software maintained by a third party where we are unable to comment on the audit trail feature.	The accounting software used for maintenance of payroll records of the Company which is operated by a third-party software service provider. In the absence of any information on the existence of audit trail feature in the 'Independent Service Auditor's Assurance Report on the Description of Controls, their Design and Operating Effectiveness' ('Type 2 report' issued in accordance with AICPA Standards of Attestation Engagement SSAE 18 : Service organization), we are unable to comment on whether audit trail feature at the database level of the said software was enabled and operated throughout the year.

Vishal Ecommerce Private Limited: Audit report on the financial statements

As stated in Note 10(B)(j) to the financial statements and based on our examination which included test checks, except for instances mentioned below, the Company, in respect of financial year commencing on 1 April 2023, has used an accounting software for maintaining its books of account which have a feature of recording audit trail (edit log) facility and the same have been operated throughout the year for all relevant transactions recorded in the software. Further, during the course of our audit we did not come across any instance of audit trail feature being tampered with, other than the consequential impact of the exception given below.

Nature of exception noted	Details of exception
Instances of accounting software for maintaining books of account for which the feature of recording audit trail (edit log) facility was not operated throughout the year for all relevant transactions recorded in the software.	The audit trail feature was not enabled at database level for accounting and billing software to log any direct data changes, used for maintenance of all accounting records by the Company.

Annexure VI
Statement of Restatement Adjustments to Special Purpose Consolidated Interim Financial Statements/Audited Consolidated Financial Statements
(All amounts are in Millions of Rupees unless otherwise stated)

d) Other matters reported in the Annexure to the Auditors' Reports issued under Companies (Auditor's Report) Order, 2020 ('CARO, 2020'), on the financial statements of the Holding Company and its subsidiaries for the years ended 31 March 2024, 31 March 2023 and 31 March 2022, which do not require any adjustment to the Restated Consolidated Financial Information are as follows:

Name	Year ended	CIN	Holding Company / Subsidiary Company	Clause number of the CARO, 2020 report which is qualified or adverse
Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited)	31 March 2024	U51909HR2018PTC073282	Holding company	(vii)(a) (ii)(b)
Airplaza Retail Holdings Private Limited	31 March 2024	U52399HR2008PTC086045	Subsidiary company	(vii)(a)
Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited)	31 March 2023	U51909HR2018PTC073282	Holding company	(vii)(a) (xx)(b)
Airplaza Retail Holdings Private Limited	31 March 2023	U52399HR2008PTC086045	Subsidiary company	(vii)(a)
Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited)	31 March 2022	U51909HR2018PTC073282	Holding company	(xx)(b)
Airplaza Retail Holdings Private Limited	31 March 2022	U52399HR2008PTC086045	Subsidiary company	(vii)(a)

For the year ended 31 March 2024:

Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited)

Clause (ii)(b) of CARO, 2020:

As disclosed in note 14B to the standalone financial statements, the Company has been sanctioned a working capital limit in excess of Rs. 5 crores by banks based on the security of current assets. The quarterly statements, in respect of the working capital limits have been filed by the Company with such banks and such statements are in agreement with the books of account of the Company for the respective periods, which were/were not subject to audit/review, except for the following:

Name of the bank	Working capital limit sanctioned (₹ in million)	Nature of current assets offered as security	Quarter ended	Information disclosed as per statement (₹ in million)	Information as per books of accounts (₹ in million)	Difference (₹ in million)	Remarks/ reason, if any
HDFC Bank, Axis Bank and Kotak Mahindra Bank	2,500.00	Pari passu charge on current assets	31 March 2024	3,024.14	3,476.95	(452.81)	Refer note 14B to the standalone financial statements

Clause (vii)(a) of CARO, 2020:

In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, income-tax, sales tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities, though provident fund and employees' state insurance have not generally been regularly deposited with the appropriate authorities and there have been significant delays in a large number of cases. Undisputed amounts payables in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

Statement of arrears of statutory dues outstanding for more than six months:

Name of the statute	Nature of the dues	Amount (₹ in millions)	Period to which the amount relates	Due date	Date of payment
Employees Provident Fund Act, 1991	Provident fund	0.39	Financial year 2022-23 and 2023-24	Various dates	Unpaid

Airplaza Retail Holdings Private Limited

Clause (vii)(a) of CARO, 2020:

In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, employees' state insurance, income-tax, sales tax, service tax, , duty of custom, duty of excise, value added tax, cess and other material statutory dues, as applicable, have not been regularly deposited with the appropriate authorities and there have been significant delays in a large number of cases. Undisputed amounts payables in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

Statement of arrears of statutory dues outstanding for more than six months:

Name of the statute	Nature of the dues	Amount (₹ in millions)	Period to which the amount relates	Due date	Date of payment
Employee Provident Fund Act, 1991	Provident fund	10.20	Financial Year 2022-23 and 2023-24	Various dates	Unpaid

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For the year ended 31 March 2023:

Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited)

Clause (vii)(a) of CARO, 2020:

In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities, though provident fund have not generally been regularly deposited with the appropriate authorities and there have been significant delays in a large number of cases. Undisputed amounts payables in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

Statement of arrears of statutory dues outstanding for more than six months:

Name of the statute	Nature of the dues	Amount (₹ in millions)	Period to which the amount relates	Due date	Date of payment
Employees Provident Fund Act, 1991	Provident fund	0.17	Financial year 2022-23	Various dates	Various dates

Clause (xx)(b) of CARO, 2020:

According to the information and explanations given to us, the Company has transferred the remaining unspent amounts towards Corporate Social Responsibility (CSR) under sub-section (5) of section 135 of the Act, in respect of ongoing project, within a period of 30 days from the end of financial year to a special account in compliance with the provision of sub-section (6) of section 135 of the Act, except for the following:

Financial year	Amount unspent on CSR activities for "on-going projects" (₹ in millions)	Amount transferred to special account within 30 days from the end of the financial year (₹ in millions)	Amount transferred after the due date	Date of transfer
2021-22	16.16	-	-	-
2022-23	12.45	12.45	-	10 April 2023

Airplaza Retail Holdings Private Limited

Clause (vii)(a) of CARO, 2020:

In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, income-tax, sales-tax, service tax, duty of customs, duty of excise, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities, though professional tax, labour welfare fund and provident fund have not generally been regularly deposited with the appropriate authorities and there have been significant delays in a large number of cases. Undisputed amounts payables in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

Statement of arrears of statutory dues outstanding for more than six months:

Name of the statute	Nature of the dues	Amount (₹ in millions)	Period to which the amount relates	Due date	Date of payment
Employee Provident Fund Act, 1991	Provident fund	4.73	Financial Year 2022-23	Various dates	Various dates

For the year ended 31 March 2022:

Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited)

Clause (xx)(b) of CARO, 2020:

The Company has not transferred the unspent amounts under sub-section (5) of Section 135 of the Act, in respect of ongoing project, to the special account in compliance with the provision of sub-section (6) of section 135 of the Act. Details are given below:

Financial year	Amount identified for spending unspent on CSR activities for "on-going projects" (₹ in millions)	Unspent amount not transferred to a special account (₹ in millions)
2020-21	25.09	17.34
2021-22	19.30	19.30

Airplaza Retail Holdings Private Limited

Clause (vii)(a) of CARO, 2020:

In our opinion, and according to the information and explanations given to us, undisputed statutory dues including goods and services tax, provident fund, income-tax, sales-tax, service tax, value added tax, cess and other material statutory dues, as applicable, have generally been regularly deposited with the appropriate authorities, though there has been a slight delay in few cases except for significant delays in payment for professional tax, labour welfare fund and provident fund. Undisputed amounts payables in respect thereof, which were outstanding at the year-end for a period of more than six months from the date they became payable are as follows:

Statement of arrears of statutory dues outstanding for more than six months:

Name of the statute	Nature of the dues	Amount (₹ in millions)	Period to which the amount relates	Due date	Date of payment
Professional Tax Act	Professional tax	0.30	Financial Year 2020-21	Various dates	Various dates
Professional Tax Act	Professional tax	0.03	Financial Year 2021-22	Various dates	Various dates
Employee Provident Fund Act, 1991	Provident fund	0.22	Financial Year 2020-21	Various dates	Various dates
Employee Provident Fund Act, 1991	Provident fund	0.50	Financial Year 2021-22	Various dates	Various dates
Employee State Insurance Act, 1948	Employee state insurance	0.04	Financial Year 2016-17	21 July 2016	04 August 2022
Kerala Labour Welfare Fund Act, 1975	Labour welfare fund	0.00*	Financial Year 2021-22	Various dates	03 June 2022

** Amount rounded off to zero when converted into millions*

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Statement of Restatement Adjustments to Special Purpose Consolidated Interim Financial Statements/Audited Consolidated Financial Statements
(All amounts are in Millions of Rupees unless otherwise stated)

Part C: Material regrouping

There have been no re-groupings required to be made in the Restated Consolidated Statement of Assets and Liabilities, Restated Consolidated Statement of Profit and Loss and Restated Consolidated Statement of Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets, liabilities and cash flows, in order to bring them in line with the accounting policies and classification as per the Ind AS financial information of the Group respectively prepared in accordance with amended Schedule III of Companies Act, 2013, requirements of Ind AS 1 and other applicable Ind AS principles and the requirements of the Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2018, as amended.

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Annexure VII
Notes to the Restated Consolidated Financial Information
(All amounts are in Millions of Rupees unless otherwise stated)

3A Property, plant and equipment and right-of-use assets

	Leasehold improvements	Plant and machinery	Office equipment	Furniture and fixtures	Computers	Vehicles	Total	Right-of-use assets
Gross block								
As at 01 April 2021	**1,009.85**	**1,171.51**	**1,865.63**	**2,541.34**	**658.08**	**1.30**	**7,247.71**	**14,176.23**
Additions during the year	199.97	276.81	457.93	655.09	102.83	-	1,692.63	4,429.93
Disposals	(4.40)	(6.92)	(18.77)	(37.16)	(0.66)	-	(67.91)	(318.66)
As at 31 March 2022	**1,205.42**	**1,441.40**	**2,304.79**	**3,159.27**	**760.25**	**1.30**	**8,872.43**	**18,287.50**
Additions during the year	208.79	222.87	463.99	657.15	203.57	-	1,756.37	3,916.89
Disposals	(17.43)	(12.93)	(53.24)	(79.45)	(4.17)	-	(167.22)	(216.25)
As at 31 March 2023	**1,396.78**	**1,651.34**	**2,715.54**	**3,736.97**	**959.65**	**1.30**	**10,461.58**	**21,988.14**
Additions during the period	126.73	93.37	269.85	301.71	67.02	-	858.68	3,173.69
Disposals	(3.90)	(12.75)	(26.42)	(74.66)	(1.63)	-	(119.36)	(177.68)
As at 30 September 2023	**1,519.61**	**1,731.96**	**2,958.97**	**3,964.02**	**1,025.04**	**1.30**	**11,200.90**	**24,984.15**
As at 01 April 2023	**1,396.78**	**1,651.34**	**2,715.54**	**3,736.97**	**959.65**	**1.30**	**10,461.58**	**21,988.14**
Additions during the year	338.46	391.87	537.90	1,024.58	382.28	-	2,675.09	5,536.47
Disposals	(12.09)	(18.79)	(52.66)	(120.90)	(14.13)	-	(218.57)	(177.68)
As at 31 March 2024	**1,723.15**	**2,024.42**	**3,200.78**	**4,640.65**	**1,327.80**	**1.30**	**12,918.10**	**27,346.93**
Additions during the period	190.33	140.56	360.14	342.57	112.52	-	1,146.12	1,220.44
Disposals	(0.64)	(29.68)	(4.47)	(70.38)	(19.30)	-	(124.47)	-
As at 30 September 2024	**1,912.84**	**2,135.30**	**3,556.45**	**4,912.84**	**1,421.02**	**1.30**	**13,939.75**	**28,567.37**
Accumulated depreciation/amortisation								
As at 01 April 2021	**727.08**	**544.86**	**918.54**	**1,199.14**	**389.81**	**1.30**	**3,780.73**	**4,453.46**
Depreciation/amortisation charge for the year [refer note (ii)]	201.66	162.69	254.33	368.05	118.10	-	1,104.83	2,931.47
Adjustment on disposal	(4.16)	(5.89)	(9.74)	(10.27)	(0.55)	-	(30.61)	(128.02)
As at 31 March 2022	**924.58**	**701.66**	**1,163.13**	**1,556.92**	**507.36**	**1.30**	**4,854.95**	**7,256.91**
Depreciation/amortisation charge for the year [refer note (ii)]	82.92	183.61	280.03	437.35	119.95	-	1,103.86	3,471.42
Adjustment on disposal	(14.61)	(10.71)	(33.39)	(65.39)	(3.73)	-	(127.83)	(109.73)
As at 31 March 2023	**992.89**	**874.56**	**1,409.77**	**1,928.88**	**623.58**	**1.30**	**5,830.98**	**10,618.60**
Depreciation/amortisation charge for the period [refer note (ii)]	49.69	99.06	28.93	368.95	69.64	-	616.27	1,888.87
Adjustment on disposal	(2.04)	(11.92)	(6.47)	(68.11)	(1.50)	-	(90.04)	(114.65)
As at 30 September 2023	**1,040.54**	**961.70**	**1,432.23**	**2,229.72**	**691.72**	**1.30**	**6,357.21**	**12,392.82**
As at 01 April 2023	**992.89**	**874.56**	**1,409.77**	**1,928.88**	**623.58**	**1.30**	**5,830.98**	**10,618.60**
Depreciation/amortisation charge for the year [refer note (ii)]	113.05	213.49	335.63	524.94	153.40	-	1,340.51	3,846.70
Adjustment on disposal	(8.94)	(17.64)	(41.62)	(89.72)	(13.67)	-	(171.59)	(114.65)
As at 31 March 2024	**1,097.00**	**1,070.41**	**1,703.78**	**2,364.10**	**763.31**	**1.30**	**6,999.90**	**14,350.65**
Depreciation/amortisation charge for the period [refer note (ii)]	79.20	119.17	189.60	290.56	101.61	-	780.14	2,000.47
Adjustment on disposal	(0.53)	(27.09)	(3.55)	(59.80)	(18.81)	-	(109.78)	-
As at 30 September 2024	**1,175.67**	**1,162.49**	**1,889.83**	**2,594.86**	**846.11**	**1.30**	**7,670.26**	**16,351.12**
Net carrying value								
As at 31 March 2022	**280.84**	**739.74**	**1,141.66**	**1,602.35**	**252.89**	**-**	**4,017.48**	**11,030.59**
As at 31 March 2023	**403.89**	**776.78**	**1,305.77**	**1,808.09**	**336.07**	**-**	**4,630.60**	**11,369.54**
As at 30 September 2023	**479.07**	**770.26**	**1,526.74**	**1,734.30**	**333.32**	**-**	**4,843.69**	**12,591.33**
As at 31 March 2024	**626.15**	**954.01**	**1,497.00**	**2,276.55**	**564.49**	**-**	**5,918.20**	**12,996.28**
As at 30 September 2024	**737.17**	**972.81**	**1,666.62**	**2,317.98**	**574.91**	**-**	**6,269.49**	**12,216.25**

Notes:

(i) Refer note 36(a) for disclosure of contractual commitments for the acquisition of property, plant and equipment.

(ii) Includes depreciation of Rs. 6.25 million (30 September 2023: Rs. 40.17 million; 31 March 2024: Rs. 55.32 million; 31 March 2023: Rs. 19.04 million; 31 March 2022: 32.80 million) on right-of-use assets which has been capitalised in leasehold improvements.

(iii) Refer note 14A(i) for details of property, plant and equipments pledged as security.

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Annexure VII
Notes to the Restated Consolidated Financial Information
(All amounts are in Millions of Rupees unless otherwise stated)

3B Capital work-in-progress

	Capital work-in-progress	Intangible assets under development	Total
As at 01 April 2021	**92.17**	**20.81**	**112.98**
Additions during the year	87.22	-	87.22
Capitalised during the year	(67.99)	(20.81)	(88.80)
As at 31 March 2022	**111.40**	**-**	**111.40**
Additions during the year	662.85	-	662.85
Capitalised during the year	(89.03)	-	(89.03)
As at 31 March 2023	**685.22**	**-**	**685.22**
Additions during the period	294.31		294.31
Capitalised during the period	(88.25)		(88.25)
As at 30 September 2023	**891.28**	**-**	**891.28**
As at 01 April 2023	**685.22**	**-**	**685.22**
Additions during the year	165.45	-	165.45
Capitalised during the year	(467.35)	-	(467.35)
As at 31 March 2024	**383.32**	**-**	**383.32**
Additions during the period	105.58	-	105.58
Capitalised during the period	(136.18)	-	(136.18)
As at 30 September 2024	**352.72**	**-**	**352.72**

Ageing schedule of capital work in progress is as follows:

	Amount in capital work-in-progress for a period of				
	Less than 1 year	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
As at 30 September 2024					
- Projects in progress	111.88	240.84	-	-	**352.72**
- Projects temporarily suspended	-	-	-	-	-
	111.88	**240.84**	**-**	**-**	**352.72**
As at 30 September 2023					
- Projects in progress	651.08	240.20	-	-	891.28
- Projects temporarily suspended	-	-	-	-	-
	651.08	**240.20**	**-**	**-**	**891.28**
As at 31 March 2024					
- Projects in progress	146.69	236.63	-	-	383.32
- Projects temporarily suspended	-	-	-	-	-
	146.69	**236.63**	**-**	**-**	**383.32**
As at 31 March 2023					
- Projects in progress	662.80	22.42	-	-	685.22
- Projects temporarily suspended	-	-	-	-	-
	662.80	**22.42**	**-**	**-**	**685.22**
As at 31 March 2022					
- Projects in progress	96.70	3.11	7.60	3.99	111.40
- Projects temporarily suspended	-	-	-	-	-
	96.70	**3.11**	**7.60**	**3.99**	**111.40**

There are no projects whose completion is overdue or has exceeded its cost compared to its original plan.

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(All amounts are in Millions of Rupees unless otherwise stated)

4 Goodwill and other intangible assets

	Goodwill	Other intangible assets - Softwares	Total other intangible assets
Gross carrying amount			
As at 01 April 2021	**42,836.34**	**223.18**	**223.18**
Additions during the year	-	63.42	63.42
As at 31 March 2022	**42,836.34**	**286.60**	**286.60**
Additions during the year	-	7.44	7.44
As at 31 March 2023	**42,836.34**	**294.04**	**294.04**
Additions during the period	-	3.25	3.25
As at 30 September 2023	**42,836.34**	**297.29**	**297.29**
As at 01 April 2023	**42,836.34**	**294.04**	**294.04**
Additions during the year	-	33.54	33.54
As at 31 March 2024	**42,836.34**	**327.58**	**327.58**
Additions during the period	-	14.95	14.95
As at 30 September 2024	**42,836.34**	**342.53**	**342.53**
Accumulated amortisation			
As at 01 April 2021	**-**	**94.46**	**94.46**
Amortisation charge for the year	-	52.14	52.14
As at 31 March 2022	**-**	**146.60**	**146.60**
Amortisation charge for the year	-	58.20	58.20
As at 31 March 2023	**-**	**204.80**	**204.80**
Amortisation charge for the period		26.50	26.50
As at 30 September 2023	**-**	**231.30**	**231.30**
As at 01 April 2023	**-**	**204.80**	**204.80**
Amortisation charge for the year	-	41.04	41.04
As at 31 March 2024	**-**	**245.84**	**245.84**
Amortisation charge for the period	-	14.35	14.35
As at 30 September 2024	**-**	**260.19**	**260.19**
Net carrying value			
As at 31 March 2022	**42,836.34**	**140.00**	**140.00**
As at 31 March 2023	**42,836.34**	**89.24**	**89.24**
As at 30 September 2023	**42,836.34**	**65.99**	**65.99**
As at 31 March 2024	**42,836.34**	**81.74**	**81.74**
As at 30 September 2024	**42,836.34**	**82.34**	**82.34**

Note:

The Group has identified its reportable segments, i.e. 'Wholesale and retail trading' as the only Cash Generating Unit (CGUs). The total carrying amount of goodwill as at 30 September 2024 is Rs. 42,836.34 million (30 September 2023: Rs. 42,836.34 million; 31 March 2024 is Rs. 42,836.34 million; 31 March 2023: Rs. 42,836.34 million, 31 March 2022: Rs. 42,836.34 million). The same was acquired upon the merger with the erstwhile Vishal Mega Mart Private Limited amounting to Rs. 42,751.23 million and upon acquisition of the retail segment from Vishal Retail Limited (now V2 Retail Limited) amounting to Rs. 85.11 million.

In accordance with Ind AS 36 "Impairment of Assets", management tests goodwill for impairment annually and as the recoverable amount exceeds the carrying amount, no impairment loss has been recognised during the period/years.

The recoverable amount of goodwill for impairment testing is determined based on value-in-use calculations which uses cash flow projections based on financial budgets approved by management covering a five-year period, as the management believes this to be the most appropriate timescale for reviewing and considering annual performance before applying a fixed terminal value multiple to the final year cash flows.

Following key assumptions were considered while performing impairment testing of goodwill:

Particulars	**Approach used to determine the assumption**	**As at 30 September 2024**	**As at 30 September 2023**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Sales growth rate	Annual growth rate over the five-year forecast period based on past performance and management's future expectations	19% to 25%	21% to 24%	19% to 25%	21% to 24%	21% to 41%
Discount rate	Weighted Average Cost of Capital (WACC) computed as per Capital Asset Pricing Model (CAPM) model.	15.00%	16.55%	15.00%	16.55%	17.20%- 17.30%
Terminal growth rate	This reflects the estimated sustainable long-term growth rate of the Group	4.50%	3.00%	4.50%	3.00%	3.00%

Management has performed sensitivity analysis around the key assumptions and have concluded that no reasonable change in any key assumptions would cause the recoverable amount of the goodwill to be less than its carrying value.

Annexure VII
Notes to the Restated Consolidated Financial Information
(All amounts are in Millions of Rupees unless otherwise stated)

5 Current investments	**As at 30 September 2024**	**As at 30 September 2023**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Quoted investments					
Investment in mutual funds (carried at fair value through profit or loss)					
635,259.78 units (30 September 2023: 87,524.76 units; 31 March 2024: Nil units; 31 March 2023: 36,990 units; 31 March 2022: 417,809 units) in SBI Liquid Fund Direct Growth	2,487.44	319.07	-	130.32	1,392.61
4,915.65 units (30 September 2023: 74,014.35 units; 31 March 2024: Nil units; 31 March 2023: 22,649 units; 31 March 2022: 336,662 units) in HDFC Liquid Fund Direct Plan Growth Option	2,181.68	338.72	-	100.18	1,408.86
Nil units (30 September 2023: 65,470.80 units; 31 March 2024: Nil units; 31 March 2023: 26,451 units; 31 March 2022: 317,560 units) in Kotak Liquid Fund Direct Plan Growth	-	308.13	-	120.30	1,366.44
	4,669.12	**965.92**	**-**	**350.80**	**4,167.91**
Note:-					
Aggregate amount of quoted investments and market value thereof	4,669.12	965.92	-	350.80	4,167.91
Aggregate book value of quoted investments	4,605.49	953.11	-	349.98	4,130.75

6A Other financial assets - non current	**As at 30 September 2024**	**As at 30 September 2023**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
(Unsecured, considered good, unless otherwise stated)					
Security deposits					
- Considered good	901.32	847.26	846.92	871.98	811.11
- Credit impaired	8.68	10.69	10.69	10.69	13.88
Less: Provision for impairment	(8.68)	(10.69)	(10.69)	(10.69)	(13.88)
	901.32	847.26	846.92	871.98	811.11
Fixed deposits with banks with remaining maturity of more than twelve months [refer note (ii)]	2.16	6.50	7.77	5.78	7.30
Interest accrued on fixed deposits	0.20	0.43	0.38	0.69	1.14
	903.68	**854.19**	**855.07**	**878.45**	**819.55**

Notes:
i) The Group exposure to financial risk and fair value measurement related to these financial instruments is disclosed in note 29.
ii) Fixed deposits amounting to Rs. 1.09 million (30 September 2023: Rs. 5.27 million; 31 March 2024: Rs. 6.37 million; 31 March 2023 : Rs. 5.73 million, 31 March 2022: Rs. 6.45 million) are pledged with the banks against overdraft limit and as security to government department.

6B Other financial assets - current	**As at 30 September 2024**	**As at 30 September 2023**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
(Unsecured, considered good)					
Fixed deposits with banks with remaining maturity of less than twelve months [refer note (ii)]	893.31	426.54	281.96	-	-
Interest accrued on fixed deposits	9.90	9.72	13.39	-	-
Security deposits	185.93	134.42	174.74	105.16	61.72
Receivables from vendors	34.32	1.02	41.80	0.81	1.20
Others [refer note (iii)]	249.14	59.08	5.06	44.43	4.40
	1,372.60	**630.78**	**516.95**	**150.40**	**67.32**

Notes:
i) The Group exposure to financial risk and fair value measurement related to these financial instruments is disclosed in note 29.
ii) Fixed deposits amounting to Rs. 359.22 million (30 September 2023: Rs. 345.52 million; 31 March 2024: Rs. 272.45 million; 31 March 2023 : Nil, 31 March 2022 : Nil) are pledged with the banks against overdraft limit and letter of credit.
iii) This comprises of insurance claim receivable. The Group has recognised expenses of Rs. 203.17 million during the six months ended 30 September 2024 (30 September 2023: Nil; 31 March 2024: Nil, 31 March 2023: Nil, 31 March 2022: Nil) towards proposed Initial Public Offering ("IPO") of its equity shares. The Group expects to recover these amounts from the selling shareholders on completion of initial public offering.

7 Non-current tax assets (net)	**As at 30 September 2024**	**As at 30 September 2023**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Prepaid taxes [net of provision of current tax Rs. 1,295.11 million (30 September 2023: Rs. 804.01 million; 31 March 2024: Rs. 1,777.89 million; 31 March 2023: Rs. 1,374.87 million; 31 March 2022: Rs. 1,734.21 million)]	199.25	202.36	39.60	128.98	98.75
	199.25	**202.36**	**39.60**	**128.98**	**98.75**

8 Other non- current assets	**As at 30 September 2024**	**As at 30 September 2023**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
(Unsecured, considered good)					
Capital advances	3.54	104.36	2.50	111.63	28.58
Advances other than capital advances:					
Prepaid expenses	1.75	0.96	0.96	0.84	1.86
Deposits with government authorities	45.05	47.97	44.61	47.86	43.24
	50.34	**153.29**	**48.07**	**160.33**	**73.68**

(All amounts are in Millions of Rupees unless otherwise stated)

9 **Inventories**	**As at 30 September 2024**	**As at 30 September 2023**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
(Valued at lower of cost and net realisable value)					
Traded goods [includes goods in transit of Rs. 1,163.44 million (30 September 2023: Rs. 296.93 million; 31 March 2024: Rs. 475.93 million; 31 March 2023: Rs. 380.20 million; 31 March 2022 : Rs. 319.07 million)]	18,419.17	15,862.17	14,584.09	14,836.15	12,102.30
Consumables	71.40	68.14	65.57	71.23	57.48
	18,490.57	**15,930.31**	**14,649.66**	**14,907.38**	**12,159.78**

Notes:
(i) Refer note 14A(i) and 14B(i) for details of inventories pledged as security.
(ii) The Group has recorded few class of traded goods and consumables at the net realisable value ("NRV"), as their realisable value is lower than the cost. The total NRV adjustments made in the value of such products is Rs. 316.20 million (30 September 2023: Rs. 388.28 million; 31 March 2024: Rs. 516.44 million; 31 March 2023: Rs. 441.36 million; 31 March 2022: Rs. 338.00 million).

10 **Trade receivables**	**As at 30 September 2024**	**As at 30 September 2023**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
(Unsecured, considered good)					
Trade receivables	290.14	196.09	317.42	41.53	23.18
	290.14	**196.09**	**317.42**	**41.53**	**23.18**

Notes:
(i) Refer note 14B(i) for details of trade receivables pledged as security.
(ii) The carrying amounts of financial assets are considered to be a reasonable approximation of their fair values.
(iii) No trade or other receivable are due from directors or other officers of the Group either severally or jointly with any other person. Nor any trade or other receivable are due from firms or private companies respectively in which any director is a partner, a director or a member.
(iv) Ageing schedule of trade receivable is as follows:

As at 30 September 2024	**Outstanding for following periods from due date of payment**						
	Not due	**Less than 6 month**	**6 months- 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed trade receivables – considered good	-	290.14	-	-	-	-	290.14
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
	-	**290.14**	**-**	**-**	**-**	**-**	**290.14**

As at 30 September 2023	**Outstanding for following periods from due date of payment**						
	Not due	**Less than 6 month**	**6 months- 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed trade receivables – considered good	-	196.09	-	-	-	-	196.09
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
	-	**196.09**	**-**	**-**	**-**	**-**	**196.09**

As at 31 March 2024	**Outstanding for following periods from due date of payment**						
	Not due	**Less than 6 month**	**6 months- 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed trade receivables – considered good	-	317.42	-	-	-	-	317.42
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
	-	**317.42**	**-**	**-**	**-**	**-**	**317.42**

As at 31 March 2023	**Outstanding for following periods from due date of payment**						
	Not due	**Less than 6 month**	**6 months- 1 year**	**1-2 years**	**2-3 years**	**More than 3 years**	**Total**
(i) Undisputed trade receivables – considered good	-	35.26	4.40	-	-	1.87	41.53
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
	-	**35.26**	**4.40**	**-**	**-**	**1.87**	**41.53**

Annexure VII
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(All amounts are in Millions of Rupees unless otherwise stated)

As at 31 March 2022	Outstanding for following periods from due date of payment						
	Not due	Less than 6 month	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
(i) Undisputed trade receivables – considered good	-	19.86	0.53	-	0.47	2.32	23.18
(ii) Undisputed trade receivables – which have significant increase in credit risk	-	-	-	-	-	-	-
(iii) Undisputed trade receivables – credit impaired	-	-	-	-	-	-	-
(iv) Disputed trade receivables considered good	-	-	-	-	-	-	-
(v) Disputed trade receivables - which have significant increase in credit risk	-	-	-	-	-	-	-
(vi) Disputed trade receivables – credit impaired	-	-	-	-	-	-	-
	-	**19.86**	**0.53**	**-**	**0.47**	**2.32**	**23.18**

Note: There are no unbilled receivables, hence the same is not disclosed in the ageing above

11A Cash and cash equivalents	**As at 30 September 2024**	**As at 30 September 2023**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Balance with banks					
- in current accounts [refer note (i)]	1,381.68	849.16	383.54	262.78	737.25
- in fixed deposits with original maturity of upto three months	300.00	-	25.00	-	-
Cash on hand	194.83	142.78	374.80	128.84	147.13
Balance with cash management services [refer note (ii)]	37.17	9.13	18.08	7.62	5.53
Credit card collection in transit [refer note (iii)]	31.33	124.48	68.17	55.73	81.69
	1,945.01	**1,125.55**	**869.59**	**454.97**	**971.60**

Notes:

(i) There are no restrictions with regard to cash and cash equivalents as at the year end of the reporting year and previous year except for balance with banks in current accounts amounting to Rs. 30.11 million (30 September 2023: Rs. 20.10 million; 31 March 2024: Rs. 9.40 million; 31 March 2023 : Nil, 31 March 2022 : Nil) held in Unspent Corporate Social Responsibility account to be spent towards corporate social responsibility expenditure.

(ii) Represents the amount of cash handed over to cash management servic

(iii) Represents the amount of outstanding collection from credit card swipes by customers.

11B Bank balances other than cash and cash equivalents	**As at 30 September 2024**	**As at 30 September 2023**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Fixed deposits with banks with original maturity period of more than three months but less than twelve months*	255.29	556.98	312.74	1,206.33	1,173.25
Interest accrued on fixed deposits	2.39	9.98	6.60	30.88	13.60
	257.68	**566.96**	**319.34**	**1,237.21**	**1,186.85**

** Fixed deposits amounting to Rs. 60.49 million (30 September 2023: Rs. 138.88 million; 31 March 2024: Rs. 255.89 million; 31 March 2023 : Rs. 516.98 million; 31 March 2022: Rs. 486.31 million) are pledged with the banks against overdraft limit and letter of credit.*

12 Other current assets	**As at 30 September 2024**	**As at 30 September 2023**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
(Unsecured, considered good)					
Advances to suppliers	363.13	120.12	237.83	94.90	142.29
Balances with government authorities	2,819.02	2,874.29	2,728.38	2,652.85	2,250.87
Advances to employees	1.47	1.22	1.24	1.68	0.92
Prepaid expenses	103.12	85.28	80.10	57.78	45.00
	3,286.74	**3,080.91**	**3,047.55**	**2,807.21**	**2,439.08**

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Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited)
CIN: U51909HR2018PLC073282

Annexure VII
Notes to the Restated Consolidated Financial Information
(All amounts are in Millions of Rupees unless otherwise stated)

13A Equity share capital	As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(a) Authorised					
5,860,000,000 equity shares (30 September 2023: 5,860,000,000 equity shares; 31 March 2024: 5,860,000,000 equity shares; 31 March 2023: 5,860,000,000 equity shares; 31 March 2022: 5,860,000,000 equity shares) of Rs. 10 each	58,600.00	58,600.00	58,600.00	58,600.00	58,600.00
Issued, subscribed and fully paid up					
4,508,719,493 equity shares (30 September 2023: 4,506,587,589 equity shares; 31 March 2024: 4,508,719,493 equity shares; 31 March 2023: 4,506,587,589 equity shares; 31 March 2022: 4,503,300,829 equity shares) of Rs. 10 each, fully paid-up	45,087.19	45,065.88	45,087.19	45,065.88	45,033.01

(b) Reconciliation of number of shares outstanding at the beginning and at the end of the period/year

	For the six months period ended 30 September 2024		For the six months period ended 30 September 2023		For the year ended 31 March 2024		For the year ended 31 March 2023		For the year ended 31 March 2022	
	Number	Amount	Number	Amount	Number	Amount	Number	Amount	Number	Amount
Equity shares as at the beginning of the period/year	4,508,719,493	45,087.19	4,506,587,589	45,065.88	4,506,587,589	45,065.88	4,503,300,829	45,033.01	4,484,129,543	44,841.30
Add: Equity shares issued during the period/year	-	-	-	-	-	-	-	-	7,000,000	70.00
Add: Exercise of share option during the period/year	-	-	-	-	2,131,904	21.31	3,286,760	32.87	12,171,286	121.71
Equity shares as at the end of the period/year	**4,508,719,493**	**45,087.19**	**4,506,587,589**	**45,065.88**	**4,508,719,493**	**45,087.19**	**4,506,587,589**	**45,065.88**	**4,503,300,829**	**45,033.01**

(c) Terms/rights attached to equity shares
The Holding Company has one class of equity shares having at par value of Rs. 10 per share. Each shareholder is entitled to one vote per share with a right to receive per share dividend declared by the Holding Company. In the event of liquidation, the equity shareholders are entitled to receive remaining assets of the Holding Company (after distribution of all preferential amounts) in the proportion of equity shares held by the shareholders.

(d) Details of shareholding more than 5% shares in the Holding Company:

	As at 30 September 2024		As at 30 September 2023		As at 31 March 2024		As at 31 March 2023		As at 31 March 2022	
Name of the shareholder*	Number	% of holding	Number	% of	Number	% of holding	Number	% of holding	Number	% of holding
Equity shares of Rs. 10 each fully paid up										
Samayat Services LLP	4,453,118,981	98.77%	4,453,118,981	98.81%	4,453,118,981	98.77%	4,453,118,981	98.81%	4,453,118,981	98.89%

** As per records of the Company, including its register of members*

e) Details of equity shares held by promoter in the Holding Company as at the end of the period/year:

	As at 30 September 2024			As at 30 September 2023			As at 31 March 2024			As at 31 March 2023			As at 31 March 2022		
Promoter name*	Number	% of total shares	% change during the period**	Number	% of total shares	% change during the period**	Number	% of total shares	% change during the year**	Number	% of total shares	% change during the year**	Number	% of total shares	% change during the year**
Samayat Services LLP	4,453,118,981	98.77%	-	4,453,118,981	98.81%	-	4,453,118,981	98.77%	-	4,453,118,981	98.81%	-	4,453,118,981	98.89%	-

** Promoter here means promoter as defined in the Companies Act, 2013.*

*** Percentage change is computed with respect to the number at the beginning of the period/year or if issued during the period/year for the first time then with respect to the date of issue.*

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(f) No shares have been issued pursuant to contract without payment being received in cash, allotted as fully paid-up shares by way of bonus issues nor has any bought back of shares happened during the period of five years immediately preceding the reporting date.

(g) Shares reserved for issue under options
Information relating to the Holding Company's Employee Stock Option Plan, including details of options issued, exercised and lapsed during the period and options outstanding at the end of reporting period, is given in note 28.

Annexure VII
Notes to the Restated Consolidated Financial Information
(All amounts are in Millions of Rupees unless otherwise stated)

13B Other equity

	As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(Refer Restated Consolidated Statement of Changes in Equity)					
Share options outstanding account	753.21	497.00	506.75	473.95	414.99
Securities premium account	745.30	739.40	745.30	739.40	722.71
Retained earnings	12,651.70	7,467.07	10,126.68	5,529.15	2,328.62
Capital reserve	(247.50)	(247.50)	(247.50)	(247.50)	(247.50)
	13,902.71	**8,455.97**	**11,131.23**	**6,495.00**	**3,218.82**

Nature of reserves:

Share options outstanding account

The Holding Company has implemented a share option schemes under which options to subscribe for the Holding Company's shares have been granted to certain executives and senior employees. The reserve is used to recognise the value of equity settled share options provided to such employees. See note 28 for further details.

Securities premium reserve

Securities premium is used to record the premium received on issue of shares. It is utilised in accordance with the provisions of the Act.

Retained earnings

Retained earning are the accumulated profits earned by the Group till date and it includes remeasurements of defined benefit obligations.

Capital reserve

Capital reserve is the difference of book value of assets of subsidiary and amount paid for acquisition of subsidiary.

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(All amounts are in Millions of Rupees unless otherwise stated)

14A Borrowings- non current	**As at 30 September 2024**	**As at 30 September 2023**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Secured term loan					
- from banks	-	1,129.30	-	1,333.25	1,638.14
- from others	-	-	-	-	3,334.14
Interest accrued but not due on borrowings	-	1.58	-	1.71	1.86
Less: Current maturities of non-current borrowings (included in note 14B)	-	(1,130.88)	-	(412.50)	(937.50)
	-	**-**	**-**	**922.46**	**4,036.64**

Notes:

(i) The term loans (including current maturities) were secured by all the movable property plant and equipments, current assets, and receivables of the Group, all rights, title and interest in relation thereto, both present and future.

(ii) The above term loan are repayable as per the repayment schedule below:

Lender name	As at	Repayment mode	Instalments starting on	Instalments ending on	Number of instalments outstanding	Rate of interest (%) per annum	Amount outstanding
Axis Bank Limited	30 September 2024	-	-	-	-	-	-
	30 September 2023	Quarterly	August 2022	May 2026	11	9.15%	683.60
	31 March 2024	Quarterly	August 2022	May 2026	-	-	-
	31 March 2023	Quarterly	August 2022	May 2026	13	9.15%	806.90
	31 March 2022	Quarterly	August 2022	May 2026	16	8.45%	990.94
Kotak Bank Limited	30 September 2024	-	-	-	-	-	-
	30 September 2023	Quarterly	August 2022	May 2026	11	9.15%	102.51
	31 March 2024	Quarterly	August 2022	May 2026	-	-	-
	31 March 2023	Quarterly	August 2022	May 2026	13	9.30%	121.04
	31 March 2022	Quarterly	August 2022	May 2026	16	8.40%	148.64
State Bank of Mauritius	30 September 2024	-	-	-	-	-	-
	30 September 2023	Quarterly	August 2022	May 2026	11	9.15%	343.19
	31 March 2024	Quarterly	August 2022	May 2026	-	-	-
	31 March 2023	Quarterly	August 2022	May 2026	13	8.75%	405.40
	31 March 2022	Quarterly	August 2022	May 2026	16	8.45%	498.55
Aditya Birla Finance Limited	30 September 2024	-	-	-	-	-	-
	30 September 2023	-	-	-	-	-	-
	31 March 2024	Quarterly	August 2022	May 2026	-	-	-
	31 March 2023	Quarterly	August 2022	May 2026	-	-	-
	31 March 2022	Quarterly	August 2022	May 2026	16	9.75%	1,489.50
Axis Finance Limited	30 September 2024	-	-	-	-	-	-
	30 September 2023	-	-	-	-	-	-
	31 March 2024	Quarterly	August 2022	May 2026	-	-	-
	31 March 2023	Quarterly	August 2022	May 2026	-	-	-
	31 March 2022	Quarterly	August 2022	May 2026	16	9.75%	997.10
Kotak Prime Limited	30 September 2024	-	-	-	-	-	-
	30 September 2023	-	-	-	-	-	-
	31 March 2024	Quarterly	August 2022	May 2026	-	-	-
	31 March 2023	Quarterly	August 2022	May 2026	-	-	-
	31 March 2022	Quarterly	August 2022	May 2026	16	9.75%	847.54

During the year ended 31 March 2023, on 10 October 2022, the Group had prepaid its term loans from financial institutions amounting to Rs. 3,140.60 million and during the year ended 31 March 2024, on 10 October 2023, the Group had prepaid its term loans from banks amounting to Rs. 1,134.38 million.

(iii) There has been no default in servicing of loan during the period.

(iv) The term loans have been used for the specific purpose for which they were availed.

(iv) The Group has complied with the relevant financial covenants under the terms of borrowings throughout the reporting period.

14B Borrowings- current	**As at 30 September 2024**	**As at 30 September 2023**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Current maturities of non-current borrowing (refer note 14A)	-	1,130.88	-	412.50	937.50
	-	**1,130.88**	**-**	**412.50**	**937.50**

Notes:

(i) The cash credit facilities and working capital demand loan are secured by hypothecation of all inventories including those in transit, receivables, book debts on pari passu basis, equitable mortgage. As on 30 September 2024, 30 September 2023, 31 March 2024, 31 March 2023 and 31 March 2022, no balance is outstanding under cash credit facilities and working capital demand loan. The rate of interest ranges between 8.00% to 8.10% (30 September 2023: 8.00% to 8.10%; 31 March 2024: 8.00% to 8.10%; 31 March 2023: 8.25% to 8.80%; 31 March 2022: 7.30% to 8.25%) per annum for cash credit, working capital demand loan.

(ii) The cash credit facilities and working capital demand loans have been used for the specific purpose for which they are taken as at the period end.

(iii) Refer note 39 for reconciliation of liabilities as per Ind AS 7- Statement of Cash Flows.

(iv) Details of quarterly statements of current assets filed by the Holding Company with the banks and reasons of material discrepancies are given below.

For the period ended 30 September 2024

Quarter ended	Name of bank	Securities provided	Amount as per books of account	Amount as per quarterly statement	Variance	Reason for material discrepancies
30 June 2024	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	1,198.66	1,198.66	-	No variance noted
30 September 2024	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	2,157.77	1,526.15	631.62	Variance is owing to goods in-transit pertaining to the Holding Company not considered while submission of the quarterly statement.

Annexure VII
Notes to the Restated Consolidated Financial Information
(All amounts are in Millions of Rupees unless otherwise stated)

For the period ended 30 September 2023

Quarter ended	Name of bank	Securities provided	Amount as per books of account	Amount as per quarterly statement	Variance	Reason for material discrepancies
30 June 2023	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	2,264.48	2,264.48	-	No variance noted
30 September 2023	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	3,798.05	3,511.94	286.11	Variance is owing to goods in-transit pertaining to the Holding Company not considered considered while submission of the quarterly statement

For the year ended 31 March 2024

Quarter ended	Name of bank	Securities provided	Amount as per books of account	Amount as per quarterly statement	Variance	Reason for material discrepancies
30 June 2023	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	2,264.48	2,264.48	-	No variance noted
30 September 2023	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	3,511.94	3,511.94	-	No variance noted
31 December 2023	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	2,035.55	2,035.55	-	No variance noted
31 March 2024	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	3,476.95	3,024.19	452.76	Variance is owing to goods in-transit pertaining to the Holding Company not considered while submission of the quarterly statement.

For the year ended 31 March 2023

Quarter ended	Name of bank	Securities provided	Amount as per books of account	Amount as per quarterly statement	Variance	Reason for material discrepancies
30 June 2022	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	1,765.74	1,765.74	-	No variance noted
30 September 2022	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	2,619.14	2,619.14	-	No variance noted
31 December 2022	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	1,738.78	1,738.78	-	No variance noted
31 March 2023	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	2,754.82	2,429.01	325.81	Variance is owing to goods in-transit pertaining to the Holding Company not considered while submission of the quarterly statement.

For the year ended 31 March 2022

Quarter ended	Name of bank	Securities provided	Amount as per books of account	Amount as per quarterly statement	Variance	Reason for material discrepancies
30 June 2021	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	1,499.85	1,499.85	-	No variance noted
30 September 2021	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	1,820.41	1,820.41	-	No variance noted
31 December 2021	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	1,697.53	1,697.53	-	No variance noted
31 March 2022	HDFC Bank, Axis Bank and Kotak Mahindra Bank	Pari-passu charge on current assets	2,023.55	2,023.55	-	No variance noted

15A Provisions- non current	As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Provision for employee benefits (refer note 34)					
Provision for gratuity	223.86	190.57	199.90	168.90	146.60
Provision for compensated absences	129.51	103.72	110.51	89.28	77.31
	353.37	**294.29**	**310.41**	**258.18**	**223.91**

15B Provisions- current	As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Provision for employee benefits (refer note 34)					
Provision for gratuity	113.46	92.60	101.10	81.58	69.86
Provision for compensated absences	89.27	79.93	85.74	69.04	53.61
	202.73	**172.53**	**186.84**	**150.62**	**123.47**
Other provision					
Others	-	-	-	-	33.84
	202.73	**172.53**	**186.84**	**150.62**	**157.31**

Movement in others provisions during the period/year	Others				
	For the six months period ended 30 September 2024	For the six months period ended 30 September 2023	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Opening balance	-	-	-	**33.84**	**124.22**
Additions during the period/year	-	-	-	-	-
Amount utilised during the period/year	-	-	-	(33.84)	(90.38)
Closing balance	-	-	-	-	**33.84**

Others
This represents provisions made for possible vendor liabilities with regard to ongoing vendor settlement process undertaken by the Group and other miscellaneous contingencies.

Annexure VII
Notes to the Restated Consolidated Financial Information
(All amounts are in Millions of Rupees unless otherwise stated)

16 Trade payables	As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Total outstanding dues of micro enterprises and small enterprises [refer note (iii) below]	8,255.19	7,647.67	3,117.50	1,013.92	153.91
Total outstanding dues of creditors other than micro enterprises and small enterprises	12,279.02	8,434.34	9,082.71	13,993.92	14,452.31
	20,534.21	**16,082.01**	**12,200.21**	**15,007.84**	**14,606.22**

Notes:

(i) The Group exposure to financial risk and fair value measurement related to these financial instruments is disclosed in note 29.

(ii) Ageing schedule of trade payables is as follows:

As at 30 September 2024	Outstanding for following periods from due date of payment					
	Not due	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro and small enterprises	7,018.50	1,211.01	10.04	13.23	2.41	8,255.19
Total outstanding dues of creditors other than micro and small enterprises	8,161.23	3,889.89	112.83	44.27	70.80	12,279.02
Disputed dues of micro and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-
Total	**15,179.73**	**5,100.90**	**122.87**	**57.50**	**73.21**	**20,534.21**

As at 30 September 2023	Outstanding for following periods from due date of payment					
	Not due	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro and small enterprises	6,184.27	1,458.25	3.20	0.52	1.43	7,647.67
Total outstanding dues of creditors other than micro and small enterprises	5,306.84	2,978.84	77.98	46.85	23.83	8,434.34
Disputed dues of micro and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-
Total	**11,491.11**	**4,437.09**	**81.18**	**47.37**	**25.26**	**16,082.01**

As at 31 March 2024	Outstanding for following periods from due date of payment					
	Not due	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro and small enterprises	2,812.53	280.03	21.03	1.65	2.26	3,117.50
Total outstanding dues of creditors other than micro and small enterprises	5,547.75	3,402.64	68.97	44.64	18.71	9,082.71
Disputed dues of micro and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-
Total	**8,360.28**	**3,682.67**	**90.00**	**46.29**	**20.97**	**12,200.21**

As at 31 March 2023	Outstanding for following periods from due date of payment					
	Not due	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro and small enterprises	862.04	151.88	-	-	-	1,013.92
Total outstanding dues of creditors other than micro and small enterprises	11,096.76	2,801.24	43.03	14.37	38.52	13,993.92
Disputed dues of micro and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-
Total	**11,958.80**	**2,953.12**	**43.03**	**14.37**	**38.52**	**15,007.84**

As at 31 March 2022	Outstanding for following periods from due date of payment					
	Not due	Less than 1 years	1-2 years	2-3 years	More than 3 years	Total
Total outstanding dues of micro and small enterprises	-	153.91	-	-	-	153.91
Total outstanding dues of creditors other than micro and small enterprises	11,473.48	2,862.78	36.55	54.96	24.54	14,452.31
Disputed dues of micro and small enterprises	-	-	-	-	-	-
Disputed dues of creditors other than micro and small enterprises	-	-	-	-	-	-
Total	**11,473.48**	**3,016.69**	**36.55**	**54.96**	**24.54**	**14,606.22**

(iii) Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 is given below.

	Particulars	As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
i)	The principal amount and the interest due thereon remaining unpaid to any supplier as at the end of each period/year;					
	- Principal amount	8,255.19	7,647.67	3,117.50	1,013.92	153.91
	- Interest	213.09	209.17	202.97	191.36	191.36
ii)	The amount of interest paid by the buyer in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each period/year			-	-	
iii)	The amounts of the payments made to micro and small suppliers beyond the appointed day during each accounting period/year	4,806.16	3,030.26	4,846.61	2,023.54	94.91
iv)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period/year) but without adding the interest specified under MSMED Act, 2006	32.20	18.00	23.94	-	3.26
v)	The amount of interest accrued for unpaid principal at the end of each period/year	5.19	-	3.17	-	0.37
vi)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006	175.70	191.17	175.86	191.36	187.73

The above information has been compiled in respect of parties to the extent they could be identified as micro, small and medium enterprises on the basis of information available with the management as at the period end.

(All amounts are in Millions of Rupees unless otherwise stated)

17 Other financial liabilities - current	**As at 30 September 2024**	**As at 30 September 2023**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Employee benefits payable	396.38	332.68	447.92	241.80	231.24
Security deposits	11.33	11.33	11.38	11.33	8.57
Capital creditors [refer note (b) below]	344.89	540.77	394.82	590.72	394.21
	752.60	**884.78**	**854.12**	**843.85**	**634.02**

(a) The Group exposure to financial risk and fair value measurement related to these financial instruments is disclosed in note 29.

(b) Information as required to be furnished as per section 22 of the Micro, Small and Medium Enterprises Development (MSMED) Act, 2006 is given below.

	Particulars	**As at 30 September 2024**	**As at 30 September 2023**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
i)	Principal amount and interest due thereon remaining unpaid to any supplier at the end of each period/year					
	- Principal amount	-	-	-	-	-
	- Interest	-	-	-	-	-
ii)	The amount of interest paid by the Company in terms of Section 16 of MSMED Act, 2006, along with the amount of the payment made to the supplier beyond the appointed day during each period/year	-	-	-	-	-
iii)	The amounts of the payments made to micro and small suppliers beyond the appointed day during each period/year	-	-	-	-	-
iv)	The amount of interest due and payable for the period of delay in making payment (which have been paid but beyond the appointed day during the period/year) but without adding the interest specified under MSMED Act, 2006	-	-	-	-	-
v)	The amount of interest accrued for unpaid principal at the end of each period/year	-	-	-	-	-
vi)	The amount of further interest remaining due and payable even in the succeeding years, until such date when the interest dues as above are actually paid to the small enterprise for the purpose of disallowance as a deductible expenditure under the MSMED Act, 2006	-	-	-	-	-

The above information has been compiled in respect of parties to the extent they could be identified as micro, small and medium enterprises on the basis of information available with the management as at the period end.

18 Other current liabilities	**As at 30 September 2024**	**As at 30 September 2023**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Contract liabilities -					
Advance from customers	39.14	36.37	30.43	18.69	29.59
Deferred revenue	111.71	93.60	107.33	86.94	66.41
Statutory dues payable	178.84	186.61	161.58	165.06	134.33
Others	170.32	180.84	157.62	180.77	180.94
	500.01	**497.42**	**456.96**	**451.46**	**411.27**

	Deferred revenue				
(a) Significant changes in contract liabilities:	**For the six months period ended 30 September 2024**	**For the six months period ended 30 September 2023**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**
Opening balance	107.33	86.94	86.94	66.41	59.20
Add: Addition during the period/year*	74.19	54.30	35.25	41.01	18.40
Less: Revenue recognised against the opening contract liabilities	(69.81)	(47.64)	(14.86)	(20.48)	(11.19)
Closing balance	**111.71**	**93.60**	**107.33**	**86.94**	**66.41**

	Advance from customers				
	For the six months period ended 30 September 2024	**For the six months period ended 30 September 2023**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**
Opening balance	30.43	18.69	18.69	29.59	34.09
Add: Addition during the period/year	25.58	22.32	29.10	14.40	29.59
Less: Revenue recognised against the opening contract liabilities	(16.87)	(4.64)	(17.36)	(25.30)	(34.09)
Closing balance	**39.14**	**36.37**	**30.43**	**18.69**	**29.59**

** The addition in deferred revenue is net of expired loyalty points.*

19 Current tax liabilities (net)	**As at 30 September 2024**	**As at 30 September 2023**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Provision for tax [net of advance tax of Rs. 774.39 million (30 September 2023: Nil; 31 March 2024: Nil; 31 March 2023: Nil; 31 March 2022: Nil)]	89.74	-	-	-	-
	89.74	**-**	**-**	**-**	**-**

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Annexure VII
Notes to the Restated Consolidated Financial Information
(All amounts are in Millions of Rupees unless otherwise stated)

20 Revenue from operations	For the six months period ended 30 September 2024	For the six months period ended 30 September 2023	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Sale of traded goods	50,261.63	42,080.32	88,919.45	75,629.92	55,729.43
	50,261.63	**42,080.32**	**88,919.45**	**75,629.92**	**55,729.43**
Other operating revenues					
- Scrap sales	18.80	51.57	55.66	43.93	39.12
- Display income / space rentals	14.22	19.93	16.80	43.48	17.92
- Rental income	11.08	9.22	59.26	20.95	17.15
- Miscellaneous income	19.40	33.57	68.29	122.09	81.53
	63.50	**114.29**	**200.01**	**230.45**	**155.72**
	50,325.13	**42,194.61**	**89,119.46**	**75,860.37**	**55,885.15**
A. Revenue disaggregation on the basis of time is as follow:					
Point in time	50,299.83	42,165.46	89,043.40	75,795.94	55,850.08
Over time	25.30	29.15	76.06	64.43	35.07
B. Revenue disaggregation by geography is as follows:					
India	50,325.13	42,194.61	89,119.46	75,860.37	55,885.15
C. Revenue disaggregation by nature of products is as follows:					
Breakup of traded goods					
- Apparels	22,448.49	18,605.98	39,013.21	32,926.84	25,179.53
- Fast moving consumer goods	13,799.44	11,485.02	24,473.09	20,319.62	14,056.87
- General merchandise	14,013.70	11,989.32	25,433.15	22,383.46	16,493.03
Total	**50,261.63**	**42,080.32**	**88,919.45**	**75,629.92**	**55,729.43**
D. Reconciliation of revenue as recognised in the statement of profit and loss with the contracted price:					
Revenue as per contract price	50,261.63	42,080.32	88,919.45	75,629.92	55,729.43
Less: Discount and rebates	-	-	-	-	-
Revenue as per the statement of profit and loss	**50,261.63**	**42,080.32**	**88,919.45**	**75,629.92**	**55,729.43**

E. Refer note 18(a) for significant changes in contract liabilities.

21 Other income	For the six months period ended 30 September 2024	For the six months period ended 30 September 2023	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest income on -					
- Bank deposits carried at amortised cost	35.48	35.85	65.27	68.06	45.39
- Income-tax refund	2.57	-	19.78	-	35.44
- Security deposits at amortised cost	37.62	36.99	74.45	68.90	60.58
Gain on modification/termination of leases	-	30.06	30.06	17.03	42.24
Gain on sale of investments carried at fair value through profit or	58.78	42.48	132.33	123.05	96.02
Gain on fair valuation of investments carried at fair value through profit or loss	63.63	12.81	-	0.82	37.16
Profit on sale of property, plant and equipment (net)	9.39	-	-	-	-
Waiver of lease rentals	-	-	-	41.24	327.35
Miscellaneous income	1.56	1.56	9.92	9.46	9.18
	209.03	**159.75**	**331.81**	**328.56**	**653.36**

22 Changes in inventories of stock-in-trade	For the six months period ended 30 September 2024	For the six months period ended 30 September 2023	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Inventories at the beginning of the period/year					
Traded goods	14,584.09	14,836.15	14,836.15	12,102.30	9,637.69
	14,584.09	**14,836.15**	**14,836.15**	**12,102.30**	**9,637.69**
Inventories at the end of the period/year					
Traded goods	18,419.17	15,862.17	14,584.09	14,836.15	12,102.30
	18,419.17	**15,862.17**	**14,584.09**	**14,836.15**	**12,102.30**
(Increase)/decrease of stock-in-trade	**(3,835.08)**	**(1,026.02)**	**252.06**	**(2,733.85)**	**(2,464.61)**

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23 Employee benefits expense	For the six months period ended 30 September 2024	For the six months period ended 30 September 2023	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Salaries, wages and bonus	2,481.29	2,152.53	4,469.96	3,766.48	2,937.00
Contribution to provident and other funds (refer note 34)	202.30	181.76	372.95	326.71	253.46
Employee share option expense (refer note 28)	246.46	24.99	34.74	82.73	121.90
Staff welfare expenses	93.61	75.53	169.30	141.87	64.70
	3,023.66	**2,434.81**	**5,046.95**	**4,317.79**	**3,377.06**

24 Depreciation and amortisation expense	For the six months period ended 30 September 2024	For the six months period ended 30 September 2023	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Depreciation on property, plant and equipment	780.15	616.27	1,340.51	1,103.86	1,104.83
Amortisation of right-of-use assets	1,994.23	1,848.70	3,791.38	3,452.38	2,898.67
Amortisation of other intangible assets	14.36	26.50	41.04	58.20	52.14
	2,788.74	**2,491.47**	**5,172.93**	**4,614.44**	**4,055.64**

25 Finance costs	For the six months period ended 30 September 2024	For the six months period ended 30 September 2023	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Interest expense on financial liabilities at amortised cost	10.40	75.70	90.53	312.93	678.44
Interest on lease liabilities	673.76	667.18	1,342.10	1,279.86	1,210.41
Other borrowing costs	-	-	2.75	21.23	49.23
	684.16	**742.88**	**1,435.38**	**1,614.02**	**1,938.08**

26 Other expenses	For the six months period ended 30 September 2024	For the six months period ended 30 September 2023	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Rent and warehousing (refer note 35(iii))	280.73	104.29	298.18	200.70	172.87
Power and fuel	1,157.28	904.27	1,642.69	1,347.42	851.71
Rates and taxes	15.15	20.04	53.24	26.81	17.18
Insurance	34.93	28.83	62.17	48.93	83.98
Travelling and conveyance	89.19	73.06	151.20	125.43	77.54
Legal and professional fees	112.42	125.44	256.04	249.17	179.71
Packaging and consumables	177.83	159.81	321.00	270.63	193.91
Transportation	1,087.93	740.71	1,577.78	1,401.67	1,038.45
Repairs and maintenance					
- Building	2.92	3.77	6.58	4.69	3.48
- Machinery	96.73	83.54	161.80	167.55	79.12
- Others	139.00	133.62	255.47	210.61	178.64
Advertising and sales promotion	252.31	350.44	596.21	584.35	345.80
Loss on disposal of property, plant and equipment (net)	-	28.90	16.03	2.48	33.96
Bank charges	147.75	129.96	262.92	234.06	187.32
Manpower charges	258.13	166.68	354.98	270.50	220.56
Security charges	339.82	271.54	572.56	481.54	352.89
Housekeeping and office maintenance	198.72	165.94	341.51	293.86	206.50
Corporate social responsibility expenses	22.84	1.63	48.69	35.51	7.76
Loss on foreign exchange fluctuation	-	0.07	0.07	0.69	0.22
Miscellaneous expenses	85.21	62.26	146.85	117.45	93.57
	4,498.89	**3,554.80**	**7,125.97**	**6,074.05**	**4,325.17**

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(All amounts are in Millions of Rupees unless otherwise stated)

27. Tax expense

(a) Tax expense recognised in profit or loss	**For the six months period ended 30 September 2024**	**For the six months period ended 30 September 2023**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**
Current tax expense	983.06	632.24	1,606.08	1,214.49	931.83
Deferred tax income	(107.96)	50.69	(15.92)	(121.91)	(263.04)
	875.10	**682.93**	**1,590.16**	**1,092.58**	**668.79**

(b) Tax expense recognised in other comprehensive income	**For the six months period ended 30 September 2024**	**For the six months period ended 30 September 2023**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**
Deferred tax income on re-measurement of defined benefit obligation	5.54	4.80	4.91	2.72	2.23
	5.54	**4.80**	**4.91**	**2.72**	**2.23**

The major components of income tax expense and the reconciliation of expected tax expense based on the domestic effective tax rate of the Group at 25.17% (30 September 2023: 25.17%; 31 March 2024: 25.17%; 31 March 2023: 25.17%; 31 March 2022: 25.17%) and the reported tax expense in profit or loss are as follows:

(c) Reconciliation of effective tax rate	**For the six months period ended 30 September 2024**	**For the six months period ended 30 September 2023**	**For the year ended 31 March 2024**	**For the year ended 31 March 2023**	**For the year ended 31 March 2022**
Accounting profit before income tax	**3,416.47**	**2,636.50**	**6,209.51**	**4,305.31**	**2,696.49**
Income tax rate as per Income-tax Act, 1961	25.17%	25.17%	25.17%	25.17%	25.17%
Tax using the Company or Group's domestic tax rate	859.92	663.55	1,562.83	1,083.56	678.65
Tax effect of adjustments to reconcile expected income-tax expense to reported income-tax expense:					
- Impact of non-deductible expenses	9.61	12.09	13.01	0.25	5.88
- Others	5.57	7.29	14.32	8.77	(15.74)
Total tax expenses	**875.10**	**682.93**	**1,590.16**	**1,092.58**	**668.79**

(d) Deferred tax assets	**As at 30 September 2024**	**As at 30 September 2023**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Deferred tax asset arising on account of:					
Fair value adjustment in the carrying value of other intangible assets	139.06	151.90	146.83	155.74	163.22
Differences between accounting and tax bases of property, plant and equipment and other intangible assets	598.63	563.31	570.77	527.44	480.03
Employee benefit expenses	110.37	103.33	98.75	80.81	67.81
Right-of-use assets and lease liabilities	534.51	530.80	530.98	542.11	543.93
Others	912.64	765.65	834.38	854.78	781.26
Net deferred tax assets	**2,295.21**	**2,114.99**	**2,181.71**	**2,160.88**	**2,036.25**

(i) Changes in deferred tax assets from 01 April 2024 to 30 September 2024:

	Balance as at 01 April 2024	**Recognised in profit or loss**	**Recognised in other comprehensive income**	**Balance as at 30 September 2024**
Deferred tax asset arising on account of				
Fair value adjustment in the carrying value of other intangible assets	146.83	(7.77)	-	139.06
Differences between accounting and tax bases of property, plant and equipment and other intangible assets	570.77	27.86	-	598.63
Employee benefit expenses	98.75	6.08	5.54	110.37
Right-of-use assets and lease liabilities	530.98	3.53	-	534.51
Others	834.38	78.26	-	912.64
	2,181.71	**107.96**	**5.54**	**2,295.21**

(ii) Changes in deferred tax assets from 01 April 2023 to 30 September 2023:

	Balance as at 01 April 2023	**Recognised in profit or loss**	**Recognised in other comprehensive income**	**Balance as at 30 September 2023**
Deferred tax asset arising on account of				
Fair value adjustment in the carrying value of other intangible assets	155.74	(3.84)	-	151.90
Differences between accounting and tax bases of property, plant and equipment and other intangible assets	527.44	35.87	-	563.31
Employee benefit expenses	80.81	17.72	4.80	103.33
Right-of-use assets and lease liabilities	542.11	(11.31)	-	530.80
Others	854.78	(89.13)	-	765.65
	2,160.88	**(50.69)**	**4.80**	**2,114.99**

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(iii) Changes in deferred tax assets from 01 April 2023 to 31 March 2024:

	Balance as at 01 April 2023	Recognised in profit or loss	Recognised in other comprehensive income	Balance as at 31 March 2024
Deferred tax asset arising on account of				
Fair value adjustment in the carrying value of other intangible assets	155.74	(8.91)	-	146.83
Differences between accounting and tax bases of property, plant and equipment and other intangible assets	527.44	43.33	-	570.77
Employee benefit expenses	80.81	13.03	4.91	98.75
Right-of-use assets and lease liabilities	542.11	(11.13)	-	530.98
Others	854.78	(20.40)	-	834.38
	2,160.88	**15.92**	**4.91**	**2,181.71**

(iii) Changes in deferred tax assets from 01 April 2022 to 31 March 2023:

	Balance as at 01 April 2022	Recognised in profit or loss	Recognised in other comprehensive income	Balance as at 31 March 2023
Deferred tax asset arising on account of				
Fair value adjustment in the carrying value of other intangible assets	163.22	(7.48)	-	155.74
Differences between accounting and tax bases of property, plant and equipment and other intangible assets	480.03	47.41	-	527.44
Employee benefit expenses	67.81	10.00	3.00	80.81
Right-of-use assets and lease liabilities	543.93	(1.82)	-	542.11
Others	781.26	73.80	(0.28)	854.78
	2,036.25	**121.91**	**2.72**	**2,160.88**

(iv) Changes in deferred tax assets from 01 April 2021 to 31 March 2022:

	Balance as at 01 April 2021	Recognised in profit or loss	Recognised in other comprehensive income	Balance as at 31 March 2022
Deferred tax asset arising on account of				
Fair value adjustment in the carrying value of other intangible assets	170.78	(7.56)	-	163.22
Differences between accounting and tax bases of property, plant and equipment and other intangible assets	395.00	85.03	-	480.03
Employee benefit expenses	62.86	1.95	3.00	67.81
Right-of-use assets and lease liabilities	514.49	29.44	-	543.93
Others	627.85	154.18	(0.77)	781.26
	1,770.98	**263.04**	**2.23**	**2,036.25**

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(All amounts are in Millions of Rupees unless otherwise stated)

28 Share based payments

The Holding Company established the Rishanth Employee Share Option Plan 2019 (amended as on 22 March 2024) ("the Plan") in January 2019. Under the Plan, the Holding Company has issued share options to eligible employees via ten schemes ("the Schemes") of the Plan. All options granted under the Schemes are equity settled and vest according to various service conditions ranging upto 6 years and a performance condition linked to desired threshold earnings before interest, depreciation and tax in the future. An exit event as defined in the Schemes can result in immediate vesting of all options. Each option entitles the holder thereof to apply for and be allotted equity shares of Rs. 10 each of the Holding Company, upon payment of the exercise price on date of exercise.

Options under performance vesting typically vest equally over five years starting from the first anniversary of date of grant. If the performance condition is not met, unvested options are carried forward to the next vesting date till the end of fourth year starting from the first anniversary of date of grant. Such carry forward options will vest at liquidity event described hereinafter. Options under exit vesting will vest after six years from date of grant, subject to liquidity event conditions. Options under time vesting typically vest over five years starting from the first anniversary of date of grant. Options granted can vest immediately on happening of a certain liquidity event, as determined by the shareholders, when they realise a pre-determined rate of return on their investment.

Below is a summary of options granted under the plan:

Particulars	**Performance vested**	**Time vested**	**Exit vested**	**Total**	**Weighted average exercise price (in Rs.)**
Total no. of options granted till date	94,903,045	117,373,045	38,898,266		
Options outstanding at 01 April 2021	**57,306,972**	**77,786,972**	**38,584,693**	**173,678,637**	**10.14**
Options granted during the year	2,568,573	2,258,573	313,573	5,140,719	15.23
Options forfeited/ lapsed/ expired during the year	(3,844,665)	(6,524,665)	-	(10,369,330)	11.00
Options exercised during the year	(5,819,643)	(6,351,643)	-	(12,171,286)	10.00
Options outstanding at 31 March 2022	**50,211,237**	**67,169,237**	**38,898,266**	**156,278,740**	**10.20**
Options exercisable at the end of the year	15,933,877	23,650,816	-	39,584,693	10.01
Weighted average share price at the date of exercise (Rs.)	Rs. 15.70	Rs. 15.70	-		
Weighted average remaining period (in years)	7.13 Years	7.36 Years	7.07 Years		
Exercise price (Rs.)	Rs. 10/- to 15.70/-	Rs. 10/- to 15.70/-	Rs. 10/- to 15.70/-		
Options outstanding at 01 April 2022	**50,211,237**	**67,169,237**	**38,898,266**	**156,278,740**	**10.20**
Options granted during the year	285,000	345,000	-	630,000	16.48
Options forfeited/ lapsed/ expired during the year	(1,132,762)	(3,522,762)	-	(4,655,524)	10.63
Options exercised during the year	(1,612,580)	(1,674,180)	-	(3,286,760)	11.22
Options outstanding at 31 March 2023	**47,750,895**	**62,317,295**	**38,898,266**	**148,966,456**	**10.22**
Options exercisable at the end of the year	15,661,165	28,876,114		44,537,279	10.07
Weighted average share price at the date of exercise (Rs.)	Rs. 18.07	Rs. 18.07	-		
Weighted average remaining period (in years)	6.07 Years	6.26 Years	6.07 Years		
Exercise price (Rs.)	Rs. 10/- to 35/-	Rs. 10/- to 35/-	Rs. 10/- to 15.70/-		
Options outstanding at 01 April 2023	**47,750,895**	**62,317,295**	**38,898,266**	**148,966,456**	**10.22**
Options granted during the period	592,500	592,500	-	1,185,000	33.79
Options forfeited/ lapsed/ expired during the period	(469,438)	(604,038)	-	(1,073,476)	13.71
Options exercised during the period	-	-	-	-	-
Options outstanding at 30 September 2023	**47,873,957**	**62,305,757**	**38,898,266**	**149,077,980**	**10.38**
Options exercisable at the end of the period	34,568,924	43,125,751	-	77,694,675	-
Weighted average share price at the date of exercise (Rs.)	-	-	-	-	-
Weighted average remaining period (in years)	5.62 Years	5.79 Years	5.57 Years	-	-
Exercise price (Rs.)	Rs 10/- to 35/-	Rs 10/- to 35/-	Rs 10.00/- to 15.70/-	-	-
Options outstanding at 01 April 2023	**47,750,895**	**62,317,295**	**38,898,266**	**148,966,456**	**10.22**
Options granted during the year	592,500	592,500	-	1,185,000	33.79
Options forfeited/ lapsed/ expired during the year	(503,438)	(930,038)	-	(1,433,476)	13.57
Options exercised during the year	-	-	-	-	-
Options outstanding at 31 March 2024	**47,839,957**	**61,979,757**	**38,898,266**	**148,717,980**	**10.34**
Options exercisable at the end of the year	32,439,589	54,038,075		86,477,664	10.17
Weighted average share price at the date of exercise (Rs.)	-	-	-		
Weighted average remaining period (in years)	5.11 Years	5.29 Years	5.07 Years		
Exercise price (Rs.)	Rs. 10/- to 35/-	Rs. 10/- to 35/-	Rs. 10/- to 15.70/-		
Options outstanding at 01 April 2024	**47,839,957**	**61,979,757**	**38,898,266**	**148,717,980**	**10.34**
Options granted during the period	31,500,000	32,690,000	-	64,190,000	35.00
Options forfeited/ lapsed/ expired during the period	-	(1,220,000)	-	(1,220,000)	**10.00**
Options exercised during the period	-	-	-	-	-
Options outstanding at 30 September 2024	**79,339,957**	**93,449,757**	**38,898,266**	**211,687,980**	**17.69**
Options exercisable at the end of the period	46,244,126	58,637,918	-	104,882,044	
Weighted average share price at the date of exercise (Rs.)	-	-	-		
Weighted average remaining period (in years)	6.49 Years	6.48 Years	4.47 Years		
Exercise price (Rs.)	Rs 10/- to 35/-	Rs 10/- to 35/-	Rs 10/- to 15.70/-		

(All amounts are in Millions of Rupees unless otherwise stated)

The fair value of the options granted during the period/year, calculated by an external valuer, was estimated on the date of grant by an independent valuer using the Black Scholes option pricing model with the following significant assumptions. For measuring the impact of the exit and the liquidity event, monte carlo simulations were used in the below calculations.

Particulars	For the six months period ended 30 September 2024			For the six months period ended 30 September 2023			For the year ended 31 March 2024			For the year ended 31 March 2023			For the year ended 31 March 2022		
	Performance vested	Time vested	Exit vested	Performance vested	Time vested	Exit vested	Performance vested	Time vested	Exit vested	Performance vested	Time vested	Exit vested	Performance vested	Time vested	Exit vested
Exercise price (Rs.)	Rs. 35/-	Rs. 35/-	-	Rs 18.07/- to 35/-	Rs 18.07/- to 35/-	-	Rs. 18.07/- to 35/-	Rs. 18.07/- to 35/-	-	Rs. 10.00/- to 18.07/-	Rs. 10.00/- to 18.07/-	Rs. 10.00/- to 18.07/-	Rs. 10.00/- to 15.70/-	Rs. 10.00/- to 15.70/-	Rs. 10.00/- to 15.70/-
Fair value of option on grant date (Rs.)	19.00 - 23.07	19.00 - 23.07	-	5.23 - 19.09	5.23 - 19.09	-	5.23 - 19.09	5.23 - 19.09	-	1.20 - 10.40	1.20 - 10.40	6.10 - 9.70	1.30 - 9.50	1.30 - 9.30	6.10 - 9.90
Expected volatility (in %)	41% to 42%	41% to 42%	-	41% to 43%	41% to 43%	-	41% to 43%	41% to 43%	-	44.70% to 50.00%	44.80% to 50.10%	45.00% to 46.40%	44.70% to 50.00%	44.80% to 50.10%	45.00% to 46.40%
Average vesting period (in years)	1.00 to 5.00 Years	1.00 to 5.00 Years	-	1.00 to 7.50 Years	1.00 to 7.50 Years	-	1.00 to 7.50 Years	1.00 to 7.50 Years	-	1.00 to 7.50 Years	1.00 to 7.50 Years	1.78 to 7.50 Years	1.82 to 7.50 Years	1.81 to 7.50 Years	2.94 to 7.50 Years
Option life (in years)	10 years	10 years	-	10 years	10 years	-	10 years	10 years	-	10 years	10 years	10 years	10 years	10 years	10 years
Dividend yield (in %)	0%	0%	-	0%	0%	-	0%	0%	-	0%	0%	0%	0%	0%	0%
Risk-free interest rate (in %)	6.79% to 6.90%	6.79% to 6.90%	-	6.90% to 7.00%	6.90% to 7.00%	-	6.90% to 7.00%	6.90% to 7.00%	-	5.18% to 7.52%	5.18% to 7.47%	6.61% to 7.51%	5.18% to 7.52%	5.18% to 7.47%	6.61% to 7.51%
Share price at the grant date (Rs.)	Rs 37.00/- to 40.00/	Rs 37.00/- to 40.00/-	-	Rs 19.36/- to 37.00/-	Rs 19.36/- to 37.00/-	-	Rs. 19.36/- to 37.00/-	Rs. 19.36/- to 37.00/-	-	Rs. 18.07/- to 19.36/-	Rs. 18.07/- to 19.36/-	Rs. 18.07/- to 19.36/-	Rs. 12.50/- to 15.96/-	Rs. 12.50/- to 15.96/-	Rs. 12.50/- to 15.96/-

Volatility was determined using historical data for comparable companies for corresponding term, excluding companies that did not have sufficient historical data. The risk free interest rates are determined based on current yield to maturity of Government of India Bonds with similar residual maturity equal to expected life of the options.

The related compensation cost has been calculated using fair value method as described above and the Group has recorded an expense during the six months period of Rs. 246.46 million (30 September 2023: Rs. 24.99 million; 31 March 2024: Rs. 34.74 million; 31 March 2023: Rs. 82.73 million; 31 March 2022: Rs. 121.90 million) under 'employee benefits expense'.

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(All amounts are in Millions of Rupees unless otherwise stated)

29 Financial instruments – fair values and risk management

I. Fair value measurements

A. Financial instruments by category

Particulars	As at 30 September 2024			As at 30 September 2023			As at 31 March 2024			As at 31 March 2023			As at 31 March 2022		
	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost	FVTPL	FVOCI	Amortised cost
Financial assets															
Investments	4,669.12	-	-	965.92	-		-	-	-	350.80	-	-	4,167.91	-	-
Trade receivables	-	-	290.14	-	-	196.09	-	-	317.42	-	-	41.53	-	-	23.18
Cash and cash equivalents	-	-	1,945.01	-	-	1,125.55	-	-	869.59	-	-	454.97	-	-	971.60
Bank balances other than cash and cash equivalents	-	-	257.68	-	-	566.96	-	-	319.34	-	-	1,237.21	-	-	1,186.85
Other financial assets	-	-	2,276.28	-	-	1,484.97	-	-	1,372.02	-	-	1,028.85	-	-	886.87
	4,669.12	**-**	**4,769.11**	**965.92**	**-**	**3,373.57**	**-**	**-**	**2,878.37**	**350.80**	**-**	**2,762.56**	**4,167.91**	**-**	**3,068.50**
Financial liabilities															
Borrowings	-	-	-	-	-	1,130.88	-	-	-	-	-	1,334.96	-	-	4,974.14
Trade payables	-	-	20,534.21	-	-	16,082.01	-	-	12,200.21	-	-	15,007.84	-	-	14,606.22
Lease liabilities	-	-	14,094.92	-	-	14,466.22	-	-	14,833.88	-	-	13,281.29	-	-	12,921.06
Other financial liabilities	-	-	752.60	-	-	884.78	-	-	854.12	-	-	843.85	-	-	634.02
	-	**-**	**35,381.73**	**-**	**-**	**32,563.89**	**-**	**-**	**27,888.21**	**-**	**-**	**30,467.94**	**-**	**-**	**33,135.44**

B. Fair value hierarchy

This section explains the judgments and estimates made in determining the fair values of the financial instruments that are:
(a) recognised and measured at fair value and
(b) measured at amortised cost and for which fair values are disclosed in the restated consolidated financial information.

To provide an indication about the reliability of the inputs used in determining fair value, the Group has classified its consolidated financial instruments into the three levels prescribed under Ind AS 113. An explanation of each level follows underneath the table.

Financial assets recognised and measured at fair value

	As at 30 September 2024				
	Carrying amount	Level 1	Level 2	Level 3	Total
Financial assets					
Investments	4,669.12	4,669.12	-	-	4,669.12

Financial assets recognised and measured at fair value

	As at 30 September 2023				
	Carrying amount	Level 1	Level 2	Level 3	Total
Financial assets					
Investments	965.92	965.92	-	-	965.92

Financial assets recognised and measured at fair value

	As at 31 March 2024				
	Carrying amount	Level 1	Level 2	Level 3	Total
Financial assets					
Investments	-	-	-	-	-

Financial assets recognised and measured at fair value

	As at 31 March 2023				
	Carrying amount	Level 1	Level 2	Level 3	Total
Financial assets					
Investments	350.80	350.80	-	-	350.80

(All amounts are in Millions of Rupees unless otherwise stated)

Financial assets recognised and measured at fair value

	As at 31 March 2022				
	Carrying amount	**Level 1**	**Level 2**	**Level 3**	**Total**
Financial assets					
Investments	4,167.91	4,167.91	-	-	4,167.91

Level 1: Level 1 hierarchy includes financial instruments measured using quoted prices. This includes listed equity instruments, traded bonds and mutual funds that have quoted price. The fair value of all equity instruments (including bonds) which are traded in the stock exchanges is valued using the closing price as at the reporting period.

Level 2: The fair value of financial instruments that are not traded in an active market (for example, traded bonds, over-the counter derivatives) is determined using valuation techniques which maximise the use of observable market data and rely as little as possible on entity-specific estimates. If all significant inputs required to fair value an instrument are observable, the instrument is included in level 2.

Level 3: If one or more of the significant inputs is not based on observable market data, the instrument is included in level 3. This is the case for unlisted equity securities. There have been no transfers between any of the above levels for the periods ended 30 September 2024 and 30 September 2023 and years ended 31 March 2024, 31 March 2023 and 31 March 2022.

Valuation techniques and significant unobservable inputs

Financial instruments measured at fair value

Type	**Valuation technique**	**Significant unobservable inputs**	**Inter relationship between significant unobservable inputs and fair value**
Investment in quoted mutual funds measured at fair value through profit or loss	The fair value of investment in mutual funds is determined using quoted NAV as at the balance sheet date	Not applicable	Not applicable

The carrying amounts of trade receivables, trade payables, current borrowings, cash and cash equivalents, other bank balances and other financial assets and liabilities are considered to be the same as their fair values, due to their short-term nature. Other financial assets represents security deposits and other non-current financial assets represents bank deposits (due for maturity after twelve from the reporting date) and interest accrued but not due on bank deposits, the carrying value of which approximates the fair values as on the reporting date. For other financial liabilities/assets that are not measured at fair value, the carrying amounts are considered equal to their respective fair values.

II. Financial risk management

The Group has exposure to the following risks arising from financial instruments:
(i) Credit risk;
(ii) Liquidity risk: and
(iii) Market risk

Risk management framework

The Board of directors of the respective companies included in the Group has overall responsibility for the establishment and oversight of the Group's risk management framework. The respective Board of directors has authorized respective business managers to establish the processes, who ensures that executive management controls risks through the mechanism of properly defined framework.

The Group's risk management policies are established to identify and analyse the risks faced by the Group, to set appropriate risk limits and controls and to monitor risks and adherence to limits. Risk management policies and systems are reviewed by the business managers periodically to reflect changes in market conditions and the Group's activities. The Group, through its training and management standards and procedures, aims to maintain a disciplined and constructive control environment in which all employees understand their roles and obligations.

(i) Credit risk

Credit risk is the risk of financial loss to the Group if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Group's receivables from customers and investments in mutual funds.

The carrying amount of financial assets represents the maximum credit exposure. The Group monitor credit risk very closely in the market. The management's impact analysis shows credit risk and impact assessment as low.

Exposure to credit risk

The carrying amount of financial assets represents the maximum credit exposure. The maximum exposure to credit risk at the reporting date is:

Particulars	**30 September 2024**			**30 September 2023**			**31 March 2024**			**31 March 2023**			**31 March 2022**		
	Gross amount	**Expected credit loss**	**Net amount**	**Gross amount**	**Expected credit loss**	**Net amount**	**Gross amount**	**Expected credit loss**	**Net amount**	**Gross amount**	**Expected credit loss**	**Net amount**	**Gross amount**	**Expected credit loss**	**Net amount**
Trade receivables	290.14	-	290.14	196.09	-	196.09	317.42	-	317.42	41.53	-	41.53	23.18	-	23.18
Cash and cash equivalents	1,945.01	-	1,945.01	1,125.55	-	1,125.55	869.59	-	869.59	454.97	-	454.97	971.60	-	971.60
Bank balances other than cash and cash equivalents	257.68	-	257.68	566.96	-	566.96	319.34	-	319.34	1,237.21	-	1,237.21	1,186.85	-	1,186.85
Other financial assets	2,284.96	(8.68)	2,276.28	1,495.66	(10.69)	1,484.97	1,382.71	(10.69)	1,372.02	1,039.54	(10.69)	1,028.85	900.75	(13.88)	886.87

Annexure VII
Notes to the Restated Consolidated Financial Information
(All amounts are in Millions of Rupees unless otherwise stated)

Credit risk on cash and cash equivalents and other bank balances is limited as the Group generally invests in deposits with banks with high credit ratings assigned by credit rating agencies. Investments include investment in liquid mutual fund units. The other financial assets primarily represents security deposits given to landlords of premises taken on leases. Such deposit will be returned to the Group on returning the possession of premises as per the contract. The credit risk associated with such security deposits is relatively low.

The gross carrying amounts of trade receivables is disclosed in Note 10 of the restated consolidated financial information as follows:

Particulars	As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Trade receivables	290.14	196.09	317.42	41.53	23.18

Detail of trade receivables that are past due is given below:-

Particulars	As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Not due and overdue less than 6 months	290.14	196.09	317.42	35.26	19.86
Overdue more than 6 months	-	-	-	6.27	3.32

The expected credit loss on trade receivables has been determined as follows under the simplified approach:

30 September 2024

Particulars	Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross carrying amount as 30 September 2024	-	290.14	-	-	-	-	290.14
Expected loss rate	-	-	-	-	-	-	
Expected credit losses	-	-	-	-	-	-	-
Carrying amount of trade receivables (net)	**-**	**290.14**	**-**	**-**	**-**	**-**	**290.14**

30 September 2023

Particulars	Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross carrying amount as 30 September 2023	-	196.09	-	-	-	-	196.09
Expected loss rate	-	-	-	-	-	-	
Expected credit losses	-	-	-	-	-	-	-
Carrying amount of trade receivables (net)	**-**	**196.09**	**-**	**-**	**-**	**-**	**196.09**

31 March 2024

Particulars	Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross carrying amount as 31 March 2024	-	317.42	-	-	-	-	317.42
Expected loss rate	-	-	-	-	-	-	
Expected credit losses	-	-	-	-	-	-	-
Carrying amount of trade receivables (net)	**-**	**317.42**	**-**	**-**	**-**	**-**	**317.42**

31 March 2023

Particulars	Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross carrying amount as 31 March 2023	-	35.26	4.40	-	-	1.87	41.53
Expected loss rate	-	-	-	-	-	-	
Expected credit losses	-	-	-	-	-	-	-
Carrying amount of trade receivables (net)	**-**	**35.26**	**4.40**	**-**	**-**	**1.87**	**41.53**

31 March 2022

Particulars	Not due	Less than 6 months	6 months- 1 year	1-2 years	2-3 years	More than 3 years	Total
Gross carrying amount as 31 March 2022	-	19.86	0.53	-	0.47	2.32	23.18
Expected loss rate	-	-	-	-	-	-	
Expected credit losses	-	-	-	-	-	-	-
Carrying amount of trade receivables (net)	**-**	**19.86**	**0.53**	**-**	**0.47**	**2.32**	**23.18**

(All amounts are in Millions of Rupees unless otherwise stated)

(ii) Liquidity risk

Liquidity risk is the risk that the Group will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. The Group's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when they are fallen due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Group's reputation.

Group's financial liabilities mainly comprises of borrowings, trade payables, lease liabilities and accrued bonus/expenses. The Group's credit period with buyers is higher than the credit period provided to customers, and the payments are generally settled within credit period, hence the Group's liquidity risk is low.

(a) Maturities of financial liabilities

The following are the remaining undiscounted contractual maturities of financial liabilities including interest at the reporting date:

	Carrying amounts as at 30 September 2024	Contractual cash flows				
		Total	Payable on demand	Less than 1 year	1–5 years	More than 5 years
Financial liabilities						
Trade payables	20,534.21	20,534.21	-	20,534.21	-	-
Lease liabilities (including interest)	14,094.92	17,605.09	-	4,749.57	10,828.21	2,027.31
Other financial liabilities	752.60	752.60	-	752.60	-	-
Total liabilities	**35,381.73**	**38,891.90**	**-**	**26,036.38**	**10,828.21**	**2,027.31**

	Carrying amounts as at 30 September 2023	Contractual cash flows				
		Total	Payable on demand	Less than 1 year	1–5 years	More than 5 years
Financial liabilities						
Borrowings (including interest)	1,130.88	1,130.88	-	106.06	1,024.82	-
Trade payables	16,082.01	16,082.01	-	16,082.01	-	-
Lease liabilities (including interest)	14,466.22	18,112.63	-	4,779.81	11,313.32	2,019.50
Other financial liabilities	884.78	884.78	-	884.78	-	-
Total liabilities	**32,563.89**	**36,210.30**	**-**	**21,852.66**	**12,338.14**	**2,019.50**

	Carrying amounts as at 31 March 2024	Contractual cash flows				
		Total	Payable on demand	Less than 1 year	1–5 years	More than 5 years
Financial liabilities						
Borrowings (including interest)	-	-	-	-	-	-
Trade payables	12,200.21	12,200.21	-	12,200.21	-	-
Lease liabilities (including interest)	14,833.88	18,589.75	-	4,911.12	11,620.84	2,057.79
Other financial liabilities	854.12	854.12	-	854.12	-	-
Total liabilities	**27,888.21**	**31,644.08**	**-**	**17,965.45**	**11,620.84**	**2,057.79**

	Carrying amounts as at 31 March 2023	Contractual cash flows				
		Total	Payable on demand	Less than 1 year	1–5 years	More than 5 years
Financial liabilities						
Borrowings (including interest)	1,334.96	1,542.47	-	517.63	1,024.84	-
Trade payables	15,007.84	15,007.84	-	15,007.84	-	-
Lease liabilities (including interest)	13,281.29	15,814.98	-	4,622.60	10,814.51	377.87
Other financial liabilities	843.85	843.85	-	843.85	-	-
Total liabilities	**30,467.94**	**33,209.14**	**-**	**20,991.92**	**11,839.35**	**377.87**

	Carrying amounts as at 31 March 2022	Contractual cash flows				
		Total	Payable on demand	Less than 1 year	1–5 years	More than 5 years
Financial liabilities						
Borrowings (including interest)	4,974.14	6,067.10	-	1,374.40	4,692.70	-
Trade payables	14,606.22	14,606.22	-	14,606.22	-	-
Lease liabilities (including interest)	12,921.06	15,538.60	-	4,212.02	10,771.67	554.91
Other financial liabilities	634.02	634.02	-	634.02	-	-
Total liabilities	**33,135.44**	**36,845.94**	**-**	**20,826.66**	**15,464.37**	**554.91**

(All amounts are in Millions of Rupees unless otherwise stated)

(b) Undrawn borrowing facilities

The Group has access to the following undrawn borrowing facilities at the end of the reporting period:

	As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Expiring within one year (bank loans)	2,500.00	2,500.00	2,500.00	2,500.00	2,500.00

(iii) Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency rate risk, interest rate risk and other price risks, such as equity price risk and commodity price risk. Financial instruments affected by market risks include loans and borrowings, deposits and foreign currency receivables and payables. The sensitivity analysis in the following sections relate to the position as at 30 September 2024. The sensitivity of the relevant profit and loss item is the effect of the assumed changes in the respective market risks. This is based on the financial assets and financial liabilities held as of 30 September 2024.

(a) Foreign currency risk

The Group has certain import purchases for which payments are made in foreign exchange and hence exposes the Group to foreign exchange risk arising from foreign currency transactions. However, there is no outstanding foreign currency payable at the end of current and the previous reporting period. Further, the gain/(loss) on such foreign currency transactions during the current and the previous year is not material.

The Group's exposure to foreign currency risk at the end of the reporting period if as follows:

	30 September 2024		30 September 2023		31 March 2024		31 March 2023		31 March 2022	
	Foreign currency	Indian Rupee	Foreign currency	Indian Rupee	Foreign currency	Indian Rupee	Foreign currency	Indian Rupee	Foreign currency	Indian Rupee
Trade payables										
United States Dollar (USD)	-	-	-	-	-	-	-	-	0.22	16.81

Sensitivity

The sensitivity of profit after tax and equity to changes in the exchange rates arises mainly from foreign currency denominated financial instruments:-

Particulars	Impact on profit after tax and equity				
	30 September 2024	30 September 2023	31 March 2024	31 March 2023	31 March 2022
INR/USD- increase by 5% (2024: 5%; 2023: 5%; 2022: 5%)	-	-	-	-	0.60
INR/USD- decrease by 5% (2024: 5%; 2023: 5%; 2022: 5%)	-	-	-	-	(0.60)

(b) Interest rate risk

The Group’s interest rate risk arises from bank deposits which are made at market rate of interest at the time of deposit. This exposes the Group to cash flow interest rate risk. However the variation in market rate of interest is not significantly high and the Group's interest bearing assets is also not significantly high, hence the impact of the same has been assessed as insignificant. Further, the interest rate on Group's borrowings is variable. The impact of change in interest rate on Group's borrowings is not significant.

At the reporting date the interest rate profile of the Group’s interest-bearing financial instruments is as follows:

Particulars	As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Financial assets:					
Fixed rate instruments					
- Fixed deposits	1,450.76	990.02	627.47	1,212.11	1,180.55
Total	**1,450.76**	**990.02**	**627.47**	**1,212.11**	**1,180.55**
Variable-rate instruments					
- Rupee term loans	-	1,130.88	-	1,333.25	1,638.14
Total	**-**	**1,130.88**	**-**	**1,333.25**	**1,638.14**

(All amounts are in Millions of Rupees unless otherwise stated)

Fair value sensitivity analysis for fixed-rate instruments

The Group's fixed rate instruments are carried at amortised cost. They are, therefore, not subject to interest rate risk, since neither the carrying amount nor the future cash flows will fluctuate because of a change in market interest rates.

Cash flow sensitivity analysis for variable-rate instruments

A change of 100 basis points in interest rates at the reporting date would have increased (decreased) profit or loss (after tax) and equity by the amounts shown below. This analysis assumes that all other variables remain constant. The analysis is performed on the same basis for the previous

Particulars	**30 September 2024**		**30 September 2023**		**31 March 2024**		**31 March 2023**		**31 March 2022**	
	Profit or loss (after tax) and equity		**Profit or loss (after tax) and equity**		**Profit or loss (after tax) and equity**		**Profit or loss (after tax) and equity**		**Profit or loss (after tax) and equity**	
	100 bps increase	**100 bps decrease**	**100 bps increase**	**100 bps decrease**	**100 bps increase**	**100 bps decrease**	**100 bps increase**	**100 bps decrease**	**100 bps increase**	**100 bps decrease**
Rupee term loans	-	-	5.45	(5.45)	6.51	(6.51)	25.32	(25.32)	54.89	(54.89)

(c) Price risk

Exposure from investments in mutual funds:

The Group's exposure to price risk arises from investments in mutual funds held by the Group and classified in the balance sheet as fair value through profit or loss. To manage its price risk arising from investments in mutual funds, the Group diversifies its portfolio. Diversification of the portfolio is done in accordance with the limits set by the Group.

Sensitivity

The sensitivity to profit or loss (after tax) and equity in case of an increase in price of the instrument by 5% keeping all other variables constant would have resulted in corresponding impact on profits by Rs. 174.70 million (30 September 2023: 36.14 million; 31 March 2024: Rs. Nil; 31 March 2023: Rs. 13.13 millions; 31 March 2022: Rs. 155.95 millions).

30 Capital management

For the purposes of the Group's capital management, capital includes equity attributable to the equity holders of the Group and all other equity reserves. The primary objective of the Group's capital management is to ensure that it maintains an efficient capital structure and maximize shareholder value. The Group manages its capital structure and makes adjustments in light of changes in economic conditions and the requirements of the financial covenants. To maintain or adjust the capital structure, the Group may adjust the dividend payment to shareholders or issue new shares. The Group is not subject to any externally imposed capital requirements. No changes were made in the objectives, policies or processes for managing capital during the period ended 30 September 2024 and 30 September 2023 and year ended 31 March 2024, 31 March 2023 and 31

	As at 30 September 2024	**As at 30 September 2023**	**As at 31 March 2024**	**As at 31 March 2023**	**As at 31 March 2022**
Total debt	-	1,130.88	-	1,334.96	4,974.14
Less: Cash and cash equivalents	(1,945.01)	(1,125.55)	(869.59)	(454.97)	(971.60)
Net debt (A)	**(1,945.01)**	**5.33**	**(869.59)**	**879.99**	**4,002.54**
Total equity (B)	**58,989.90**	**53,521.85**	**56,218.42**	**51,560.88**	**48,251.83**
Gearing ratio (A/B)	**-**	**0.01%**	**-**	**1.71%**	**8.30%**

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(All amounts are in Millions of Rupees unless otherwise stated)

31 Group information

(a) Information about subsidiary/entity, the proportion of ownership interest held, country of incorporation and principal activities are as below:

Name of the entity	Principal activities	Country of incorporation	Ownership interest held by the Group					Ownership interest held by non-controlling interest				
			As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022	As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
			%	%	%	%	%	%	%	%	%	%
Airplaza Retail Holdings Private Limited	Business of retail trading of apparels, fast moving consumer goods and general merchandise	India	100%	100%	100%	100%	100%	-	-	-	-	-
Vishal E-Commerce Private Limited	E-commerce business	India	100%	100%	100%	100%	100%	-	-	-	-	-
Vishal Mega Mart CSR Trust	CSR activities	India	0%	0%	0%	0%	0%	-	-	-	-	-

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Annexure VII
Notes to the Restated Consolidated Financial Information
(All amounts are in Millions of Rupees unless otherwise stated)

32 Additional information as required by paragraph 2 of the general instructions for preparation of Restated Consolidated Financial Information to Schedule III to the Companies Act, 2013

As at 30 September 2024:

Name of entity	Net assets		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent								
Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private	98.91%	58,349.24	92.77%	2,357.93	15.88%	(2.51)	93.27%	2,355.42
Indian subsidiaries/entity								
Airplaza Retail Holdings Private Limited	0.91%	532.72	10.70%	271.96	84.12%	(13.84)	10.23%	258.12
Vishal E-Commerce Private Limited	-	0.14	-	-	-	-	-	-
Vishal Mega Mart CSR Trust	-	0.06	-0.64%	(16.22)	-	-	-0.64%	(16.22)
Intercompany eliminations and consolidation adjustments	0.18%	107.74	-2.83%	(72.30)	-	-	-2.86%	(72.30)
Total	**100.00%**	**58,989.90**	**100.00%**	**2,541.37**	**100.00%**	**(16.35)**	**100.00%**	**2,525.02**

As at 30 September 2023

Name of entity	Net assets		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent								
Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private	100.47%	53,775.30	63.51%	1,240.93	16.45%	(2.36)	63.86%	1,238.57
				-				
Indian subsidiaries/entity				-				
Airplaza Retail Holdings Private Limited	-0.34%	(182.68)	10.67%	208.53	83.55%	(12.01)	10.13%	196.52
Vishal E-Commerce Private Limited	-	0.14	-	-	-	-	-	-
Vishal Mega Mart CSR Trust	-	0.12	-0.08%	(1.63)	-	-	-0.08%	(1.63)
Intercompany eliminations and consolidation adjustments	-0.13%	(71.03)	25.90%	505.74	-	-	26.09%	505.74
Total	**100.00%**	**53,521.85**	**100.00%**	**1,953.57**	**100.00%**	**(14.37)**	**100.00%**	**1,939.20**

As at 31 March 2024:

Name of entity	Net assets		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent								
Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private	99.16%	55,747.64	68.81%	3,178.64	0.47%	(0.07)	69.03%	3,178.57
Indian subsidiaries/entity								
Airplaza Retail Holdings Private Limited	0.49%	274.84	14.47%	668.64	99.53%	(14.57)	14.20%	654.07
Vishal E-Commerce Private Limited	0.00%	0.14	0.00%	-	-	-	-	-
Vishal Mega Mart CSR Trust	0.00%	0.14	-0.92%	(42.31)	-	-	-0.92%	(42.31)
Intercompany eliminations and consolidation adjustments	0.35%	195.66	17.64%	814.38	-	-	17.69%	814.38
Total	**100.00%**	**56,218.42**	**100.00%**	**4,619.35**	**100.00%**	**(14.64)**	**100.00%**	**4,604.71**

Annexure VII
Notes to the Restated Consolidated Financial Information
(All amounts are in Millions of Rupees unless otherwise stated)

As at 31 March 2023:

Name of entity	Net assets		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent								
Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private	101.85%	52,516.08	76.73%	2,465.09	-9.93%	0.82	76.95%	2,465.91
Indian subsidiaries/entity								
Airplaza Retail Holdings Private Limited	-0.74%	(379.18)	18.40%	591.27	109.93%	(9.10)	18.17%	582.17
Vishal E-Commerce Private Limited	0.00%	0.14	0.00%	-	-	-	-	-
Vishal Mega Mart CSR Trust	0.05%	27.24	-1.07%	(34.42)	-	-	-1.07%	(34.42)
Intercompany eliminations and consolidation adjustments	-1.16%	(603.40)	5.94%	190.79	-	-	5.95%	190.79
Total	**100.00%**	**51,560.88**	**100.00%**	**3,212.73**	**100.00%**	**(8.28)**	**100.00%**	**3,204.45**

As at 31 March 2022:

Name of entity	Net assets		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As a % of consolidated net assets	Amount	As a % of consolidated profit or loss	Amount	As a % of consolidated other comprehensive income	Amount	As a % of consolidated total comprehensive income	Amount
Parent								
Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private	103.51%	49,945.54	94.37%	1,913.44	-35.55%	2.30	94.78%	1,915.74
				-		-		
Indian subsidiaries/entity								
Airplaza Retail Holdings Private Limited	-1.99%	(961.38)	9.97%	202.24	135.55%	(8.79)	9.57%	193.45
Vishal E-Commerce Private Limited	0.00%	0.14	0.00%	-	-	-	0.00%	-
Vishal Mega Mart CSR Trust	0.08%	39.13	-0.38%	(7.79)	-	-	-0.39%	(7.79)
Intercompany eliminations and consolidation adjustments	-1.60%	(771.60)	-3.96%	(80.19)	-	-	-3.96%	(80.19)
Total	**100.00%**	**48,251.83**	**100.00%**	**2,027.70**	**100.00%**	**(6.49)**	**100.00%**	**2,021.21**

The above amounts/ percentage of net assets and net profit or loss in respect of Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited) and its subsidiaries/entity are determined based on the amounts of the respective entities included in the restated consolidated financial information before inter-company eliminations/consolidation adjustments.

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(All amounts are in Millions of Rupees unless otherwise stated)

33 Earnings per share (EPS)

The calculation of profit attributable to equity shareholders and weighted average numbers of equity shares outstanding for purpose of basic/diluted earning per share calculation are as follows-

		For the six months period ended 30 September 2024	For the six months period ended 30 September 2023	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
i.	Profit attributable to equity shareholders for basic/diluted earnings per share	2,541.37	1,953.57	4,619.35	3,212.73	2,027.70
ii.	Weighted average number of equity shares for basic earnings per share (in nos.)	4,508,719,493	4,506,587,589	4,507,496,269	4,504,849,658	4,492,352,218
iii.	Effect of share options during the period/year (in nos.)	83,945,260	81,063,249	81,644,996	72,520,667	49,146,039
iv.	Weighted average number of equity shares for diluted earnings per share (in nos.)	4,592,664,753	4,587,650,838	4,589,141,265	4,577,370,325	4,541,498,257
	Basic earning per equity share of Rs 10 each (Rs.)	0.56	0.43	1.02	0.71	0.45
	Diluted earning per equity share of Rs 10 each (Rs.)	0.55	0.43	1.01	0.70	0.45

34 Employee benefit plans

(i) Defined contribution plans

The Group, in respect of qualifying employees, contributes towards provident fund, labour welfare fund, employees' state insurance and national pension scheme. During the period/year, the Group has recognised the following amounts in the statement of profit and loss for:

	For the six months period ended 30 September 2024	For the six months period ended 30 September 2023	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Employer’s contribution to provident fund and labour welfare fund	171.02	154.01	315.67	276.71	215.71
Employer’s contribution to employees' state insurance	28.65	26.16	53.71	47.01	35.50
Employer’s contribution to national pension scheme	2.63	1.59	3.57	2.99	2.25
	202.30	**181.76**	**372.95**	**326.71**	**253.46**

(ii) Defined benefit plan:

The gratuity plan provides a lump sum payment to employees at retirement or termination of employment at an amount based on the respective employee’s salary and the years of employment with the

A. Reconciliation of present value of defined benefit obligation

Particulars	For the six months period ended 30 September 2024	For the six months period ended 30 September 2023	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Present value of defined benefit obligation at the beginning of the period/year	301.00	250.48	250.48	216.46	190.68
Interest cost	11.43	9.29	18.48	15.65	12.88
Current service cost	22.26	19.26	41.03	34.16	30.11
Benefits paid	(19.26)	(15.03)	(28.54)	(26.79)	(25.93)
Re-measurement loss recognised in other comprehensive income	21.89	19.17	19.55	11.00	8.72
Present value of defined benefit obligation at the end of the period/year	**337.32**	**283.17**	**301.00**	**250.48**	**216.46**

B. Reconciliation of present value of the obligations and the fair value of the plan assets

Particulars	As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Present value of defined benefit obligation	337.32	283.17	301.00	250.48	216.46
Net liability recognised in the balance sheet	**337.32**	**283.17**	**301.00**	**250.48**	**216.46**
Current	113.46	92.60	101.10	81.58	69.86
Non-current	223.86	190.57	199.90	168.90	146.60
	337.32	**283.17**	**301.00**	**250.48**	**216.46**

C. Expenses recognised in profit or loss

Particulars	For the six months period ended 30 September 2024	For the six months period ended 30 September 2023	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Current service cost	22.26	19.26	41.03	34.16	30.11
Interest cost	11.43	9.29	18.48	15.65	12.88
Total expenses recognised in profit or loss	**33.69**	**28.55**	**59.51**	**49.81**	**42.99**

D. Re-measurement of recognised in other comprehensive income

Particulars	For the six months period ended 30 September 2024	For the six months period ended 30 September 2023	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Re-measurement loss					
- Loss/(gain) due to financial assumptions	1.27	(0.21)	1.35	(1.24)	(4.47)
- Loss due to experience adjustment	20.62	19.38	18.20	12.24	13.19
Total expenses recognised in other comprehensive income	**21.89**	**19.17**	**19.55**	**11.00**	**8.72**

E. Maturity profile of defined benefit obligation

	Particulars	As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
1	Within the next 12 months	113.46	92.60	101.10	81.58	69.86
2	Between 1 and 2 years	99.20	85.00	88.77	76.05	63.45
3	Between 2 and 5 years	75.27	64.69	67.80	57.74	49.92
4	Between 5 and 10 years	49.39	40.88	43.33	35.11	33.23

(All amounts are in Millions of Rupees unless otherwise stated)

F. Actuarial assumptions

a Economic assumptions

The principal assumptions are the discount rate and salary growth rate. The discount rate is generally based upon the market yields available on Government bonds at the accounting date relevant to currency of benefit payments for a term that matches the liabilities. Salary growth rate is Group's long term best estimate as to salary increases and takes account of inflation, seniority, promotion, business plan, HR policy and other relevant factors on long term basis as provided in relevant accounting standard. These valuation assumptions are as follows:

	As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Discount rate (in %)	7.17%	7.41%	7.27%	7.39%	7.26%
Future salary increase (in %)	10.00%	10.00%	10.00%	10.00%	10.00%

b Demographic assumption	As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
(i) Retirement age (years)	60	60	60	60	60
(ii) Mortality rate inclusive of provision for disability	100% of IALM (2012-14)	100% of IALM (2012-14)	100% of IALM (2012-14)	100% of IALM (2012-14)	100% of IALM (2012-14)
(iii) Attrition at ages					
Up to 30 years	15% - 65%	15% - 65%	15% - 65%	15% - 65%	15% - 65%
From 31 to 44 years	15% - 65%	15% - 65%	15% - 65%	15% - 65%	15% - 65%
Above 44 years	15% - 65%	15% - 65%	15% - 65%	15% - 65%	15% - 65%

G. Sensitivity analysis

Reasonably possible changes at the reporting date to the relevant actuarial assumptions, holding other assumptions constant, would have affected the defined benefit obligation by the amounts shown

	As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
a Discount rate					
0.5% increase	(4.39)	(3.76)	(4.04)	(3.37)	(3.06)
0.5% decrease	4.54	3.88	4.10	3.51	3.17
b Future salary increases rate					
0.5% increase	4.40	3.77	3.88	3.41	3.08
0.5% decrease	(4.29)	(3.69)	(3.77)	(3.31)	(2.99)

Sensitivities due to mortality and withdrawals are not material. Hence, impact of change is not calculated above.

The sensitivity analysis above have been determined based on a method that extrapolates the impact on defined benefit obligation as a result of reasonable changes in key assumptions occurring at the end of the reporting period/year. This analysis may not be representative of the actual change in the defined benefit obligations as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

The methods and types of assumptions used in preparing the sensitivity analysis did not change compared to the previous periods.

H. Description of risk exposures

Valuations are based on certain assumptions, which are dynamic in nature and vary over time. As such, the Group is exposed to various risks as follow:

Salary increases	Actual salary increases will increase the Plan’s liability. Increase in salary increase rate assumption in future valuations will also increase the liability.
Discount rate	Reduction in discount rate in subsequent valuations can increase the plan’s liability.
Mortality and disability	Actual deaths and disability cases proving lower or higher than assumed in the valuation can impact the liability
Withdrawals	Actual withdrawals proving higher or lower than assumed withdrawals and change of withdrawal rates at subsequent valuations can impact plan’s liability.

I. Other disclosures

Particulars	As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Average duration of the defined benefit obligation (in years)	1.06 - 5.66 years	1.04 - 5.69 years	1.09 - 5.67 years	1.08 - 5.71 years	1.12 - 5.76 years

The Group expects to make contributions of Rs.60.46 million (30 September 2023: Rs. 53.17 million; 31 March 2024: Rs. 55.12 million; 31 March 2023: Rs. 47.37 million; 31 March 2022: Rs. 41.25 million) to the defined benefit plans during the next year.

(iii) Amount for the current period and previous four years are as follows - gratuity:

	30 September 2024	30 September 2023	31 March 2024	31 March 2023	31 March 2022	31 March 2021	31 March 2020
Defined benefit obligation	337.32	283.17	301.00	250.48	216.46	190.75	172.00
Experience (loss)/gain adjustments on liabilitie	(20.62)	(19.38)	(18.20)	(12.24)	(13.19)	13.39	(10.57)

(iv) Other long-term benefits:

An actuarial valuation of compensated absences has been carried out by an independent actuary using the Projected Unit Credit method. The amount recognised as an expense towards compensated absences for the six months period ended amounts to Rs. 54.68 million (30 September 2023: Rs. 58.97 million; 31 March 2024: Rs. 98.27 million; 31 March 2023: Rs. 69.07 million; 31 March 2022: Rs. 35.19 million). As at 30 September 2024, provision for compensated absences amounts to Rs. 218.78 million (30 September 2023: Rs. 183.65 million; 31 March 2024: Rs. 196.25 million; 31 March 2023: Rs. 158.32 million; 31 March 2022: Rs. 130.92 million) presented as provision for employee benefits in note 15A and 15B - Provisions.

35 i) Lease liabilities are presented in the balance sheet as follows:

Particulars	As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Current	4,435.98	4,514.70	4,585.39	4,457.44	4,099.81
Non-current	9,658.94	9,951.52	10,248.49	8,823.85	8,821.25
Total	**14,094.92**	**14,466.22**	**14,833.88**	**13,281.29**	**12,921.06**

(All amounts are in Millions of Rupees unless otherwise stated)

The maturity analysis of lease liabilities are disclosed hereunder. Also refer note 29(II)(ii).

Particulars	Principal	Interest	Total payments
30 September 2024			
Less than 1 year	3,642.98	1,106.59	4,749.57
1–5 years	9,076.84	1,751.37	10,828.21
More than 5 years	1,375.10	652.21	2,027.31
Total	**14,094.92**	**3,510.17**	**17,605.09**
30 September 2023			
Less than 1 year	3,638.63	1,141.18	4,779.81
1–5 years	9,381.85	1,931.47	11,313.32
More than 5 years	1,445.84	573.66	2,019.50
Total	**14,466.32**	**3,646.31**	**18,112.63**
31 March 2024			
Less than 1 year	3,735.21	1,175.91	4,911.12
1–5 years	9,627.76	1,993.08	11,620.84
More than 5 years	1,470.91	586.88	2,057.79
Total	**14,833.88**	**3,755.87**	**18,589.75**
31 March 2023			
Less than 1 year	3,565.19	1,057.41	4,622.60
1–5 years	9,380.71	1,433.80	10,814.51
More than 5 years	335.39	42.48	377.87
Total	**13,281.29**	**2,533.69**	**15,814.98**
31 March 2022			
Less than 1 year	3,126.24	1,085.78	4,212.02
1–5 years	9,243.13	1,528.54	10,771.67
More than 5 years	551.69	3.22	554.91
Total	**12,921.06**	**2,617.54**	**15,538.60**

Refer note 39 for reconciliation of liabilities arising from financing activities pursuant to Ind AS 7- Statement of Cash Flows

The Group has executed lease arrangements for office and business premises. With the exception of short-term leases and leases with variable lease payments, each lease is reflected on the balance sheet as a right-of-use asset and a lease liability.

Each lease generally imposes a restriction that, unless there is a contractual right for the Group to sublet the asset to another party, the right-of-use asset can only be used by the Group. Leases are either non-cancellable or may only be cancelled by incurring a substantive termination fee. Some leases contain an option to extend the lease for a further term. The Group is prohibited from selling or pledging the underlying leased assets as security against the Group's other debts and liabilities. For leases over office buildings and factory premises the Group must keep those properties in a good state of repair and return the properties in their original condition at the end of the lease. Further, the Group is required to insure items of property, plant and equipment and incur maintenance fees on such items in accordance with the lease contracts.

The Group has considered automatic extension option available for the property leases in lease period assessment since the Group can enforce its right to extend the lease beyond the initial lease period as the Group is likely to be benefited by exercising the extension option.

ii) The following are amounts recognised in the statement of profit and loss:

Particulars	For the six months period ended 30 September 2024	For the six months period ended 30 September 2023	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Amortisation of right-of-use assets*	1,994.23	1,848.70	3,791.38	3,452.38	2,898.67
Interest on lease liabilities	673.76	667.18	1,342.10	1,279.86	1,210.41
Rent expense	280.73	104.29	298.18	200.70	172.87
Total	**2,948.72**	**2,620.17**	**5,431.66**	**4,932.94**	**4,281.95**

*Net of depreciation amounting to Rs. 6.25 million (30 September 2023: Rs. 40.17 million; 31 March 2024: Rs. 55.32 million; 31 March 2023: Rs. 19.04 million; 31 March 2022: Rs. 32.80 million) capitalised in leasehold improvements.

iii) Lease payments not recognised as a liability

Particulars	For the six months period ended 30 September 2024	For the six months period ended 30 September 2023	For the year ended 31 March 2024	For the year ended 31 March 2023	For the year ended 31 March 2022
Expenses relating to short term leases (included in other expenses)	280.73	104.29	298.18	200.70	172.87

The Group has elected not to recognise a lease liability for short term leases (leases with an expected term of 12 months or less) or for leases of low value assets. Payments made under such leases are expensed on a straight-line basis. The expense relating to payments not included in the measurement of the lease liability for short term leases is Rs. 280.73 million (30 September 2023: Rs. 104.29 million; 31 March 2024: Rs. 298.18 million; 31 March 2023: Rs. 200.70 million; 31 March 2022: Rs. 172.87 million).

iv) At 30 September 2024, 30 September 2023, 31 March 2024, 31 March 2023 and 31 March 2022 the Group was not committed to any liability towards short-term leases.

v) Total cash outflow for leases for the six months period ended 30 September 2024 was Rs. 2,898.00 million (30 September 2023: Rs. 2,660.24 million; 31 March 2024: Rs. 5,471.29 million; 31 March 2023: Rs. 4,894.77 million; 31 March 2022: Rs. 4,044.87 million) [including Rs. 280.73 million (30 September 2023: Rs. 104.29 million; 31 March 2024: Rs. 298.18 million; 31 March 2023: Rs. 200.70 million; 31 March 2022: Rs. 172.87 million) paid towards the aforementioned short-term leases].

vi) The table below describes the nature of the Group's leasing activities by type of right-of-use asset recognised on balance sheet:

As at 30 September 2024

Right-of-use asset	Right-of-use assets leased (in nos.)	Range of remaining term (in years)	Average remaining lease term (in years)
Warehouses, retail outlets and other offices	624	0 - 13.59	2.76 - 6.91 years

(All amounts are in Millions of Rupees unless otherwise stated)

As at 30 September 2023

Right-of-use asset	Right-of-use assets leased (in nos.)	Range of remaining term (in years)	Average remaining lease term (in years)
Warehouses, retail outlets and other offices	619	0 - 14.59	2.75 - 6.00 years

As at 31 March 2024:

Right-of-use asset	Right-of-use assets leased (in nos.)	Range of remaining term (in years)	Average remaining lease term (in years)
Warehouses, retail outlets and other offices	581	0 - 14.09	3.04 - 8.23 years

As at 31 March 2023:

Right-of-use asset	Right-of-use assets leased (in nos.)	Range of remaining term (in years)	Average remaining lease term (in years)
Warehouses, retail outlets and other offices	535	0-6.7 years	1.82 - 3.04 years

As at 31 March 2022:

Right-of-use asset	Right-of-use assets leased (in nos.)	Range of remaining term (in years)	Average remaining lease term (in years)
Warehouses, retail outlets and other offices	480	0-7.7 years	3.32 - 3.33 years

The Group has a right to extend/terminate its leasing arrangements beyond the initial agreement/lock in period. For the assessment of lease term as per Ind AS 116, the management of the Group has considered the extension options and not considered the early termination options wherever available for its property leases in its lease period assessment since the Group is likely to be benefit from a longer lease tenure.

36 Contingent liabilities and commitments

		As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
a)	**Commitments**					
	Estimated amount of contracts remaining to be executed on capital account and not provided for (net of capital advances)	327.94	529.17	181.78	298.91	465.71
		327.94	**529.17**	**181.78**	**298.91**	**465.71**
b)	**Other commitments**					
	Corporate guarantee given	-	5,000.00	-	5,000.00	5,000.00
		-	**5,000.00**	**-**	**5,000.00**	**5,000.00**
c)	**Contingent liabilities**					
	Claims against the Group not acknowledged as debts to the extent not provided for-					
	Income tax matters [amount paid under protest Rs. 28.32 million (30 September 2023: Rs. 28.32 million; 31 March 2024: Rs. 28.32 million; 31 March 2023: Rs. 28.32 million; 31 March 2022: Rs.	97.88	97.88	97.88	97.88	53.78
	Sales tax matters [amount paid under protest Rs. 14.86 million (30 September 2023: Rs. 14.17 million; 31 March 2024: Rs. 13.90 million; 31 March 2023: Rs. 13.68 million; 31 March 2022: Rs.	44.06	40.70	43.55	42.88	39.69
	Other matters*	464.67	427.11	434.66	554.48	696.75
		606.61	**565.69**	**576.09**	**695.24**	**790.22**

* Includes various other claims made by vendors, ex-employees and various government authorities.

It is not practicable for the Group to estimate the timings of the cash flows, if any, in respect of the above pending resolution of the respective proceedings. The Group has assessed that it is only possible, but not probable, that outflow of economic resources will be required in respect of the above proceedings.

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(All amounts are in Millions of Rupees unless otherwise stated)

37 Information on related party transactions pursuant to Ind AS 24 - Related Party Disclosures

A Related parties and their relationships

Relationship	**Name of the related party**
(a) Ultimate Holding Company	Samayat Services LLP
(b) Subsidiary Company	Airplaza Retail Holdings Private Limited Vishal E-commerce Private Limited
(c) Entities which exercise control over the Group	Kedaara Capital Fund II LLP, Ultimate Holding Entity Rishay Services LLP Rishanth Services LLP
(d) Key management personnel (KMP)	Mr. Gunender Kapur (Director and CEO) (with effect from 27 June 2024) Mr Rohit Jindal (Managing Director and CEO) (till 24 June 2024) Mr. Amit Gupta (CFO)
(e) Key management personnel of subsidiary companies	Mr. PT Radhakrishnan (Wholetime Director)
(f) Entities over which the group exercise control	Vishal Mega Mart CSR Trust
(g) Other related parties	Mr. John Thomson Wyatt (Director) (till 03 July 2024) Mr. Manas Tandon (Director) Mr. Nishant Sharma (Director) Mr. Sanjeev Aga (Director) Mr. Walter Heinz Keller (Director) (till 03 July 2024) Ms. Neha Bansal (Director) Ms. Soumya Rajan (Independent Director) (with effect from 31 May 2024)
(h) Other related parties of subsidiary companies	Mr. Anant Gupta (Director) (till 20 March 2023) Mr Vinish Pal Singh (Director) (with effect from 16 March 2023)

B Transactions with related parties

Particulars	Period/Year ended	Ultimate Holding Company	Subsidiaries	Entities which exercise control over the Group	KMP of subsidiary companies	Key Management Personnel	Entities over which the group exercise control	Other related parties	Total
Transportation charges									
Samayat Services LLP	30 September 2024	272.00	-	-	-	-	-	-	272.00
	30 September 2023	116.95	-	-	-	-	-	-	116.95
	31 March 2024	255.89	-	-	-	-	-	-	255.89
	31 March 2023	223.16	-	-	-	-	-	-	223.16
	31 March 2022	142.89	-	-	-	-	-	-	142.89
Warehousing charges									
Samayat Services LLP	30 September 2024	120.15	-	-	-	-	-	-	120.15
	30 September 2023	76.61	-	-	-	-	-	-	76.61
	31 March 2024	163.75	-	-	-	-	-	-	163.75
	31 March 2023	119.82	-	-	-	-	-	-	119.82
	31 March 2022	106.92	-	-	-	-	-	-	106.92
Legal and professional expense									
Rishay Services LLP	30 September 2024	-	-	4.49	-	-	-	-	4.49
	30 September 2023	-	-	4.49	-	-	-	-	4.49
	31 March 2024	-	-	8.99	-	-	-	-	8.99
	31 March 2023	-	-	8.36	-	-	-	-	8.36
	31 March 2022	-	-	7.49	-	-	-	-	7.49
Rishanth Services LLP	30 September 2024	-	-	18.54	-	-	-	-	18.54
	30 September 2023	-	-	16.38	-	-	-	-	16.38
	31 March 2024	-	-	33.48	-	-	-	-	33.48
	31 March 2023	-	-	37.21	-	-	-	-	37.21
	31 March 2022	-	-	22.28	-	-	-	-	22.28
Managerial remuneration									
Mr Gunender Kapur	30 September 2024	-	-	-	-	139.10	-	-	139.10
	30 September 2023	-	-	-	-	63.25	-	-	63.25
	31 March 2024	-	-	-	-	127.15	-	-	127.15
	31 March 2023	-	-	-	-	120.86	-	-	120.86
	31 March 2022	-	-	-	-	198.26	-	-	198.26
Mr Rohit Jindal	30 September 2024	-	-	-	-	102.47	-	-	102.47
	30 September 2023	-	-	-	-	-	-	-	-
	31 March 2024	-	-	-	-	-	-	-	-
	31 March 2023	-	-	-	-	-	-	-	-
	31 March 2022	-	-	-	-	-	-	-	-
Mr Amit Gupta	30 September 2024	-	-	-	-	35.28	-	-	35.28
	30 September 2023	-	-	-	-	11.41	-	-	11.41
	31 March 2024	-	-	-	-	24.54	-	-	24.54
	31 March 2023	-	-	-	-	17.79	-	-	17.79
	31 March 2022	-	-	-	-	-	-	-	-

Annexure VII
Notes to the Restated Consolidated Financial Information
(All amounts are in Millions of Rupees unless otherwise stated)

B Transactions with related parties (cont'd)

Particulars	Period/Year ended	Ultimate Holding Company	Subsidiaries	Entities which exercise control over the Group	KMP of subsidiary companies	Key Management Personnel	Entities over which the group exercise control	Other related parties	Total
Managerial remuneration (cont'd)									
Mr. PT Radhakrishnan	30 September 2024	-	-	-	5.29	-	-	-	5.29
	30 September 2023	-	-	-	5.12	-	-	-	5.12
	31 March 2024	-	-	-	12.72	-	-	-	12.72
	31 March 2023	-	-	-	11.13	-	-	-	11.13
	31 March 2022	-	-	-	15.41	-	-	-	15.41
Mr Vinish Pal Singh	30 September 2024	-	-	-	-	-	-	4.14	4.14
	30 September 2023	-	-	-	-	-	-	3.66	3.66
	31 March 2024	-	-	-	-	-	-	7.58	7.58
	31 March 2023	-	-	-	-	-	-	0.23	0.23
	31 March 2022	-	-	-	-	-	-	-	-
Annual remuneration									
Ms. Neha Bansal	30 September 2024	-	-	-	-	-	-	1.51	1.51
	30 September 2023	-	-	-	-	-	-	1.49	1.49
	31 March 2024	-	-	-	-	-	-	2.99	2.99
	31 March 2023	-	-	-	-	-	-	3.29	3.29
	31 March 2022	-	-	-	-	-	-	-	-

Category-wise break up of compensation to key management personnel

Particulars	As at	KMP of holding company	KMP of subsidiary companies
Short-term employee benefits	30 September 2024	164.32	5.04
	30 September 2023	56.89	4.49
	31 March 2024	125.22	10.79
	31 March 2023	90.30	9.03
	31 March 2022	140.43	10.28
Defined contribution plan	30 September 2024	2.97	0.25
	30 September 2023	2.28	0.22
	31 March 2024	4.56	1.42
	31 March 2023	3.68	0.37
	31 March 2022	2.97	0.32
Shared based payments	30 September 2024	109.56	-
	30 September 2023	15.49	0.41
	31 March 2024	21.91	0.51
	31 March 2023	44.67	1.73
	31 March 2022	54.86	4.81

Notes:
(i) The amounts disclosed in the table are the amounts recognised as an expense during the reporting period related to key management personnel.
(ii) The above remuneration excludes provision for gratuity and leave benefits as separate actuarial valuation is not available.

C Transactions within the Group (eliminated upon consolidation) presented in accordance with Schedule VI (Para 11(I)(A)(i)(g)) of ICDR Regulations

Particulars	Period/Year ended	Subsidiaries
Sale of traded goods		
Airplaza Retail Holdings Private Limited	30 September 2024	30,163.92
	30 September 2023	28,289.65
	31 March 2024	60,705.44
	31 March 2023	54,935.32
	31 March 2022	41,280.19
Rental income		
Airplaza Retail Holdings Private Limited	30 September 2024	420.79
	30 September 2023	375.39
	31 March 2024	772.14
	31 March 2023	679.49
	31 March 2022	550.49
Corporate guarantee given on behalf of		
Airplaza Retail Holdings Private Limited	30 September 2024	-
	30 September 2023	-
	31 March 2024	-
	31 March 2023	-
	31 March 2022	500.00
Share options issued to the employees of the Subsidiary Company		
Airplaza Retail Holdings Private Limited	30 September 2024	0.50
	30 September 2023	3.98
	31 March 2024	3.97
	31 March 2023	8.62
	31 March 2022	24.58
Corporate social responsibility		
Vishal Mega Mart CSR Trust	30 September 2024	-
	30 September 2023	-
	31 March 2024	22.05
	31 March 2023	22.53
	31 March 2022	19.30

(All amounts are in Millions of Rupees unless otherwise stated)

D Balances outstanding with related parties at the period/year end

Particulars	As at	Ultimate Holding Company	Subsidiaries	Entities which exercise control over the Group	KMP of the holding company and subsidiary companies	Entities over which the group exercise control	Other related parties	Total
Trade payables								
Samayat Services LLP	30 September 2024	225.87	-	-	-	-	-	225.87
	30 September 2023	88.76	-	-	-	-	-	88.76
	31 March 2024	128.71	-	-	-	-	-	128.71
	31 March 2023	99.60	-	-	-	-	-	99.60
	31 March 2022	106.81	-	-	-	-	-	106.81
Rishay Services LLP	30 September 2024	-	-	2.24	-	-	-	2.24
	30 September 2023	-	-	1.20	-	-	-	1.20
	31 March 2024	-	-	0.67	-	-	-	0.67
	31 March 2023	-	-	1.59	-	-	-	1.59
	31 March 2022	-	-	0.91	-	-	-	0.91
Rishanth Services LLP	30 September 2024	-	-	1.99	-	-	-	1.99
	30 September 2023	-	-	2.73	-	-	-	2.73
	31 March 2024	-	-	1.75	-	-	-	1.75
	31 March 2023	-	-	3.82	-	-	-	3.82
	31 March 2022	-	-	1.13	-	-	-	1.13
Ms. Neha Bansal	30 September 2024	-	-	-	-	-	1.51	1.51
	30 September 2023	-	-	-	-	-	1.49	1.49
	31 March 2024	-	-	-	-	-	2.25	2.25
	31 March 2023	-	-	-	-	-	3.29	3.29
	31 March 2022	-	-	-	-	-	-	-
Employee benefits payable								
Mr Gunender Kapur	30 September 2024	-	-	-	27.50	-	-	27.50
	30 September 2023	-	-	-	25.42	-	-	25.42
	31 March 2024	-	-	-	55.00	-	-	55.00
	31 March 2023	-	-	-	34.59	-	-	34.59
	31 March 2022	-	-	-	-	-	-	-
Mr Rohit Jindal	30 September 2024	-	-	-	12.25	-	-	12.25
	30 September 2023	-	-	-	-	-	-	-
	31 March 2024	-	-	-	-	-	-	-
	31 March 2023	-	-	-	-	-	-	-
	31 March 2022	-	-	-	-	-	-	-
Mr Amit Gupta	30 September 2024	-	-	-	4.32	-	-	4.32
	30 September 2023	-	-	-	3.72	-	-	3.72
	31 March 2024	-	-	-	8.63	-	-	8.63
	31 March 2023	-	-	-	5.18	-	-	5.18
	31 March 2022	-	-	-	-	-	-	-
Mr. PT Radhakrishnan	30 September 2024	-	-	-	0.94	-	-	0.94
	30 September 2023	-	-	-	0.84	-	-	0.84
	31 March 2024	-	-	-	2.85	-	-	2.85
	31 March 2023	-	-	-	1.19	-	-	1.19
	31 March 2022	-	-	-	-	-	-	-
Mr Vinish Pal Singh	30 September 2024	-	-	-	-	-	0.33	0.33
	30 September 2023	-	-	-	-	-	0.28	0.28
	31 March 2024	-	-	-	-	-	0.66	0.66
	31 March 2023	-	-	-	-	-	0.36	0.36
	31 March 2022	-	-	-	-	-	-	-
Corporate guarantee given by								
Airplaza Retail Holdings Private Limited	30 September 2024	-	-	-	-	-	-	-
	30 September 2023	-	-	-	-	-	-	-
	31 March 2024	-	-	-	-	-	-	-
	31 March 2023	-	500.00	-	-	-	-	500.00
	31 March 2022	-	500.00	-	-	-	-	500.00
Outstanding share based								
Mr Gunender Kapur	30 September 2024	-	-	-	405.04	-	-	405.04
	30 September 2023	-	-	-	313.39	-	-	313.39
	31 March 2024	-	-	-	319.00	-	-	319.00
	31 March 2023	-	-	-	299.19	-	-	299.19
	31 March 2022	-	-	-	278.91	-		278.91
Mr Amit Gupta	30 September 2024	-	-	-	32.88	-	-	32.88
	30 September 2023	-	-	-	8.55	-	-	8.55
	31 March 2024	-	-	-	9.35	-	-	9.35
	31 March 2023	-	-	-	7.27	-	-	7.27
	31 March 2022	-	-	-	-	-	-	-
Mr. PT Radhakrishnan	30 September 2024	-	-	-	4.20	-	-	4.20
	30 September 2023	-	-	-	4.11	-	-	4.11
	31 March 2024	-	-	-	4.20	-	-	4.20
	31 March 2023	-	-	-	3.69	-	-	3.69
	31 March 2022	-	-	-	6.31	-	-	6.31
Mr Vinish Pal Singh	30 September 2024	-	-	-	-	-	5.28	5.28
	30 September 2023	-	-	-	-	-	4.97	4.97
	31 March 2024	-	-	-	-	-	5.15	5.15
	31 March 2023	-	-	-	-	-	4.65	4.65
	31 March 2022	-	-	-	-	-	-	-

(All amounts are in Millions of Rupees unless otherwise stated)

E Balances outstanding within the Group at the period/year end (eliminated upon consolidation) presented in accordance with Schedule VI (Para 11(I)(A)(i)(g)) of ICDR Regulations

Particulars	As at	Subsidiaries
Trade receivables		
Airplaza Retail Holdings Private Limited	30 September 2024	18,795.28
	30 September 2023	18,298.99
	31 March 2024	17,865.27
	31 March 2023	18,224.35
	31 March 2022	15,243.90
Investments		
Airplaza Retail Holdings Private Limited	30 September 2024	747.56
	30 September 2023	747.56
	31 March 2024	747.56
	31 March 2023	747.56
	31 March 2022	747.56

The above disclosed related party transactions were made on terms equivalent to those that prevail in arm's length transactions.

38 Segment information

The Group primarily operates in the wholesale and retail trading. Based on the “management approach” as defined in Ind AS 108 – Operating Segments, the Chief Operating Decision Maker (‘CODM’) does the evaluation of the Group’s performance at an overall Group level as one segment, i.e., “Trading of wholesale and retail sales ".

The Holding Company's Board of Directors have been identified as the CODM, since they are responsible for all major decisions with respect to the preparation and execution of business plan, preparation of budget, planning, directing and business expansions.

The Group is domiciled in India and derives its entire revenue from trading of goods and rendering of services in India. Moreover, all the assets/ liabilities are located in the Group's country of domicile, i.e., India.

The sale of goods is made to external customers using a cash and carry model and accordingly there is no such single customer who contributes more than 10% of total revenue

Refer note 20 for details of product and services.

39 Reconciliation of liabilities arising from financing activities pursuant to Ind AS 7- Statement of Cash Flows

The changes of the Group's liabilities arising from financing activities can be classified as follows:

S. No.	Particulars	Non-current borrowings	Lease liabilities	Total
	Balance as at 01 April 2021	**7,699.18**	**11,467.74**	**19,166.92**
i.	**Cash flows:**			
	Repayment of non-current borrowings	(7,699.18)	-	(7,699.18)
	Proceeds from non-current borrowings	4,972.27	-	4,972.27
	Interest paid	(676.58)	(1,210.41)	(1,886.99)
	Payment of principal portion of lease liabilities	-	(2,661.59)	(2,661.59)
	Interest accrued during the year	678.44	-	678.44
	Interest on lease liabilities	-	1,210.41	1,210.41
	Recognition of lease liabilities under Ind AS 116 - Leases	-	4,114.91	4,114.91
	Balance as at 31 March 2022	**4,974.13**	**12,921.06**	**17,895.19**
i.	**Cash flows:**			
	Repayment of non-current borrowings	(3,638.98)	-	(3,638.98)
	Interest paid	(313.12)	(1,279.86)	(1,592.98)
	Payment of principal portion of lease liabilities	-	(3,414.21)	(3,414.21)
ii.	**Non-cash flows:**			-
	Interest accrued during the year	312.93	-	312.93
	Interest on lease liabilities	-	1,279.86	1,279.86
	Recognition of lease liabilities under Ind AS 116 - Leases	-	3,774.44	3,774.44
	Balance as at 31 March 2023	**1,334.96**	**13,281.29**	**14,616.25**
i.	**Cash flows:**			
	Repayment of non-current borrowings	(203.95)	-	(203.95)
	Interest paid	(57.58)	(667.18)	(724.76)
	Payment of principal portion of lease liabilities	-	(1,888.77)	(1,888.77)
ii.	**Non-cash flows:**			
	Interest accrued during the period	57.45	-	57.45
	Termination of leases	-	-	-
	Depreciation capitalised to leasehold improvement	-	-	-
	Interest on lease liabilities	-	667.18	667.18
	Recognition of lease liabilities under Ind AS 116 - Leases	-	3,073.70	3,073.70
	Balance as at 30 September 2023	**1,130.88**	**14,466.22**	**15,597.10**
	Balance as at 01 April 2023	**1,334.96**	**13,281.29**	**14,616.25**
i.	**Cash flows:**			
	Repayment of non-current borrowings	(1,333.25)	-	(1,333.25)
	Interest paid	(92.24)	(1,342.10)	(1,434.34)
	Payment of principal portion of lease liabilities	-	(3,831.01)	(3,831.01)
ii.	**Non-cash flows:**			-
	Interest accrued during the year	90.53	-	90.53
	Interest on lease liabilities	-	1,342.10	1,342.10
	Recognition of lease liabilities under Ind AS 116 - Leases	-	5,383.60	5,383.60
	Balance as at 31 March 2024	**-**	**14,833.88**	**14,833.88**
i.	**Cash flows:**			
	Interest paid	-	(673.76)	(673.76)
	Payment of principal portion of lease liabilities	-	(1,943.51)	(1,943.51)
ii.	**Non-cash flows:**			-
	Interest accrued during the period	-	-	-
	Interest on lease liabilities		673.76	673.76
	Recognition of lease liabilities under Ind AS 116 - Leases	-	1,204.55	1,204.55
	Balance as at 30 September 2024	**-**	**14,094.92**	**14,094.92**

(All amounts are in Millions of Rupees unless otherwise stated)

40 The Code of Social Security, 2020 ('Code') relating to employee benefits during employment and post employment received Presidential assent in September 2020. Subsequently, the Ministry of Labour and Employment had released the draft rules on the aforementioned Code. However, the same is yet to be notified. The Group will evaluate the impact and make necessary adjustments to the consolidated statements in the period when the Code will come into effect.

41 Other statutory

(i) The Group has not revalued its property, plant and equipment (including right-of-use assets) or intangible assets during the six months periods ended 30 September 2024 and 30 September 2023 and years ended 31 March 2024, 31 March 2023 and 31 March 2022.

(ii) The Group does not have any Benami property, where any proceeding has been initiated or pending against the Company for holding any Benami property under the Benami Transactions (Prohibition) Act, 1988 (45 of 1988) and the rules made thereunder.

(iii) The Group has not been declared wilful defaulter by any bank or other lenders.

(iv) The Group had below transactions with companies whose name has been struck off under section 248 of the Companies Act, 2013 or section 560 of the Companies Act, 1956.

Name of the company	Nature of transactions	As at 30 September 2024	As at 30 September 2023	As at 31 March 2024	As at 31 March 2023	As at 31 March 2022
Emicate Traders Private Limited	Receivables	-	-	-	-	1.83
B.M. Food Products Private Limited	Payables	-	-	-	-	0.00**

** The Group did not have any transaction during the six months periods ended 30 September 2024 and 30 September 2023 and years ended 31 March 2024, 31 March 2023 and 31 March 2022.*

***rounded off to zero*

(v) The Group does not have any charges or satisfaction which is yet to be registered with Registrars of Companies ('ROC') beyond the statutory period.

(vi) The Group has complied with number of layers prescribed under clause (87) of section 2 of the Act read with Companies (Restriction on number of Layers) Rules, 2017.

(vii) The Group has not advanced or loaned or invested funds to any other person(s) or entity(ies), including foreign entities (Intermediaries) with the understanding that the intermediary shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Group (Ultimate Beneficiaries); or
- provide any guarantee, security or the like to or on behalf of the Ultimate Beneficiaries.

(viii) The Group has not received any fund from any person(s) or entity(ies), including foreign entities (Funding Party) with the understanding (whether recorded in writing or otherwise) that the Group shall:
- directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Party (Ultimate Beneficiaries); or
- provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ix) The Group does not have any such transaction which is not recorded in the books of accounts that has been surrendered or disclosed as income during the current and the preceding periods/years in the tax assessments under the Income-tax Act, 1961 (such as, search or survey or any other relevant provisions of the Income-tax Act, 1961).

(x) The Group has not traded or invested in crypto currency or virtual currency during the reported period.

42 The Ministry of Corporate Affairs (MCA) has prescribed a new requirement for companies under the proviso to Rule 3(1) of the Companies (Accounts) Rules, 2014 inserted by the Companies (Accounts) Amendment Rules 2021 requiring companies, which uses accounting software for maintaining its books of account, shall use only such accounting software which has a feature of recording audit trail of each and every transaction, creating an edit log of each change made in the books of account along with the date when such changes were made and ensuring that the audit trail cannot be disabled.

During the current period, the audit trail (edit logs) feature for any direct changes made at the database level was not enabled for the accounting software used for maintenance of accounting records by the Holding Company and two subsidiaries.

During the current period, the audit trail (edit logs) feature for any direct changes made at the database level was not enabled for the accounting software used for front end billing at retail outlets by one subsidiary.

Further, accounting software used for payroll processing of the Holding Company and its one subsidiary is operated by a third party software service provider and the availability of audit trail (edit logs) at the database levels are not covered in the ‘Independent Service Auditor’s Assurance Report on the Description of Controls, their Design and Operating Effectiveness’ (‘Type 2 report’ issued in accordance with AICPA Standards of Attestation Engagement SSAE 18 : Service organization).

43 No adjusting or significant non-adjusting events have occurred between 30 September 2024 and the date of authorisation of these restated consolidated financial information.

This is the summary of material accounting policies and other explanatory information referred to in our report of even date.

For Walker Chandiok & Co LLP
Chartered Accountants
Firm Registration No.: 001076N/N500013

For and on behalf of the Board of Directors

Neeraj Goel
Partner
Membership No.: 099514

Gunender Kapur
Managing Director & CEO
DIN No.: 01927304

Nishant Sharma
Director
DIN No.: 03117012

Place: Gurugram
Date: 19 November 2024

Amit Gupta
Chief Financial Officer

Rahul Luthra
Company Secretary
Membership No.: F9588

OTHER FINANCIAL INFORMATION

The accounting ratios derived from Restated Consolidated Financial Information required to be disclosed under Clause 11 of Part A of Schedule VI of the SEBI ICDR Regulations, as calculated based on the Restated Consolidated Financial Information, are set forth below:

Particulars	Units	As at, or for the six months period ended September 30, 2024	As at, or for the six months period ended September 30, 2023	As at, or for the year ended March 31, 2024	As at, or for the year ended March 31, 2023	As at, or for the year ended March 31, 2022
Profit for the period/ year (A)	(₹ in million)	2,541.37	1,953.57	4,619.35	3,212.73	2,027.70
Weighted average number of equity shares in calculating basic EPS [7] (B)	(No.)	4,50,87,19,493	4,50,65,87,589	4,50,74,96,269	4,50,48,49,658	4,49,23,52,218
Weighted average number of equity shares in calculating diluted EPS[7] (C)	(No.)	4,59,26,64,753	4,58,76,50,838	4,58,91,41,265	4,57,73,70,325	4,54,14,98,257
Basic Earnings per share[1] (D=A/B)	(in ₹)	0.56*	0.43*	1.02	0.71	0.45
Diluted Earnings per share[1] (E=A/C)	(in ₹)	0.55*	0.43*	1.01	0.70	0.45
Net Worth (F)[3]	(₹ in million)	59,237.40	53,769.35	56,465.92	51,808.38	48,499.33
Return on net worth [2] (G=A/F)	(%)	4.29%*	3.63%*	8.18%	6.20%	4.18%
Net Asset Value per Equity Share (basic) [4] (H=F/B)	(in ₹)	13.14*	11.93*	12.53	11.50	10.80
Net Asset Value per Equity Share (diluted) [5] (I=F/C)	(in ₹)	12.90*	11.72*	12.30	11.32	10.68
Revenue from Operations (J)	(₹ in million)	50,325.13	42,194.61	89,119.46	75,860.37	55,885.15
Profit for the period/ year (K)	(₹ in million)	2,541.37	1,953.57	4,619.35	3,212.73	2,027.70
EBITDA[6] (L)	(₹ in million)	6,680.34	5,711.10	12,486.01	10,205.21	8,036.85

** Not Annualized*

The ratios have been calculated as under:

1. *Basic and diluted earnings per equity share: Basic and diluted earnings per equity share are computed in accordance with Indian Accounting Standard 33 notified under the Companies (Indian Accounting Standards) Rules of 2015 (as amended).*
2. *Return on Net worth (%) = Profit for the year /period/ net worth at the end of the year/ period.*
3. *'Net worth' means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as per Regulation 2(1)(hh) of the SEBI ICDR Regulations. Net worth is the aggregate of paid up share capital and other equity wherein other equity includes general reserve, retained earnings, share options outstanding and securities premium as per Restated Consolidated Financial Information of our Company. Other Equity does not include capital reserve as it pertains to the difference of book value of assets of subsidiary and amount paid for acquisition of subsidiary.*
4. *Net Asset Value per Share (Basic) = Net worth at the end of the period /year / Weighted average number of Equity Shares for basic earnings per share*
5. *Net Asset Value per Share (Diluted) = Net worth at the end of the period/ year / Weighted average number of Equity Shares for diluted earnings per share*
6. *Earnings Before Interest, Tax, Depreciation and Amortisation, (EBITDA) is defined as Profit before tax (+) Finance costs (+) Depreciation and amortisation (–) Other income.*
7. *Weighted average number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the period/ year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion of total number of days during the period/ year.*

Non-GAAP Financial Measures

This section includes Non-GAAP financial measures and other statistical information relating to our operations and financial performance such as EBITDA and EBITDA Margin ("**Non-GAAP Measures**"), presented in this Red Herring Prospectus are supplemental measures of our performance and liquidity that are not required by, or presented in accordance with Ind AS. Further, these Non-GAAP Measures are not a measurement of our financial performance or liquidity under Ind AS and should not be considered in isolation or construed as an alternative to cash flows, profit for the period / year or any other measure of financial performance or as an indicator of our operating performance, liquidity, profitability or cash flows generated by operating, investing or financing activities derived in accordance with Ind AS. In addition, EBITDA and EBITDA Margin are not standardised terms, hence a direct comparison of these Non-GAAP Measures between companies may not be possible. Other companies may calculate these Non-GAAP Measures differently from us, limiting its usefulness as a comparative measure. Although such Non-GAAP Measures are not a measure of performance calculated in accordance with applicable accounting standards, our Company's management believes that they are useful to an investor in evaluating us as they are widely used measures to evaluate a company's operating performance. For further details, please see "*Risk Factors – We track certain operating metrics through our internal systems and tools, which may result in inaccurate data or may be subject to changes in the future*." on page 46.

Reconciliation of Non-GAAP Measures

Reconciliation for the various Non-GAAP Financial Measures included in this Red Herring Prospectus are given below:

i. **Increase in Revenue from operations**

Particulars	Six months period ended September 30, 2024	Six months period ended September 30, 2023	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from Operations (₹ million)	50,325.13	42,194.61	89,119.46	75,860.37	55,885.15
Increase in revenue from operations	**19.27%**	**N.A.**	**17.48%**	**35.74%**	**25.52%**

ii. **Profit Margin**

Particulars	Six months period ended September 30, 2024	Six months period ended September 30, 2023	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from Operations (A)	50,325.13	42,194.61	89,119.46	75,860.37	55,885.15
Profit for the period/ year (B)	2,541.37	1,953.57	4,619.35	3,212.73	2,027.70
Profit Margin (C=B/A) (%)	**5.05%**	**4.63%**	**5.18%**	**4.24%**	**3.63%**

iii. **Gross Profit and Gross Margin (%)**

Particulars	Six months period ended September 30, 2024	Six months period ended September 30, 2023	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from Operations (A)	50,325.13	42,194.61	89,119.46	75,860.37	55,885.15
Cost of material Consumed	-	-	-	-	-
Purchase of stock in trade (B)	39,957.32	31,519.92	64,208.47	57,997.17	42,610.68
Changes in inventories of stock-in-trade (C)	(3,835.08)	(1,026.02)	252.06	(2,733.85)	(2,464.61)
Gross Profit (D=A-B-C)	**14,202.89**	**11,700.71**	**24,658.93**	**20,597.05**	**15,739.08**
Gross Margin (E=D/A) (%)	**28.22%**	**27.73%**	**27.67%**	**27.15%**	**28.16%**

iv. **EBITDA and EBITDA Margin**

Particulars	Six months period ended September 30, 2024	Six months period ended September 30, 2023	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from Operations (A)	50,325.13	42,194.61	89,119.46	75,860.37	55,885.15
Profit before Tax (B)	3,416.47	2,636.50	6,209.51	4,305.31	2,696.49
Finance Costs (C)	684.16	742.88	1,435.38	1,614.02	1,938.08
Other income (D)	209.03	159.75	331.81	328.56	653.36
Depreciation and amortisation expense (E)	2788.74	2491.47	5,172.93	4,614.44	4,055.64
EBITDA (F= B+C-D+E)	**6,680.34**	**5,711.10**	**12,486.01**	**10,205.21**	**8,036.85**
EBITDA Margin (G=F/A) (%)	**13.27%**	**13.54%**	**14.01%**	**13.45%**	**14.38%**

v. **Return on Capital Employed**

Particulars	Six months period ended September 30, 2024	Six months period ended September 30, 2023	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from Operations (A)	50,325.13	42,194.61	89,119.46	75,860.37	55,885.15
Profit before Tax (B)	3,416.47	2,636.50	6,209.51	4,305.31	2,696.49
Finance Costs (C)	684.16	742.88	1,435.38	1,614.02	1,938.08
EBIT (D=B+C)	4,100.63	3,379.38	7,644.89	5,919.33	4,634.57
Total Equity (E)	58,989.90	53,521.85	56,218.42	51,560.88	48,251.83
Current Borrowings (F)	-	1,130.88	-	412.50	937.50
Non-Current Borrowings (excluding current maturities) (G)	-	-	-	922.46	4,036.64
Goodwill (H)	42,836.34	42,836.34	42,836.34	42,836.34	42,836.34
Other Intangible Assets (I)	82.34	65.99	81.74	89.24	140.00
Deferred Tax Assets (J)	2,295.21	2,114.99	2,181.71	2,160.88	2,036.25

Capital Employed (K=E+F+G-H-I-J)	13,776.01	9,635.41	11,118.63	7,809.38	8,213.38
Return on Capital Employed (L=D/K) (%)	**29.77%***	**35.07%***	**68.76%**	**75.80%**	**56.43%**

** Not Annualized*

vi. **Adjusted Return on Capital Employed**

Particulars	Six months period ended September 30, 2024	Six months period ended September 30, 2023	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
EBIT (A)	4,100.63	3,379.38	7,644.89	5,919.33	4,634.57
Income generated from invested funds (B)	157.89	91.14	197.60	191.93	178.57
Adjusted EBIT (C=A-B)	3,942.74	3,288.25	7,447.29	5,727.40	4,456.00
Capital Employed (D)	13,776.01	9,635.42	11,118.63	7,809.38	8,213.38
Investments (E)	4,669.12	965.92	-	350.80	4,167.91
Other bank balances* (F)	1,163.25	1,010.15	622.84	1,243.68	1,195.28
Adjusted Capital Employed (G=(D-E-F)	7,943.64	7,659.35	10,495.79	6,214.90	2,850.19
Adjusted Return on Capital Employed (H=C/G) (%)	**49.63%#**	**42.93%#**	**70.95%**	**92.16%**	**156.34%**

**This includes Bank balances other than cash and cash equivalents, Fixed deposits with banks (included in financial assets - current and non current) and Interest accrued on fixed deposits (included in financial assets - current and non current)*
 # Not Annualized

vii. **Inventory Days**

Particulars	Six months period ended September 30, 2024	Six months period ended September 30, 2023	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from Operations (A)	50,325.13	42,194.61	89,119.46	75,860.37	55,885.15
Opening Inventory (B)	14,649.66	14,907.38	14,907.38	12,159.78	9,695.26
Closing Inventory (C)	18,490.57	15,930.31	14,649.66	14,907.38	12,159.78
Average (D=(B+C)/2)	16,570.12	15,418.85	14,778.52	13,533.58	10,927.52
Days (E)	183.00	183.00	366	365	365
Inventory Days (F=E/(A/D)	**60#**	**67#**	**61**	**65**	**71**

 # Annualized

viii. **Net Trade Working Capital Days**

Particulars	Six months period ended September 30, 2024	Six months period ended September 30, 2023	Year ended March 31, 2024	Year ended March 31, 2023	Year ended March 31, 2022
Revenue from Operations (A)	50,325.13	42,194.61	89,119.46	75,860.37	55,885.15
Inventories (B)	18,490.57	15,930.31	14,649.66	14,907.38	12,159.78
Trade receivables (C)	290.14	196.09	317.42	41.53	23.18
Total outstanding dues of micro and small enterprises (D)	8,255.19	7,647.67	3,117.50	1,013.92	153.91
Total outstanding dues of creditors other than micro and small enterprises (E)	12,279.02	8,434.34	9,082.71	13,993.92	14,452.31
Net Trade Working Capital (F=B+C-D-E)	(1,753.50)	44.39	2,766.87	(58.93)	(2,423.26)
Days (G)	183.00	183.00	366	365	365
Net Trade Working Capital Days (H=(F*G/A))	**N.A.*#**	**N.A.*#**	**11**	**N.A.***	**N.A.***

** N.A. since less than or equal to zero # Annualized*

In accordance with the SEBI ICDR Regulations, the audited financial statements of our Company for financial years ended March 31, 2024, March 31, 2023, and March 31, 2022 (collectively, the "**Audited Financial Statements**") are available on our website at https://www.aboutvishal.com/FinancialResult/Index.

Our Company is providing a link to this website solely to comply with the requirements specified in the SEBI ICDR Regulations. The Audited Financial Statements and the reports thereon do not constitute, (i) a part of this Red Herring Prospectus; or (ii) a prospectus, a statement in lieu of a prospectus, an offering circular, an offering memorandum, an advertisement, an offer or a solicitation of any offer or an offer document or recommendation or solicitation to purchase or sell any securities under the Companies Act, the SEBI ICDR Regulations, or any other applicable law in India or elsewhere. The Audited Financial Statements and the reports thereon should not be considered as part of information that any investor should consider subscribing for or purchase any securities of our Company and should not be relied upon or used as a basis for any investment decision.

None of our Company or any of its advisors, nor BRLMs, nor any of their respective employees, directors, affiliates, agents or representatives accept any liability whatsoever for any loss, direct or indirect, arising from any information presented or contained in the Audited Financial Statements, or the opinions expressed therein.

RELATED PARTY TRANSACTIONS

For details of the related party transactions, as per the requirements under applicable Accounting Standards– *i.e.*, Ind AS 24 - Related Party Disclosures, read with the SEBI ICDR Regulations for the six months period ended September 30, 2024 and September 30, 2023 and for the financial years ended March 31, 2024, March 31, 2023 and March 31, 2022, see "*Restated Consolidated Financial Information – Note 37 – Information on related party transactions pursuant to Ind AS 24 - Related Party Disclosures*" on page 258.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion in conjunction with our Restated Consolidated Financial Information included herein as of and for the six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022, including the related notes, schedules and annexures. Our Restated Consolidated Financial Information have been prepared in accordance with Ind AS and restated in accordance with the requirements of Section 26 of the Companies Act, 2013, the SEBI ICDR Regulations and the Guidance Note. Ind AS differs in certain material respects from IFRS and US GAAP. See "Risk Factors – Significant differences exist between the Indian Accounting Standards (Ind AS) used to prepare our financial information and other accounting principles, such as the United States Generally Accepted Accounting Principles (U.S. GAAP) and the International Financial Reporting Standards (IFRS), which may affect investors' assessments of our Company's financial condition" on page 51.

Our Financial Year commences on April 1 and ends on March 31 of each year, and all references to a particular Financial Year are to the 12 months ended March 31 of that year. Unless otherwise stated, or the context otherwise requires, the financial information used in this section is derived from our "Financial Information" beginning on page 197.

*We have exclusively commissioned and paid for the services of independent third party research agency, RedSeer Limited ("**RedSeer**") for the purposes of confirming our understanding of the industry in connection with the Offer, and have relied on the report titled "India's Aspirational Retail Market" dated November 18, 2024 (the "**RedSeer Report**"), for industry related data in this Red Herring Prospectus, including in the sections "Industry Overview", "Our Business" and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 108, 137 and 267, respectively. We officially engaged RedSeer in connection with the preparation of the RedSeer Report pursuant to an engagement letter dated March 26, 2024. The RedSeer Report is available on the website of our Company at https://www.aboutvishal.com/Download/Industry_report.pdf till the Bid/Offer Closing Date and has also been included in "Material Contracts and Documents for Inspection – Material Documents" on page 366. The data included herein includes excerpts from the RedSeer Report and may have been re-ordered by us for the purposes of presentation. There are no parts, data or information (which may be relevant for the proposed Offer), that has been left out or changed in any manner. Unless otherwise indicated, all financial, operational, industry and other related information derived from the RedSeer Report and included herein with respect to any particular year, refers to such information for the relevant financial year.*

This discussion contains forward-looking statements that involve risks and uncertainties and reflects our current view with respect to future events and financial performance. Actual results may differ from those anticipated in these forward-looking statements as a result of factors such as those set forth under "Forward-looking Statements" and "Risk Factors" on pages 20 and 22, respectively.

Overview

We are a one stop destination for middle and lower-middle income India. We curate a diverse range of merchandize through our portfolio of own brands and third party brands to fulfil the aspirational and daily needs of consumers. We offer products across three major product categories, i.e., apparel, general merchandise and fast-moving consumer goods, through a pan-India network of 645 Vishal Mega Mart stores (as of September 30, 2024) and our Vishal Mega Mart mobile application and website. We were ranked among the three leading offline-first diversified retailers in India, based on retail space as of March 31, 2024 (Source: *RedSeer Report* at page 133). We are also the fastest-growing leading offline-first diversified retailers in India, based on profit after tax growth between Financial Years 2021 and 2024, and among the two leading offline-first diversified retailers in India in terms of same-store sales growth for Financial Year 2024 (Source: *RedSeer Report* at page 133 and 132).

We target middle and lower middle-income India. The number of middle income households in India has increased from approximately 201 million in Calendar Year 2018 to approximately 225 million households (approximately 945 million individuals) in Calendar Year 2023, driven by rapid economic development, growing formalization of employment, and a structural shift from an agrarian-based economy towards manufacturing and services (Source: *RedSeer Report* at page 110). The aspirational retail market in India, driven by the consumer desire for products that offer both high-quality and affordability, will remain a significant contributor to India's retail market (Source: *RedSeer Report* at page 117). The total addressable market for aspirational retail in India is ₹68-72 trillion (US$820-870 billion) for Calendar Year 2023, and is expected to be ₹104-112 trillion (US$1,250-1,350 billion) by Calendar Year 2028, growing at a CAGR of 9% (Source: *RedSeer Report* at page 135). Within the aspirational retail market, there has been a consistent shift towards organized retail primarily due to increasing baselines for quality, availability of wider assortment, better pricing, denser urban areas, and large whitespace for organized retailers in aspirational retail (Source: *RedSeer Report* at page 122).

Our product assortment and consumer-centric approach aims to fulfil the daily and aspirational requirements of our consumers with a focus on ***variety, affordability, quality*** and ***convenience***.

- ***Variety***. We offer a diverse range of products under three product categories as follows:

- Our apparel category comprises exclusively of our own brands with a range of apparel for all members of a family. Our product portfolio includes product ranges across t-shirts, shirts, denim, athletic and leisure wear, night wear, innerwear, western wear, formal wear, and ethnic wear for men, women, children, and infants. We prioritize fashionability, speed-to-market, functionality and feel by identifying latest global and Indian fashion trends and making products of our own brands available at affordable prices.

- Our general merchandize category comprises our own brand and third party brand products ranging across home appliances, crockery and utensils, home products and furnishings, toys, stationery, travel products and footwear, among others. The key principles driving our product curation in this category are product innovation and market trends, while maintaining a focus on quality, reliability and affordability.

- Our fast-moving consumer goods category comprises our own and third party brand products across the packaged food, staples and non-food categories. Within this category, we offer food products such as biscuits, savoury snacks (namkeen), noodles, tea, coffee, staples such as mustard oil, soya oil, clarified butter (*desi ghee*) and spices, and non-food products such as baby diapers, hair oil, sanitary pads and handwash, among others. We aim to make aspirations affordable with a focus on offering a large variety of quality products catering to consumer preferences.

Our own brands are significant and growing contributors to our sales and constituted 72.86%, 71.57%, 71.81%, 70.50% and 70.20% of our revenue from operations for the six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022, aggregating to ₹36,665.57 million, ₹30,197.83 million, ₹63,993.42 million, ₹53,479.79 million and ₹39,228.81 million during six months period ended September 30, 2024 and 2023, and the Financial Years 2024, 2023 and 2022, respectively. Our revenue from operations from sales of own brands grew at a CAGR of 27.72% between the Financial Years 2022 and 2024

- ***Affordability.*** We are committed to ensuring that our products are affordable for our consumers and that we are able to meet the needs of our consumers by offering products across multiple price points and pack sizes to allow consumers optionality and an opportunity to up-trade. We have leadership in opening price points across several product categories in apparel, general merchandise and fast-moving consumer goods like dresses, jeans, t-shirts, shirts, bedsheets, spin mop, casserole, pet bottle, butter cookies, savory snacks (*navratan namkeen*), sanitary napkins, oats, fruit juice, noodles across leading offline-first diversified retailers in India, as on April 30, 2024 (Source: *RedSeer Report* at page 135).

- ***Quality***. Products sold at Vishal Mega Mart stores are either manufactured for us by vendors located across India or sourced from select third-party brands. For our own brands, our in-house design team identifies the products and their designs based on global and Indian trends and consumer preferences, creates prototypes (where applicable) together with vendors, and then places orders with the vendors for production as per our specifications, quality standards and requirements. We ensure quality of our own brand products by closely monitoring the process of manufacturing and quality control process for our products. We also provide our vendors with raw material specifications, including approved lists of suppliers.

- ***Convenience***. We have established a pan-India network of 645 stores across 414 cities in 28 states and two union territories, as of September 30, 2024. Our stores are located across India in Tier 1 cities, Tier 2 cities and beyond. As of September 30, 2024, our Material Subsidiary, Airplaza Retail Holdings Private Limited, operates 643 stores, on a leasehold basis, and our franchisees operate 2 stores, also on a leasehold basis. For convenience of our consumers, our stores are located in visible and easily accessible locations across India with consistent store layouts that are easy to navigate. Our stores typically have large signages, wide shopping aisles and parking space to accommodate cars and two-wheelers. Since August 2021, we also provide an omni-channel shopping experience giving consumers the ability to shop online through our mobile application and website, by checking the product availability at stores nearest to them, and placing orders online for delivery or pick-up from our stores. Furthermore, our flexible return and exchange policy helps build consumer trust.

We operate a hub and spoke distribution model to source products and manage our in-store inventory. For our apparel category, in particular, our distribution capabilities enable us to replenish the store inventory in quick response to latest fashion trends and store level sales. As of September 30, 2024, we operate one central distribution centre, one distribution centre and 17 regional distribution centres, each located in close proximity to our major demand areas. Our central distribution centre and distribution centre are managed by our Company, and our regional distribution centres are managed by our Promoter, Samayat Services LLP, through third parties appointed by them. We have an asset-light business model with all our distribution centres and stores leased, and our products manufactured by third-party vendors or sourced from third party brands. As of September 30, 2024, two of our stores operated under third-party franchise agreements. We have not closed any stores operated under third-party franchise agreements during the six months period ended September 30, 2024 and the Financial Years 2024, 2023 and 2022.

We are committed to creating an inclusive and sustainable business and are an employer of differently-abled personnel in India. We received the Hellen Keller NCPEDP Award in 2019 for promoting equal opportunities for people with disabilities. We have also introduced sustainability measures which include the reduced use of cardboard boxes for our footwear products and installing shampoo dispensers at select stores for consumers to conveniently refill their shampoo bottles, among others.

We have a professional and experienced management team led by a distinguished board of directors. Our Managing Director and Chief Executive Officer, Gunender Kapur has over 41 years of experience in management and investment in the consumer and retail sectors. On average, our KMPs and SMPs have 21 years of experience in the retail and consumer industry and 7 years of experience at our organisation.

We have a track record of profitable and capital-efficient growth. During Financial Year 2023, we were the most efficient company in terms of adjusted ROCE among the leading offline-first diversified retailers in India (Source: *RedSeer Report* at page 133).

Significant Factors Affecting our Results of Operations

Our* Ability *to Attract New Consumers and Retain Existing Consumers

Our product assortment and consumer-centric approach aims to fulfil the daily and aspirational requirements of our consumers with a focus on variety, affordability, quality and convenience. The continued growth of our business relies on our ability to attract new consumers and retain existing consumers. We aim to do so by ensuring the consistent quality, affordability and variety of our products, and a convenient shopping experience to our consumers. This has also helped us build consumer trust and appeal.

We maintain quality control protocols for our vendor relationships, including thorough inspections and testing for raw materials and finished goods. Additionally, we have a network of pre-approved suppliers for the procurement of raw materials required for the manufacturing of our products. We also remain committed to ensuring ease of convenience to our consumers. For convenience of our consumers, our stores are located in visible and easily accessible locations across India with consistent store layouts that are easy to navigate. Our stores typically have large signages, wide shopping aisles and parking space to accommodate cars and two-wheelers.

Our consumer-centric approach has helped us build consumer trust and appeal, and a large consumer base. We have a loyalty program which was awarded the "Best Loyalty Programme Food of the Year Retail and Non-Food Retail" and "Regional Winner Asia including the Indian sub-continent and all areas East" at the International Loyalty Awards 2023. Our Company has 133.82 million, 114.04 million, 123.41 million, 104.29 million and 86.10 million customers registered under our loyalty program as at September 30, 2024 and 2023, and as at March 31, 2024, 2023 and 2022, respectively. We also aim to continue to enhance our hyperlocal direct delivery service, making our products even more accessible to our consumers.

See also "*Risk Factors – If we fail to identify and effectively respond to changing consumer preferences in a timely manner, the demand for our products could decrease, causing our business, results of operations, financial condition and cash flows to be adversely affected"* on page 24.

Our Own* Brand *Portfolio

We have a diverse and growing portfolio of own brands across the apparel, general merchandise, and fast-moving consumer goods product categories. Our own brands constituted 72.86%, 71.57%, 71.81%, 70.50% and 70.20% of our revenue from operations for the six months period ended September 30, 2024 and 2023, and Financial Years 2024, 2023 and 2022, respectively, aggregating to ₹36,665.57 million, ₹30,197.83 million, ₹63,993.42 million, ₹53,479.79 million and ₹39,228.81 million, respectively. During Financial Year 2024, 19 of our own brands recorded sales exceeding ₹1,000 million each, with 6 of our own brands recording sales exceeding ₹5,000 million each. Moreover, our revenue from operations from sales of own brands grew at a CAGR of 27.72% between the Financial Years 2022 and 2024.

The development of our own brands is driven by market research and an understanding of consumer demand and preferences and seeks to fulfil the aspirational and day-to-day needs of consumers. While we continue to add additional products under our own brands and have expanded our product portfolio for our own brands in the last three financial years, factors limiting the expansion of portfolio of own brands could impact our growth. We aim to leverage market trends and consumer behavior to make informed decisions that support the continued growth and relevance of our brands.

Our Existing Store Presence and the Growth in the Number of our Stores

Our pan-India network comprises 645 stores across 414 cities in 28 states and two union territories, as of September 30, 2024. Our stores are located in Tier 1 and Tier 2 cities and beyond in India. We prioritize deepening our presence in existing cities and regions by opening additional stores through our cluster-based store expansion model. Our store selection process expedites new store rollouts in a sustainable manner country-wide, and considers factors such as population, market density, proximity to our consumers, and accessibility by road with parking facilities, among others. Our stores have good visibility with optimal upfront investment, thereby executing store deployments with low capital expenditure and short breakeven periods. By prioritizing new cities and focus regions for our expansion, we aim to target areas with high demand and growth potential through regional campaigns specific to the geographies that we expand into.

The expansion of our existing store presence and growth in the number of our stores can be impacted by several factors. Fluctuations in consumer demand and changes in consumer preferences can influence the need for additional stores or adjustments in existing ones. Moreover, changes in economic conditions, such as economic downturns and unemployment rates can affect consumer spending habits and consequently, the viability of expanding our store presence. Regulatory changes at local, national, or international levels can also impact our ability to expand our store presence. Disruptions or constraints within the supply chain, including issues related to sourcing materials, logistics, or inventory management, can also affect the pace and scale of store expansion. Similarly, consumer perception of our brand and reputation within the market can influence foot traffic, sales performance, and ultimately, the success of new store openings. See also "*Risk Factors – If we are unable to effectively manage our growing operations or pursue our growth strategy of opening new stores, our business, results of operations, financial condition and cash flows may be adversely affected*" on page 42.

Our Initiatives to Grow our Same-Store Sales Growth

Ensuring sales growth from our existing stores is critical to the growth of our business. Factors that drive our same-stores sales growth include the expansion of our product portfolio, our opening price points across product categories, the use of technology and our loyalty program, our hyperlocal offering and our ability to provide enhanced in-store experiences to our consumers. These factors can contribute to higher foot traffic and increased purchase frequency at our stores, boosting same-store-sales growth. Higher same-store-sales growth also improves operational leverage by spreading fixed costs over a larger revenue base. Conversely, lower same-store-sales growth may reduce operational leverage, resulting in lower margins. By offering a diversified product portfolio across price points, we aim to maintain our opening price point leadership while leveraging economies of scale. A failure to introduce new products and own brands and increase the penetration of our existing own brands could impact our growth.

Technology is also essential to our operations, and we aim to continue to leverage our loyalty program and the use of technology to enhance consumer engagement and drive sales. We also aim to expand our hyperlocal online offering to all our stores. Our approach to enhancing in-store experiences includes improving store ambience through visual merchandising and lighting and an improved checkout process, among other improvements. Recent refurbishments have given our stores a fresh appearance and have been instrumental in achieving growth in our existing stores, particularly with our contemporary store layouts. See also "*Our Business – Our Strategy – Drive Same-Store Sales Growth through Multiple Initiatives*" on page 149.

Our Supply Chain Tenets to Optimize Expenses

Efficient management of our operating expenses and resource allocation is critical to sustaining healthy profit margins. We prioritize leveraging our extensive vendor database to capitalize on economies of scale while upholding quality control standards. By doing so, we ensure consistent product quality and timely delivery at optimized costs, increasing the efficiency of our supply chain and improving store productivity.

We also aim to optimize our distribution network. This involves maximizing the utilization of our central distribution centre, distribution centre and regional distribution centres along with the expansion of our store network. We also recognize the pivotal role of technology in streamlining supply chain operations and enhancing overall efficiency. We are committed to investing in technology solutions to not only increase the capacity and efficiency of our distribution centres but also enable stock visibility across the supply chain to ensure better monitoring and optimization of inventory levels, thereby providing additional value to our consumers. Moreover, we aim to implement an extended warehouse management system to increase the efficiency and capacity of our distribution centres, thereby enabling faster order fulfilment and improved service levels. See also "*Risk Factors – Our central distribution centre is located in North India, which may expose our supply chain to regional risks, which in turn may adversely affect our business, results of operations, financial condition and cash flows*" on page 37 and "*Our Business – Our Strategy – Driving Cost Efficiencies Across our Operations*" on page 149.

The Overall Economic Environment

Our revenues and growth are primarily influenced by the general economic environment and consumer purchase patterns in Tier 1, Tier 2 cities and beyond in India. Our results of operations are also dependent on our ability to anticipate, gauge and respond to such changes in consumer demands and preferences and design new products or modify our existing products in line with changes in fashion trends. The competitive landscape, including the presence of rival brands, can influence consumer choices. Similarly, advancements in technology, including the growing prominence of e-commerce platforms, mobile applications, and digital marketing tools, can impact consumer behaviour and alter shopping preferences. This can impact the manner in which we carry out our business.

See also "*Risk Factors – All our business and operations are located in India and as such, we are subject to economic, political and market conditions in India, many of which are beyond our control*" on page 49.

Basis for Preparation and Material Accounting Policies

This note provides a list of the material accounting policies adopted in the preparation of these Restated Consolidated Financial Information. These policies have been consistently applied to all the periods/years.

Basis of preparation and presentation of Restated Consolidated Financial Information

The Restated Consolidated Financial Information of the Group comprise of the Restated Consolidated Statement of Assets and Liabilities as at September 30, 2024 and September 30, 2023, and March 31, 2024, 2023 and 2022, the related Restated Consolidated Statement of Profit and Loss (including Other Comprehensive Income), the Restated Consolidated Statement of Cash Flows and the Restated Consolidated Statement of Changes in Equity for the six months periods ended September 30, 2024 and 2023, and for the years ended March 31, 2024, 2023 and 2022, and the material accounting policies and explanatory notes (collectively, the 'Restated Consolidated Financial Information').

The Restated Consolidated Financial Information comply in all material aspects with Indian Accounting Standards (Ind AS) notified under Section 133 of the Companies Act, 2013 (the Act), Companies (Indian Accounting Standards) Rules, 2015 (as amended from time to time) and other relevant provisions of the Act.

These Restated Consolidated Financial Information have been prepared by the management as required under the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**") issued by the Securities and Exchange Board of India ('**SEBI**'), in pursuance of the Securities and Exchange Board of India Act, 1992, for the purpose of inclusion in the Red Herring Prospectus and Prospectus to be filed by the Holding Company with the Securities and Exchange Board of India, BSE Limited, National Stock Exchange of India Limited and Registrar of Companies, Delhi and Haryana at New Delhi in connection with the proposed initial public offering of equity shares of face value of ₹10 each of the Company comprising an offer for sale of equity shares held by the selling shareholders (the "Offer"), prepared by the Company in terms of the requirements of:

a) Relevant provisions of Section 26 of Part I of Chapter III Companies Act, 2013 (the "**Act**");

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("**ICDR Regulations**"); and

c) The Guidance Note on Reports in Company Prospectuses (Revised 2019) issued by the Institute of Chartered Accountants of India (ICAI), as amended (the "**Guidance Note**").

The Restated Consolidated Financial Information has been compiled by the Management from:

(a) Special purpose consolidated interim financial statements of the Group as at and for the six months periods ended September 30, 2024 and 2023, which have been prepared as per the accounting principles of Indian Accounting Standard (Ind AS) 34 "**Interim Financial Reporting**" prescribed under Section 133 of the Companies Act, 2013 ('the Act') read with Companies (Indian Accounting Standards) Rules 2015, as amended and other accounting principles generally accepted in India (referred to as "**Ind AS**") except for presentation of comparative financial information in the special purpose consolidated interim financial statements of the Group as at and for the six months period ended September 30, 2023 as it is not required for the intended purpose, which have been approved by the Board of Directors at their meetings held on November 19, 2024;

(b) Audited Consolidated Financial Statements of the Group as at and for the years ended March 31, 2024, March 31, 2023 and March 31, 2022 which were prepared in accordance with the Indian Accounting Standards as prescribed under Section 133 of the Act read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India (referred to as "**Ind AS**"), which have been approved by the Board of Directors at their meetings held on May 16, 2024, July 27, 2023 and August 25, 2022 respectively;

The Restated Consolidated Financial Information have been prepared on accrual and going concern basis. The accounting policies have been consistently applied by the Company in preparation of the Restated Consolidated Financial Information and are consistent with those adopted in the preparation of special purpose consolidated interim financial statements for the six months period ended September 30, 2024.

The Restated Consolidated Financial Information have been prepared so as to contain information / disclosures and incorporating adjustments set out below in accordance with the SEBI ICDR Regulations:

(a) Adjustments to the profits or losses of the earlier periods and of the period in which the change in the accounting policy has taken place is recomputed to reflect what the profits or losses of those periods would have been if a uniform accounting policy was followed in each of these periods, if any (Refer Annexure VI – Statement of restatement adjustments to audited consolidated financial statements);

(b) Adjustments for reclassification of the corresponding items of income, expenses, assets and liabilities, in order to bring them in line with the groupings as per the special purpose consolidated interim financial statements of the Company for the six months period ended September 30, 2024 and the requirements of the SEBI ICDR Regulations, if any; and

(c) The resultant impact of tax due to the aforesaid adjustments, if any

This Restated Consolidated Financial Information does not reflect the effects of events that occurred subsequent to the respective dates of the board meeting held for the approval of the special purpose consolidated interim financial statements as at and for six months periods ended September 30, 2024 and 2023, and for financial statements for the years ended March 31, 2024, 2023 and 2022 as mentioned above.

The Restated Consolidated Financial Information for the six months periods ended September 30, 2024 and 2023, and for the years ended March 31, 2024, 2023 and 2022 were approved for issue in accordance with the resolution of the Board of Directors on November 19, 2024.

Overall considerations

These Restated Consolidated Financial Information have been prepared on going concern basis using the material accounting policies and measurement bases summarised below.

These accounting policies have been used throughout all periods presented in the Restated Consolidated Financial Information, unless otherwise stated.

Functional and presentation currency

These Restated Consolidated Financial Information are presented in Indian Rupees ("**INR**" or "**₹**"), which is also our functional currency. All amounts have been presented in million, up to two decimals, unless otherwise indicated.

Basis of measurement

The Restated Consolidated Financial Information have been prepared on the historical cost basis except for the following items:

Items	Measurement basis
Certain financial assets and liabilities	Fair value
Net defined benefit liability	Fair value of plain assets less present value of defined obligation
Share based payment	Fair value

The Restated Consolidated Financial Information of the Group have been prepared in compliance with Indian Accounting Standards (hereinafter referred to as the 'Ind AS') notified under Section 133 of the Companies Act, 2013 (the Act) read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016 and other relevant provisions of the Act.

The Restated Consolidated Financial Information have been prepared on accrual and going concern basis. The accounting policies are applied consistently to all the periods presented in the Restated Consolidated Financial Information except where a newly issued accounting standard is initially adopted or revision to an existing accounting standard where a change in accounting policy hitherto in use.

Use of estimates and judgements

In preparing these Restated Consolidated Financial Information, management has made judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates. An overview of the areas that involved a higher degree of judgement or complexity, and of items which are more likely to be materially adjusted due to estimates and assumptions turning out to be different than those originally assessed is mentioned below. Areas involving critical estimates or judgements are:

- Recognition of deferred tax assets: availability of future taxable profit against which tax losses carried forward can be used - Note 27;

- Estimation of current tax expense and payable – Note 27;

- Estimation of defined benefit obligation – Note 34;

- Recognition and measurement of provisions and contingencies: key assumptions about the likelihood and magnitude of an outflow of resources – Note 36;

- Leases: whether an arrangement contains a lease, determination of lease term, measurement of Right of Use ("**ROU**") assets - Note 35;

- Determine grant date fair value technique for employee share option scheme - Note 28;

- Impairment test of non-financial assets: key assumptions underlying recoverable amounts;

- Impairment test of financial assets: key assumptions like risk of default and expected loss rates;

- Provision for expected credit losses (ECL) of trade receivables and contract assets;

- Fair value measurement for financial instruments.

Detailed information about each of these estimates and judgements is included in relevant notes together with information about the basis of calculation for each affected line item in the restated consolidated financial information. Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized prospectively.

Measurement of fair values

A number of our accounting policies and disclosures require measurement of fair values, for both financial and non-financial assets and liabilities. Fair values are categorised into different levels in a fair value hierarchy based on the inputs used in the valuation techniques as follows:

- Level 1: quoted prices (unadjusted) in active markets for identical assets or liabilities.

- Level 2: inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

- Level 3: inputs for the asset or liability that are not based on observable market data (unobservable inputs).

When measuring the fair value of an asset or a liability, we use observable market data as far as possible. If the inputs used to measure the fair value of an asset or a liability fall into different levels of the fair value hierarchy, then the fair value measurement is categorised in its entirety in the same level of the fair value hierarchy as the lowest level input that is significant to the entire measurement. We recognise transfers between levels of the fair value hierarchy at the end of the reporting period during which the change has occurred. Further, information about the assumptions made in measuring fair values is included Note 29 – Financial instruments.

Current and non-current classification

All assets and liabilities are classified into current and non-current.

Assets

An asset is classified as current when it satisfies any of the following criteria:

(a) it is expected to be realised in, or is intended for sale or consumption in, our normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is expected to be realised within 12 months after the reporting date; or

(d) it is cash or cash equivalent unless it is restricted from being exchanged or used to settle a liability for at least 12 months after the reporting date.

Current assets include the current portion of non-current financial assets. All other assets are classified as non-current.

Liabilities

A liability is classified as current when it satisfies any of the following criteria:

(a) it is expected to be settled in our normal operating cycle;

(b) it is held primarily for the purpose of being traded;

(c) it is due to be settled within 12 months after the reporting date; or

(d) we do not have an unconditional right to defer settlement of the liability for at least 12 months after the reporting date. Terms of a liability that could, at the option of the counterparty, result in its settlement by the issue of equity instruments do not affect its classification.

Current liabilities include current portion of non-current financial liabilities. All other liabilities are classified as non-current.

Deferred tax asset/liabilities are classified as non-current.

Operating cycle

Operating cycle is the time between the acquisition of assets for processing and their realisation in cash or cash equivalents. Based on the nature of products and the time between acquisition of assets for processing and their realisation in cash and cash equivalents, we have ascertained its operating cycle as 12 months for the purpose of current or non-current classification of assets and liabilities.

Basis of consolidation

Subsidiary/entity is an entity over which we have control over. We control an entity when we are exposed to, or have rights to, variable returns from its involvement with the entity and have the ability to affect those returns through our power to direct the relevant activities of the entity. Subsidiary is fully consolidated from the date on which control is transferred to us. They are deconsolidated from the date that control ceases. Restated Consolidated Statement of Profit and Loss (including other comprehensive income ("**OCI**")) of the subsidiary acquired or disposed of during the period are recognised from the effective date of acquisition, or up to the date of disposal, as applicable.

We combine the financial statement of the holding company and its subsidiary/entity line by line adding together items of assets, liabilities, equity, income and expenses. Intercompany transactions, balances and unrealised gains on transactions between our group companies are eliminated. Unrealised losses are also eliminated unless the transaction provides the evidence of an impairment of the transferred asset. Accounting policies of the subsidiary have been changes where necessary to ensure consistency with the policies adopted by us.

Non-controlling interests, presented as part of equity represent the portion of a subsidiary's/entity's statement of profit and loss and net assets that is not held by us. Statement of profit and loss (including each component of OCI) is attributed to the equity holders of the holding company and to the non-controlling interest basis the respective ownership interests and the such balance is attributed even if this results in the non-controlling interests have a deficit balance.

We treat transactions with non-controlling interests that do not result in a loss of control as transactions with our equity owners. Such a change in ownership interest results in an adjustment between the carrying amounts of the controlling and non-controlling interests to reflect their relative interests in the subsidiary/entity. Any difference between the amount of the adjustment to non-controlling interests and any consideration paid or received is recognised with equity.

Financial instruments

Financial assets and financial liabilities are recognised when we become a party to the contractual provisions of the instruments.

Financial assets and financial liabilities are initially measured at fair value. However, trade receivables that do not contain a significant financing component are measured at transaction price in accordance with Ind AS 115. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value of the financial assets or financial liabilities, as appropriate, on initial recognition.

Transaction costs directly attributable to the acquisition of financial assets or financial liabilities at fair value through the profit or loss are recognised immediately in the Restated Consolidated Statement of Profit and Loss.

Financial assets

All recognised financial assets are subsequently measured in their entirety at either amortised cost or fair value, depending on the classification of the financial assets.

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortised cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and

- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income ("**FVTOCI**") (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and

- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognised in the Restated Consolidated Statement of profit and loss for FVTOCI debt instruments.

All other financial assets are subsequently measured at fair value.

Financial assets

All recognized financial assets are subsequently measured in their entirety at either amortized cost or fair value, depending on the classification of the financial assets

Classification of financial assets

Debt instruments that meet the following conditions are subsequently measured at amortized cost (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows; and

- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Debt instruments that meet the following conditions are subsequently measured at fair value through other comprehensive income ("**FVTOCI**") (except for debt instruments that are designated as at fair value through profit or loss on initial recognition):

- the asset is held within a business model whose objective is achieved both by collecting contractual cash flows and selling financial assets; and

- the contractual terms of the instrument give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Interest income is recognized in the Restated Consolidated Statement of profit and loss for FVTOCI debt instruments.

All other financial assets are subsequently measured at fair value.

Debt instruments that do not meet the amortised cost criteria or FVTOCI criteria are measured at FVTPL. In addition, debt instruments that meet the amortised cost criteria or the FVTOCI criteria but are designated as at FVTPL are measured at FVTPL.

A financial asset that meets the amortised cost criteria or debt instruments that meet the FVTOCI criteria may be designated as at FVTPL upon initial recognition if such designation eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities or recognising the gains and losses on them on different bases. We have not designated any debt instrument as at FVTPL.

Financial assets at FVTPL are measured at fair value at the end of each reporting period, with any gains or losses arising on re-measurement recognised in the Restated Consolidated Statement of Profit and Loss. The net gain or loss recognised in the Restated Consolidated Statement of Profit and Loss incorporates any dividend or interest earned on the financial asset and is included in the 'Other income' line item. Dividend on financial assets at FVTPL is recognised when our right to receive the dividends is established, it is probable that the economic benefits associated with the dividend will flow to the entity, the dividend does not represent a recovery of part of cost of the investment and the amount of dividend can be measured reliably.

Impairment of financial assets

We apply the expected credit loss model for recognising impairment loss on financial assets measured at amortised cost, debt instruments at FVTOCI, trade receivables, other contractual rights to receive cash or other financial asset, and financial guarantees not designated as at FVTPL.

Expected credit losses are the weighted average of credit losses with the respective risks of default occurring as the weights.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the restated consolidated statement of assets and liabilities when, and only when, we currently have a legally enforceable right to set off the amounts and we intend either to settle them on net basis or to realise the assets and settle the liabilities simultaneously.

Derecognition of financial assets

We derecognise a financial asset when the contractual rights to the cash flows from the asset expire, or when we transfer the financial asset and substantially all the risks and rewards of ownership of the asset to another party.

Financial liabilities and equity instruments

Classification as debt or equity

Debt and equity instruments issued by us are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangements and the definitions of a financial liability and an equity instrument.

Equity instruments

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities.

Financial liabilities

Financial liabilities that are not held-for-trading and are not designated as at FVTPL are measured at amortised cost at the end of subsequent accounting periods. The carrying amounts of financial liabilities that are subsequently measured at amortised cost are determined based on the effective interest method. Interest expense that is not capitalised as part of costs of an asset is included under 'Finance costs'.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the financial liability.

All financial liabilities are subsequently measured at amortised cost using the effective interest method or at FVTPL.

Derecognition of financial liabilities

We derecognise financial liabilities when, and only when, our obligations are discharged, cancelled or have expired.

Compound financial instruments

The liability component of a compound financial instrument is initially recognised at the fair value of a similar liability that does not have an equity conversion option. The equity component is initially recognised at the difference fair value of compound financial instrument as a whole and the fair value of the liability component. Any directly attributable transaction costs are allocated to the liability and equity component in proportion to their initial carrying amounts.

Subsequent to initial recognition, the liability component of a compound financial instrument is measured at amortised cost using the effective interest method. The equity component of a compound financial instrument is not remeasured subsequently.

Interest related to the financial liability is recognised in profit or loss (unless it qualifies for inclusion in the cost of an asset). In case of conversion at maturity, the financial liability is reclassified to equity and no gain or loss is recognised.

Property, plant and equipment

Recognition and measurement

Items of property, plant and equipment are measured at cost, which includes capitalised borrowing costs (if meeting the capitalization criteria), less accumulated depreciation and accumulated impairment losses, if any. Cost of an item of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, after deducting trade discounts and rebates, any directly attributable cost of bringing the item to its working condition for its intended use and estimated costs of dismantling and removing the item and restoring the site on which it is located. The cost of improvements to leasehold premises, if recognition criteria are met, have been capitalised and disclosed separately under leasehold improvement. Any gain or loss on disposal of an item of property, plant and equipment is recognised in Restated Consolidated Statement of profit and loss.

Cost of property, plant and equipment not ready for use as at the reporting date are disclosed as capital work-in-progress.

Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to us.

Depreciation

Depreciation is provided on the straight-line method, over the estimated useful life of each asset as determined by our management. The useful lives prescribed in Schedule II to the Act are considered as indicative useful lives.

The estimated useful lives of items of property, plant and equipment are as follows:

S. No	Asset category	Useful life of assets *(in years)*
1	Computer-end user device	3
2	Servers and network	6
3	Furniture and fixtures	7
4	Office equipment	5
5	Vehicles	
	• Lorry	8
	• Car	8
6	Plant and machinery	
	• Air conditioner	7
	• Diesel generator	7
	• Lift	10
	• Electrical equipment	7

Leasehold improvements are amortised over the lease period.

Depreciation method, useful lives and residual values are reviewed at each financial year-end and adjusted prospectively, if appropriate. Based on technical evaluation and consequent advice, our management believes that its estimates of useful lives as given above, best represent the period over which management expects to use these assets. Depreciation on additions/ (disposals) is provided on a pro-rata basis, i.e., from/ (up to) the date on which asset is ready for use/ (disposed off).

The carrying amounts of assets are reviewed at each balance sheet date to determine whether there is any indication of impairment. If any such indication exists, the recoverable amount of the asset is estimated. For assets that are not yet available for use, the recoverable is estimated at each balance sheet date. An impairment loss is recognised whenever the carrying amount of an asset or cash-generating unit exceeds its recoverable amount. Impairment losses are recognised in the Restated Consolidated Statement of Profit and Loss. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined net of depreciation or amortisation, if no impairment loss had been recognised.

Derecognition

Property, plant and equipment is derecognised when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of property, plant and equipment are determined by comparing the proceeds from disposal with the carrying amount of property, plant and equipment, and are recognised in the Restated Consolidated Statement of Profit and Loss.

Goodwill and other intangible assets

Goodwill

We account for the business combinations using the acquisition method when control is transferred to us. The consideration transferred in the acquisition is generally measured at fair value as at the date the control is acquired ("the acquisition date"), as are the net identifiable assets (tangible and intangible assets) acquired and any non-controlling interest in the acquired business. Transaction costs are expensed as incurred, except to the extent related to the issue of debt or equity securities.

Goodwill is an asset representing the future economic benefits arising from other assets acquired in a business combination that are not individually identified and separately recognized. Goodwill is initially measured at cost, being the excess of the aggregate of the consideration transferred over the net identifiable assets acquired and liabilities assumed, in accordance with Ind AS 103 - Business Combinations.

Goodwill is considered to have indefinite useful life and hence is not subject to amortization but tested for impairment at least annually, based on a number of factors, including operating results, business plans and future cash flows. After initial recognition, goodwill is measured at cost less any accumulated impairment losses.

Intangible assets and amortisation

Recognition and measurement

Intangible assets that are acquired are recognised only if it is probable that the expected future economic benefits that are attributable to the asset will flow to us and the cost of assets can be measured reliably. The intangible assets are recorded at cost of acquisition including incidental costs related to acquisition and are carried at cost less accumulated amortisation and impairment losses, if any. Gain or losses arising from derecognition of an intangible assets are measured as the difference between the net disposal proceeds and the carrying amount of the intangible asset and are recognised in the Restated Consolidated Statement of Profit and Loss when the asset is derecognised. Intangible assets with finite useful lives that are acquired separately are carried at cost less accumulated amortisation and accumulated impairment losses.

Amortisation

Amortisation on intangible assets is calculated to write off the cost of intangible assets less their estimated residual values over their estimated useful lives using the straight-line method, and is included in depreciation and amortisation in the Restated Consolidated Statement of Profit and Loss.

Amortisation method, useful lives and residual values are reviewed at the end of each financial year and adjusted if appropriate. Amortisation has been computed based on the following useful lives:

Asset category	**Useful life**
Software	5 years

Derecognition

An intangible asset is derecognised when no future economic benefits are expected from their use or upon their disposal. Gains and losses on disposal of an item of intangible assets are determined by comparing the proceeds from disposal with the carrying amount of intangible assets and are recognised in the Restated Consolidated Statement of Profit and Loss.

Revenue recognition

Revenue from sale of traded goods is recognised upon transfer of control of promised products or services to customers. Revenue from sale of goods is recognized at a point in time, when the goods are delivered and on acceptance of such goods.

Revenue is measured based on the transaction price, which is the consideration, adjusted for volume discounts, performance bonuses, price concessions and incentives, if any, as specified in the contract with the customer. Revenue also excludes taxes collected from customers. We disaggregate revenue from contracts with customers on the basis of time, nature and geography.

Revenue from services is recognized over time by measuring progress towards satisfaction of performance obligation for the services rendered.

Interest income on financial assets (including deposits with banks) is recognised using the effective interest rate method on a time proportionate basis.

Dividend income is recorded when the right to receive payment is established.

Payment terms

We carry operations on a cash and carry model and accordingly, payment against sale of goods is received at the time of sale itself.

Further, there is no financing component in the contract with our customers and no variable consideration in the transaction price.

Contract assets and contract liabilities

We recognise contract liabilities for consideration received in respect of unsatisfied performance obligations and reports these amounts as other current liabilities in the restated consolidated statement of assets and liabilities. Similarly, if we satisfy a performance obligation before we receive the consideration, we recognise either a contract asset or a receivable in its restated consolidated statement of assets and liabilities, depending on whether something other than the passage of time is required before the consideration is due.

A contract asset is the right to consideration in exchange for goods or services transferred to the customer. If we perform by transferring goods or services to a customer before the customer pays consideration or before payment is due, a contract asset is recognised for the earned consideration when that right is conditional on our future performance. A contract liability is the obligation to transfer goods or services to a customer for which we have received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before we transfer goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when we perform under the contract. We do not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, we do not adjust any of the transaction prices for the time value of money.

Trade receivables

Trade receivables are amounts due from customers for goods sold in the ordinary course of business and reflects our unconditional right to consideration (that is, payment is due only on the passage of time). Trade receivables are recognised initially at the transaction price as they do not contain significant financing components. We hold the trade receivables with the objective of collecting the contractual cash flows and therefore measures them subsequently at amortised cost using the effective interest method, less loss allowance.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost of inventories includes expenditure incurred in acquiring the inventories and other costs incurred in bringing them to their present location and condition. Costs of inventories are determined on a weighted average cost method. Net realisable value represents the estimated selling price for inventories less all estimated costs of completion and costs necessary to make the sale.

Leases

Our Group as a lessee

We execute leasing arrangements for lease of buildings and office equipments. Such arrangements are generally for a fixed period but may have extension or termination options. In accordance with Ind AS 116 – Leases, at inception of the contract, we assess whether a contract is, or contains a lease. A lease is defined as 'a contract, or part of a contract, that conveys the right to control the use an asset (the underlying asset) for a period of time in exchange for consideration'.

To assess whether a contract conveys the right to control the use of an identified asset, we assess whether:

- the contract involves the use of an identified asset – this may be specified explicitly or implicitly, and should be physically distinct or represent substantially all of the capacity of a physically distinct asset. If the supplier has a substantive substitution right, then the asset is not identified;

- it has the right to obtain substantially all of the economic benefits from use of the asset throughout the period of use; and

- it has the right to direct the use of the asset.

Measurement and recognition of leases as a lessee

We recognise a right-of-use asset and a lease liability at the lease commencement date. The right-of-use asset is initially measured at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or before the commencement date, plus any initial direct costs incurred and an estimate of costs to dismantle and remove the underlying asset or to restore the underlying asset or the site on which it is located, less any lease incentives received.

The right-of-use assets is subsequently measured at cost less any accumulated depreciation / impairment losses, if any and adjusted for any re-measurement of the lease liability. The right-of-use assets is depreciated using the straight-line method from the commencement date over the shorter of lease term or useful life of right-of-use asset. Right-of-use assets are tested for impairment whenever there is any indication that their carrying amounts may not be recoverable. Impairment loss, if any, is recognised in the Restated Consolidated Statement of Profit and Loss.

The lease liability is initially measured at the present value of the lease payments that are not paid at the commencement date, discounted using the interest rate implicit in the lease or, if that rate cannot be readily determined, our incremental borrowing rate. Generally, we use our incremental borrowing rate as the discount rate.

Lease payments included in the measurement of the lease liability comprise the following:

- Fixed payments, including in-substance fixed payments;

- Variable lease payments that depend on an index or a rate, initially measured using the index or rate as at the commencement date;

- Amounts expected to be payable under a residual value guarantee; and

- The exercise price under a purchase option that we are reasonably certain to exercise, lease payments in an optional renewal period if we are reasonably certain to exercise an extension option, and penalties for early termination of a lease unless we are reasonably certain not to terminate early.

The lease liability is measured at amortized cost using the effective interest method. It is remeasured when there is a change in future lease payments arising from a change in an index or rate, if there is a change in our estimate of the amount expected to be payable under a residual value guarantee, or if we change our assessment of whether we will exercise a purchase, extension or termination option. When the lease liability is remeasured in this way, a corresponding adjustment is made to the carrying amount of the right-of-use asset, or is recorded in profit or loss if the carrying amount of the right-of-use asset has been reduced to zero, as the case may be.

We have elected not to apply the requirements of Ind AS 116 - Leases to short-term leases of all assets that have a lease term of 12 months or less and leases for which the underlying asset is of low value. The lease payments associated with these leases are recognized as an expense in profit or loss on a straight-line basis over the lease term.

Employee benefits

Short-term employee benefits

Short-term employee benefit obligations are measured on an undiscounted basis and are expensed as the related service is provided. A liability is recognised for the amount expected to be paid, if we have a present legal or constructive obligation to pay this amount as a result of past service provided by the employee, and the amount of obligation can be estimated reliably.

Defined contribution plan

A defined contribution plan is a post-employment benefit plan under which an entity pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. We make specified monthly contributions towards Government administered provident fund scheme. Obligations for contributions to defined contribution plans are recognised as an employee benefit expense in profit or loss in the periods during which the related services are rendered by employees.

Defined benefit plan

A defined benefit plan is a post-employment benefit plan other than a defined contribution plan. Our net obligation in respect of defined benefit plans is calculated separately for each plan by estimating the amount of future benefit that employees have earned in the current and prior periods, discounting that amount and deducting the fair value of any plan assets.

The calculation of defined benefit obligation is performed annually by a qualified actuary using the projected unit credit method. When the calculation results in a potential asset for us, the recognised asset is limited to the present value of economic benefits available in the form of any future refunds from the plan or reductions in future contributions to the plan ("**the asset ceiling**"). In order to calculate the present value of economic benefits, consideration is given to any minimum funding requirements.

Remeasurements of the net defined benefit liability, which comprise actuarial gains and losses, are recognised in OCI. We determine the net interest expense (income) on the net defined benefit liability (asset) for the period by applying the discount rate used to measure the defined benefit obligation at the beginning of the annual period to the then-net defined benefit liability (asset), taking into account any changes in the net defined benefit liability (asset) during the period as a result of contributions and benefit payments. Net interest expense and other expenses related to defined benefit plans are recognised in profit or loss.

When the benefits of a plan are changed or when a plan is curtailed, the resulting change in benefit that relates to past service ("**past service cost**" or "**past service gain**") or the gain or loss on curtailment is recognised immediately in profit or loss. We recognise gains and losses on the settlement of a defined benefit plan when the settlement occurs.

Other long term benefits

Our net obligation in respect of long-term employee benefits other than post-employment benefits is the amount of future benefit that employees have earned in return for their service in the current and prior periods; that benefit is discounted to determine its present value, and the fair value of any related assets is deducted. The obligation is measured on the basis of an annual independent actuarial valuation using the projected unit credit method. Remeasurements gains or losses are recognised in profit or loss in the period in which they arise.

Share based payments

The grant-date fair value of equity-settled share-based payment arrangements granted to the eligible employees under the Employee Share Option Plan ("**ESOP**") is recognised as an employee share option scheme expense in the profit or loss, in relation to options granted to the employees, over the vesting period of the awards. For share-based payment awards with market conditions, the grant-date fair value of the share-based payment is measured to reflect such conditions and there is no true-up for differences between expected and actual outcomes. At the end of each period, we revise our estimates of the number of options that are expected to be vested based on the non-market performance conditions at the vesting date.

Income taxes

Income tax comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to an item recognised directly in equity or in other comprehensive income.

Current tax

Current tax comprises the expected tax payable or receivable on the taxable income or loss for the year and any adjustment to the tax payable or receivable in respect of previous years. The amount of current tax reflects the best estimate of the tax amount expected to be paid or received after considering the uncertainty, if any, related to income taxes. It is measured using tax rates (and tax laws) enacted by the reporting date.

Current tax assets and current tax liabilities are offset only if there is a legally enforceable right to set off the recognised amounts, and it is intended to realise the asset and settle the liability on a net basis or simultaneously.

Deferred tax

Deferred tax is recognised in respect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the corresponding amounts used for taxation purposes.

Deferred tax is also recognised in respect of carried forward tax losses and tax credits. Deferred tax is not recognised for:

- temporary differences arising on the initial recognition of assets or liabilities in a transaction that affects neither accounting nor taxable profit or loss at the time of the transaction; and

- taxable temporary differences arising on the initial recognition of goodwill.

Deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which they can be used. The existence of unused tax losses is strong evidence that future taxable profit may not be available. Therefore, in case of a history of recent losses, we recognise a deferred tax asset only to the extent that it has sufficient taxable temporary differences or there is other convincing evidence that sufficient taxable profit will be available against which such deferred tax asset can be realised. Deferred tax assets – unrecognised or recognised, are reviewed at each reporting date and are recognised/ reduced to the extent that it is probable/ no longer probable respectively that the related tax benefit will be realised.

Deferred tax is measured at the tax rates that are expected to apply to the period when the asset is realised or the liability is settled, based on the laws that have been enacted or substantively enacted by the reporting date.

The measurement of deferred tax reflects the tax consequences that would follow from the manner in which we expect, at the reporting date, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset if there is a legally enforceable right to offset current tax liabilities and assets, and they relate to income taxes levied by the same tax authority on the same taxable entity, or on different tax entities, but they intend to settle current tax liabilities and assets on a net basis or their tax assets and liabilities will be realised simultaneously.

Provisions, contingent liabilities and contingent assets

We create a provision when there is present obligation as a result of a past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for a contingent liability is made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation in respect of which the likelihood of outflow of resources is remote, no provision or disclosure is made.

Provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate. If it is no longer probable that an outflow of resources would be required to settle the obligation, the provision is reversed.

Contingent assets are not recognised in the Restated Consolidated Financial Information. However, contingent assets are assessed continually and if it is virtually certain that an inflow of economic benefits will arise, the asset and related income are recognised in the period in which the change occurs.

Impairment of non-financial assets

Assessment is done at each balance sheet date as to whether there is any indication that an asset may be impaired. For the purpose of assessing impairment, the smallest identifiable group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows from other assets and group of assets, is considered as a cash generating unit. If any such indication exists, an estimate of the recoverable amount of the asset/cash generating unit is made. Assets whose carrying value exceeds their recoverable amount are written down to the recoverable amount. Recoverable amount is higher of an asset's or cash generating unit's selling price and its value in use. Value in use is the present value of estimated future cash flows expected to raise from continuing use of an asset and from its disposal at the end of its useful life. Assessment is also done at each balance sheet date as to whether there is any indication that an impairment loss recognised for an assets in prior accounting periods may no longer exist or may have decreased.

Segment reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision maker. The chief operating decision maker is considered to be the Board of Directors who makes strategic decisions and is responsible for allocating resources and assessing performance of the operating segments.

Key Components of our Statement of Profit and Loss

The following descriptions set forth information with respect to the key components of our profit and loss statements.

Revenue

Revenue consists of revenue from operations and other income.

Revenue from operations. Revenue from operations consist of revenue from contract with customers and other operating revenues. Revenue from contract with customers comprises revenue from sale of traded goods, which in turn comprises revenue from sale of products across our apparel, general merchandise and fast-moving consumer goods product categories. Other operating revenues primarily comprises scrap sales, display income/space rentals, rental income and miscellaneous income.

Other income. Other income comprises income on investments such as bank deposits and security deposits, gain on sale of investments carried at fair value through profit or loss, and interest income on other deposits.

Expenses

Expenses consists of purchases of stock-in-trade, changes in inventories of stock-in-trade, employee benefits expense, depreciation and amortization expense, finance costs and other expenses.

Purchases of stock-in-trade. Purchases of stock-in-trade comprises the cost of goods purchased by us from vendors and third-party brands.

Changes in inventories of stock-in-trade. Changes in inventories of stock-in-trade comprises net increases or decreases in stock-in-trade.

Employee benefits expense. Employee benefits expense comprises salaries, wages and bonus, contribution to provident and other funds, employee share option expense and staff welfare expenses.

Depreciation and amortization expense. Depreciation and amortization expense comprises depreciation on property, plant and equipment, amortisation of right-of-use assets and amortization of other intangible assets.

Finance costs. Finance costs comprises interest expense on financial liabilities at amortized cost, interest on lease liabilities and other borrowing costs.

Other expenses. Other expenses comprises expenses relating to rent and warehousing, power and fuel, rates and taxes, insurance, travelling and conveyance, legal and professional fees (including payments to auditors), packaging and consumables, transportation, repairs and maintenance of building, machinery and others, advertising and sales promotion, loss on disposal of property, plant and equipment, bank charges, manpower charges, security charges, housekeeping and office maintenance, corporate social responsibility expenses and miscellaneous expenses.

Tax Expense

Tax expense consists of current tax and deferred tax.

Our Results of Operations

The following tables sets forth select financial data from our restated consolidated statement of profit and loss for the six months period ended September 30, 2024 and 2023, and Financial Years 2024, 2023 and 2022, the components of which are also expressed as a percentage of total income for such years:

Particulars	**For the six months period ended September 30,**			
	2024		**2023**	
	(₹ in millions, except percentages)			
Income:				
Revenue from operations	50,325.13	99.59%	42,194.61	99.62%
Other income	209.03	0.41%	159.75	0.38%
Total income (I)	**50,534.16**	**100.00%**	**42,354.36**	**100.00%**
Expenses:				
Purchases of stock-in-trade	39,957.32	79.07%	31,519.92	74.42%
Changes in inventories of stock-in-trade	(3,835.08)	(7.59)%	(1,026.02)	(2.42)%
Employee benefits expense	3,023.66	5.98%	2,434.81	5.75%
Depreciation and amortization expense	2,788.74	5.52%	2,491.47	5.88%
Finance costs	684.16	1.35%	742.88	1.75%
Other expenses	4,498.89	8.90%	3,554.80	8.39%
Total expenses (II)	**47,117.69**	**93.24%**	**39,717.86**	**93.78%**
Profit before tax (III=I-II)	**3,416.47**	**6.76%**	**2,636.50**	**6.22%**
Tax expenses:				
Current tax	983.06	1.95%	632.24	1.49%
Deferred tax	(107.96)	(0.21)%	50.69	0.12%
Total tax expenses	**875.10**	**1.73%**	**682.93**	**1.61%**
Profit for the period/ year	**2,541.37**	**5.03%**	**1,953.57**	**4.61%**

Particulars	**For the Financial Year ended March 31,**					
	2024		**2023**		**2022**	
	(₹ in millions, except percentages)					
Income:						
Revenue from operations	89,119.46	99.63%	75,860.37	99.57%	55,885.15	98.84%

Particulars	For the Financial Year ended March 31,					
	2024		2023		2022	
	(₹ in millions, except percentages)					
Other income	331.81	0.37%	328.56	0.43%	653.36	1.16%
Total income (I)	**89,451.27**	**100.00%**	**76,188.93**	**100.00%**	**56,538.51**	**100.00%**
Expenses:						
Purchases of stock-in-trade	64,208.47	71.78%	57,997.17	76.12%	42,610.68	75.37%
Changes in inventories of stock-in-trade	252.06	0.28%	(2,733.85)	(3.59)%	(2,464.61)	(4.36)%
Employee benefits expense	5,046.95	5.64%	4,317.79	5.67%	3,377.06	5.97%
Depreciation and amortization expense	5,172.93	5.78%	4,614.44	6.06%	4,055.64	7.17%
Finance costs	1,435.38	1.60%	1,614.02	2.12%	1,938.08	3.43%
Other expenses	7,125.97	7.97%	6,074.05	7.97%	4,325.17	7.65%
Total expenses (II)	**83,241.76**	**93.06%**	**71,883.62**	**94.35%**	**53,842.02**	**95.23%**
Profit before tax (III=I-II)	**6,209.51**	**6.94%**	**4,305.31**	**5.65%**	**2,696.49**	**4.77%**
Tax expenses:						
Current tax	1,606.08	1.80%	1,214.49	1.59%	931.83	1.65%
Deferred tax	(15.92)	(0.02)%	(121.91)	(0.16)%	(263.04)	(0.47)%
Total tax expenses	**1,590.16**	**1.78%**	**1,092.58**	**1.43%**	**668.79**	**1.18%**
Profit for the period/ year	**4,619.35**	**5.16%**	**3,212.73**	**4.22%**	**2,027.70**	**3.59%**

Six months period ended September 30, 2024 compared to Six months period ended September 30, 2023

Total income. Total income increased by 19.31% to ₹50,534.16 million for the six months period ended September 30, 2024 from ₹42,354.36 million for the six months period ended September 30, 2023 primarily due to an increase in revenue from operations and other income.

Revenue from operations. Revenue from operations increased by 19.27% to ₹50,325.13 million for the six months period ended September 30, 2024 from ₹42,194.61 million for the six months period ended September 30, 2023, primarily due to an increase in revenue from existing and new stores opened during the six months period ended September 30, 2024.

The increase in sale of products from existing stores was primarily on account of an overall increase in sale of products across our apparel, general merchandise and fast-moving consumer goods product categories. The increase in sale of products across our three product categories contributed to our adjusted same-store sales growth of 12.57% for the six months period ended September 30, 2024, and was primarily on account of our ability to curate a diverse merchandise mix at attractive price points to cater to all sections of the Indian population. The increase in sale of products from new stores established during the six months period ended September 30, 2024 was primarily on account of our expansion of new stores across India. Our store count increased during the period to 645 as of September 30, 2024 from 576 as of September 30, 2023.

Other income. Other income increased by 30.85% to ₹209.03 million for the six months period ended September 30, 2024 from ₹159.75 million for the six months period ended September 30, 2023, primarily due to an increase in gain on fair valuation of investments carried at fair value through profit or loss to ₹63.63 million from ₹12.81 million, an increase in sale of investments carried at fair value through profit or loss to ₹58.78 million from ₹42.48 million, and an increase in profit on sale of property, plant and equipment (net) to ₹9.39 million from nil. The increase in other income was partially offset by a decrease in gain on modification/termination of leases to nil from ₹30.06 million.

Total expenses. Total expenses increased by 18.63% to ₹47,117.69 million for the six months period ended September 30, 2024 from ₹39,717.86 million for the six months period ended September 30, 2023, primarily due to an increase in purchases of stock-in-trade, employee benefits expense, depreciation and amortization expense and other expenses.

Cost of goods sold. Our cost of goods sold (which is the sum of purchases of stock-in-trade and changes in inventories of stock-in-trade) increased by 18.46% to ₹36,122.24 million for the six months period ended September 30, 2024 from ₹30,493.90 million for the six months period ended September 30, 2023 primarily due to an increase in purchases of stock-in-trade and an increase in inventories of stock-in-trade, as set forth below:

i. Purchases of stock-in-trade. Purchases of stock-in-trade increased by 26.77% to ₹39,957.32 million for the six months period ended September 30, 2024 from ₹31,519.92 million for the six months period ended September 30, 2023, primarily due to an increase in the volume of goods purchased by us during the six months period ended September 30, 2024, in view of the upcoming Indian festivals in the third quarter of the Financial Year 2025.

ii. Changes in inventories of stock-in-trade. The changes in inventories of stock-in-trade was ₹3,835.08 million for the six months period ended September 30, 2024. We had inventories aggregating to ₹14,584.09 million at the beginning of the six months period ended September 30, 2024 and inventories aggregating to ₹18,419.17 million at the end of the six months period ended September 30, 2024.

The increase in our cost of goods sold of 18.46% between the six months period ended September 30, 2023 and 2024 was lower than the increase in revenue from operations of 19.27% for the same period, primarily on account of economies of scale derived from an increase in size of our operations.

Employee benefits expense. Employee benefits expense increased by 24.18% to ₹3,023.66 million for the six months period ended September 30, 2024 from ₹2,434.81 million for the six months period ended September 30, 2023, which was primarily due to an increase in salaries, wages and bonus to ₹2,481.29 million for the six months period ended September 30, 2024 from ₹2,152.53 million for the six months period ended September 30, 2023. This increase was mainly attributable to an increase in the number of our total employees in line with the increase in our store count during the six months period ended September 30, 2024. We had 16,537 employees as of September 30, 2024, as compared to 15,426 employees as of September 30, 2023. Salary increments (pertaining to the past year) during the six months period ended September 30, 2024 also contributed to an increase in the salaries, wages and bonus. We also had an increase in our employee share option expense to ₹246.46 million for the six months period ended September 30, 2024 from ₹24.99 million for the six months period ended September 30, 2023, an increase in contribution to provident and other funds to ₹202.30 million for the six months period ended September 30, 2024 from ₹181.76 million for the six months period ended September 30, 2023, and an increase in staff welfare expenses to ₹93.61 million for the six months period ended September 30, 2024 from ₹75.53 million for the six months period ended September 30, 2023.

Depreciation and amortization expense. Depreciation and amortization expense increased by 11.93% to ₹2,788.74 million for the six months period ended September 30, 2024 from ₹2,491.47 million for the six months period ended September 30, 2023 primarily due to an increase in depreciation on property, plant and equipment to ₹780.15 million during the six months period ended September 30, 2024 from ₹616.27 million during the six months period ended September 30, 2023, and an increase in amortization of right-of-use assets to ₹1,994.23 million during the six months period ended September 30, 2024 from ₹1,848.70 million during the six months period ended September 30, 2023. The increase in depreciation on property, plant and equipment was primarily on account of the establishment of new stores, and refurbishment of existing stores during the six months period ended September 30, 2024. The increase in amortization of right-of-use assets was primarily on account of the establishment of new stores during the six months period ended September 30, 2024.

Finance cost. Finance cost decreased by 7.90% to ₹684.16 million for the six months period ended September 30, 2024 from ₹742.88 million for the six months period ended September 30, 2023 primarily due to a decrease in interest expense on financial liabilities at amortised cost to ₹10.04 million during the six months period ended September 30, 2024 from ₹75.70 million during the six months period ended September 30, 2023. This was partially offset by an increase in interest on lease liabilities to ₹673.76 million during the six months period ended September 30, 2024 from ₹667.18 million during the six months period ended September 30, 2023. The decrease in interest expense on financial liabilities at amortised cost were primarily on account of debt being fully pre-paid by us during the Financial Year 2024. The increase in interest on lease liabilities was primarily on account of the establishment of new stores during the six months period ended September 30, 2024.

Other expenses. Other expenses increased by 26.56% to ₹4,498.89 million for the six months period ended September 30, 2024 from ₹3,554.80 million for the six months period ended September 30, 2023 primarily due to:

(i) an increase in transportation expenses to ₹1,087.93 million for the six months period ended September 30, 2024 from ₹740.71 million for the six months period ended September 30, 2023, primarily on account of an increase in scale of our business;

(ii) an increase in power and fuel expenses to ₹1,157.28 million for the six months period ended September 30, 2024 from ₹904.27 million for the six months period ended September 30, 2023, primarily on account of the establishment of new stores and hike in power tariffs during the six months period ended September 30, 2024; and

(iii) an increase in rent and warehousing expenses to ₹280.73 million for the six months period ended September 30, 2024 from ₹104.29 million for the six months period ended September 30, 2023, primarily on account of an increase in short term leases (i.e. leases with an expected term of 12 months or less) or for leases of low value assets.

Tax expenses. Total tax expenses increased by 28.14% to ₹875.10 million for the six months period ended September 30, 2024 from ₹682.93 million for the six months period ended September 30, 2023, primarily due to higher current tax during the six months period ended September 30, 2024. For the six months period ended September 30, 2024, we had a current tax expense of ₹983.06 million and a deferred tax expense of ₹107.96 million. For the six months period ended September 30, 2023, we had a current tax expense of ₹632.24 million and a deferred tax income of ₹50.69 million. The increase in total tax expenses was primarily on account of our higher profit before tax for the six months period ended September 30, 2024.

Profit for the period. As a result of the foregoing, our profit for the period increased by 30.09% to ₹2,541.37 million for the six months period ended September 30, 2024 from ₹1,953.57 million for six months period ended September 30, 2023.

Financial Year 2024 compared to Financial Year 2023

Total income. Total income increased by 17.41% to ₹89,451.27 million for the Financial Year 2024 from ₹76,188.93 million for the Financial Year 2023 primarily due to an increase in revenue from operations and other income.

Revenue from operations. Revenue from operations increased by 17.48% to ₹89,119.46 million for the Financial Year 2024 from ₹75,860.37 million for the Financial Year 2023, primarily due to an increase in revenue from existing and new stores opened during the Financial Year 2024.

The increase in sale of products from existing stores was primarily on account of an overall increase in sale of products across our apparel, general merchandise and fast-moving consumer goods product categories. The increase in sale of products across our three product categories contributed to our same-store sales growth of 13.57% for the Financial Year 2024, and was primarily on account of our ability to curate a diverse merchandise mix at attractive price points to cater to all sections of the Indian population. The increase in sale of products from new stores established during the Financial Year 2024 was primarily on account of our expansion of new stores across India. Our store count increased during the financial year to 611 as of March 31, 2024 from 557 as of March 31, 2023.

Other income. Other income increased by 0.99% to ₹331.81 million for the Financial Year 2024 from ₹328.56 million for the Financial Year 2023, primarily due to increases in gain on sale of investments carried at fair value through profit or loss from ₹123.05 million to ₹132.33 million and interest income on security deposits at amortized cost to ₹74.45 million from ₹68.90 million. The increase in other income was partially offset by a decrease in waiver of lease rentals to nil from ₹41.24 million.

Total expenses. Total expenses increased by 15.80% to ₹83,241.76 million for the Financial Year 2024 from ₹71,883.62 million for the Financial Year 2023, primarily due to increases in cost of goods sold (which is the sum of purchases of stock-in-trade and changes in inventories of stock-in-trade), employee benefits expense, depreciation and amortization expense and other expenses, and partially offset by a decrease in finance costs.

Cost of goods sold. Our cost of goods sold (which is the sum of purchases of stock-in-trade and changes in inventories of stock-in-trade) increased by 16.64% to ₹64,460.53 million for the Financial Year 2024 from ₹55,263.32 million for the Financial Year 2023 primarily due to an increase in purchases of stock-in-trade and a decrease in inventories of stock-in-trade, as set forth below:

i. Purchases of stock-in-trade. Purchases of stock-in-trade increased by 10.71% to ₹64,208.47 million for the Financial Year 2024 from ₹57,997.17 million for the Financial Year 2023, primarily due to an increase in the volume of goods purchased by us during the Financial Year 2024 in line with the increase in sale of products during the Financial Year 2024.

ii. Changes in inventories of stock-in-trade. The changes in inventories of stock-in-trade was ₹252.06 million for the Financial Year 2024. We had inventories aggregating to ₹14,836.15 million at the beginning of the Financial Year 2024 and inventories aggregating to ₹14,584.09 million at the end of the Financial Year 2024.

The increase in our cost of goods sold of 16.64% between the Financial Year 2023 and 2024 was lower than the increase in revenue from operations of 17.48% for the same period, primarily on account of economies of scale derived from an increase in size of our operations, and a moderation in commodity prices.

Employee benefits expense. Employee benefits expense increased by 16.89% to ₹5,046.95 million for the Financial Year 2024 from ₹4,317.79 million for the Financial Year 2023, which was primarily due to an increase in salaries, wages and bonus to ₹4,469.96 million for the Financial Year 2024 from ₹3,766.48 million for the Financial Year 2023. This increase was mainly attributable to an increase in the number of our total employees in line with the increase in our store count during the Financial Year 2024. We had 15,571 employees as of March 31, 2024, as compared to 14,727 employees as of March 31, 2023. Salary increments during the Financial Year 2024 also contributed to an increase in our salaries, wages and bonus. During the Financial Year 2024, we also had an increase in our contribution to provident and other funds to ₹372.95 million for the Financial Year 2024 from ₹326.71 million for the Financial Year 2023, and an increase in staff welfare expenses to ₹169.30 million for the Financial Year 2024 from ₹141.87 million for the Financial Year 2023.

Depreciation and amortization expense. Depreciation and amortization expense increased by 12.10% to ₹5,172.93 million for the Financial Year 2024 from ₹4,614.44 million for the Financial Year 2023 primarily due to an increase in depreciation on property, plant and equipment to ₹1,340.51 million for the Financial Year 2024 from ₹1,103.86 million for the Financial Year 2023, an increase in amortization of right-of-use assets to ₹3,791.38 million for the Financial Year 2024 from ₹3,452.38 million for the Financial Year 2023, and a decrease in amortization of other intangible assets to ₹41.04 million for the Financial Year 2024 from ₹58.20 million for the Financial Year 2023. The increase in depreciation on property, plant and equipment was primarily on account of the establishment of new stores and distribution centers, and refurbishment of existing stores during the Financial Year 2024. The increase in amortization of right-of-use assets was primarily on account of the establishment of new stores during the Financial Year 2024.

Finance cost. Finance cost decreased by 11.07% to ₹1,435.38 million for the Financial Year 2024 from ₹1,614.02 million for the Financial Year 2023 primarily due to a decrease in interest expense on financial liabilities at amortized cost to ₹90.53 million for the Financial Year 2024 from ₹312.93 million for the Financial Year 2023, and a decrease in other borrowing costs to ₹2.75 million for the Financial Year 2024 from ₹21.23 million for the Financial Year 2023. This was partially offset by an increase in interest on lease liabilities to ₹1,342.10 million for the Financial Year 2024 from ₹1,279.86 million for the Financial Year 2023. The decreases in interest expense on financial liabilities and other borrowing costs were primarily on account of larger amounts of debt pre-payment by us during the Financial Year 2024 and the Financial Year 2023. The increase in interest on lease liabilities was primarily on account of the establishment of new stores during the Financial Year 2024.

Other expenses. Other expenses increased by 17.32% to ₹7,125.97 million for the Financial Year 2024 from ₹6,074.05 million for the Financial Year 2023 primarily due to:

(i) an increase in power and fuel expenses to ₹1,642.69 million for the Financial Year 2024 from ₹1,347.42 million for the Financial Year 2023, primarily on account of the establishment of new stores and a hike in power tariffs during the Financial Year 2024;

(ii) an increase in transportation expenses to ₹1,577.78 million for the Financial Year 2024 from ₹1,401.67 million for the Financial Year 2023, primarily on account of an increase in scale of our business; and

(iii) an increase in security charges to ₹572.56 million for the Financial Year 2024 from ₹481.54 million for the Financial Year 2023, primarily on account of an increase in scale of our business and wage hikes.

Tax expenses. Total tax expenses increased by 45.54% to ₹1,590.16 million for the Financial Year 2024 from ₹1,092.58 million for the Financial Year 2023, primarily due to higher current tax and deferred tax during the Financial Year 2024. For the Financial Year 2024, we had a current tax expense of ₹1,606.08 million and a deferred tax expense of ₹(15.92) million. For the Financial Year 2023, we had a current tax expense of ₹1,214.49 million and a deferred tax expense of ₹(121.91) million. The increase in total tax expenses was primarily on account of our higher profit before tax for the Financial Year 2024.

Profit for the year. As a result of the foregoing, our profit for the year increased by 43.78% to ₹4,619.35 million for the Financial Year 2024 from ₹3,212.73 million for the Financial Year 2023.

Financial Year 2023 compared to Financial Year 2022

Total income. Total income increased by 34.76% to ₹76,188.93 million for the Financial Year 2023 from ₹56,538.51 million for the Financial Year 2022 due to an increase in revenue from operations, partially offset by a decrease in other income.

Revenue from operations. Revenue from operations increased by 35.74% to ₹75,860.37 million for the Financial Year 2023 from ₹55,885.15 million for the Financial Year 2022, primarily due to an increase in sale of products from existing stores, and an increase in sale of products from new stores established during the Financial Year 2023.

The increase in sale of products from existing stores was primarily on account of an overall increase in sale of products across our apparel, general merchandise and fast-moving consumer goods product categories. The increase in sale of products across our three product categories contributed to our same-store sales growth of 25.16% for the Financial Year 2023. The increase in sale of products across our three product categories was primarily on account of our ability to curate a diverse merchandise mix at attractive price points to cater to all sections of the Indian population. The increase in sale of products across our three product categories was also on account of lower overall sale of products across our stores for the Financial Year 2022, due to the adverse effect of the COVID-19 pandemic on our business and operations during the Financial Year 2022 (in particular, during the first quarter of the Financial Year 2022).

The increase in sale of products from new stores established during the Financial Year 2023 was primarily on account of our expansion of new stores across India. Our store count increased to 557 as of March 31, 2023 from 501 as of March 31, 2022.

Other income. Other income decreased by 49.71% to ₹328.56 million for the Financial Year 2023 from ₹653.36 million for the Financial Year 2022, primarily due to a decrease in waiver of lease rentals to ₹41.24 million from ₹327.35 million. The decrease in other income was partially offset by an increase in gain on sale of investments carried at fair value through profit or loss to ₹123.05 million from ₹96.02 million.

Total expenses. Total expenses increased by 33.51% to ₹71,883.62 million for the Financial Year 2023 from ₹53,842.02 million for the Financial Year 2022, primarily due to increases in cost of goods sold (which is the sum of purchases of stock-in-trade and changes in inventories of stock-in-trade), employee benefits expense, depreciation and amortization expense and other expenses, partially offset by a decrease in finance costs.

<u>Cost of goods sold.</u> Our cost of goods sold (which is the sum of purchases of stock-in-trade and changes in inventories of stock-in-trade) increased by 37.66% to ₹55,263.31 million for the Financial Year 2023 from ₹40,146.07 million for the Financial Year 2022 primarily due to an increase in purchases of stock-in-trade and an increase in inventories of stock-in-trade, as set forth below:

i. <u>Purchases of stock-in-trade.</u> Purchases of stock-in-trade increased by 36.11% to ₹57,997.17 million for the Financial Year 2023 from ₹42,610.68 million for the Financial Year 2022, primarily due to an increase in the volume of goods purchased by us during the Financial Year 2023 in line with the increase in sale of products during the Financial Year 2023. The increase in purchases of stock-in-trade was also due to a significant inflation of commodity prices during the Financial Year 2023, which in turn resulted in an increase in cost of acquisition of our goods from vendors during the Financial Year 2023.

ii. <u>Increase in inventories of stock-in-trade.</u> The increase in inventories of stock-in-trade was ₹2,733.85 million for the Financial Year 2023. We had inventories aggregating to ₹12,102.30 million at the beginning of the Financial Year 2023 and inventories aggregating to ₹14,836.15 million at the end of the Financial Year 2023. This increase in inventory was due to an increase in the volume of goods purchased by us during the Financial Year 2023 in line with the increase in sale of products during the Financial Year 2023.

The increase in our cost of goods sold of 37.66% between the Financial Year 2022 and 2023 was higher than the increase in revenue from operations of 35.74% for the same period, primarily on account of significant inflation of commodity prices during the Financial Year 2023.

<u>Employee benefits expense.</u> Employee benefits expense increased by 27.86% to ₹4,317.79 million for the Financial Year 2023 from ₹3,377.06 million for the Financial Year 2022, which was primarily due to an increase in salaries, wages and bonus to ₹3,766.48 million for the Financial Year 2023 from ₹2,937.00 million for the Financial Year 2022. This increase was mainly attributable to an increase in the number of our total employees in line with the increase in our store count during the Financial Year 2023. We had 14,727 employees as of March 31, 2023, as compared to 13,111 employees as of March 31, 2022. Salary increments during the Financial Year 2023 also contributed to an increase in our salaries, wages and bonus. During the Financial Year 2023, we also had an increase in our contribution to provident and other funds to ₹326.71 million for the Financial Year 2023 from ₹253.46 million for the Financial Year 2022, and an increase in staff welfare expenses to ₹141.87 million for the Financial Year 2023 from ₹64.70 million for the Financial Year 2022.

<u>Depreciation and amortization expense.</u> Depreciation and amortization expense increased by 13.78% to ₹4,614.44 million for the Financial Year 2023 from ₹4,055.64 million for the Financial Year 2022 primarily due to an increase in amortization of right-of-use assets to ₹3,452.38 million for the Financial Year 2023 from ₹2,898.67 million for the Financial Year 2022, and an increase in amortization of other intangible assets to ₹58.20 million for the Financial Year 2023 from ₹52.14 million for the *Financial* Year 2022. The increase in amortization of right-of-use assets was primarily on account of the establishment of new stores during the Financial Year 2023.

<u>Finance cost.</u> Finance cost decreased by 16.72% to ₹1,614.02 million for the Financial Year 2023 from ₹1,938.08 million for the Financial Year 2022 primarily due to a decrease in interest expense on financial liabilities at amortized cost to ₹312.93 million for the Financial Year 2023 from ₹678.44 million for the Financial Year 2022, and a decrease in other borrowing costs to ₹21.23 million for the Financial Year 2023 from ₹49.23 million for the Financial Year 2022. This was partially offset by an increase in interest on lease liabilities to ₹1,279.86 million for the Financial Year 2023 from ₹1,210.41 million for the Financial Year 2022. The decreases in interest expense on financial liabilities and other borrowing costs were primarily on account of larger amounts of debt pre-payment by us during the Financial Year 2023. The increase in interest on lease liabilities was primarily on account of the establishment of new stores during the Financial Year 2023.

<u>Other expenses.</u> Other expenses increased by 40.44% to ₹6,074.05 million for the Financial Year 2023 from ₹4,325.17 million for the Financial Year 2022 primarily due to:

(i) an increase in power and fuel expenses to ₹1,347.42 million for the Financial Year 2023 from ₹851.71 million for the Financial Year 2022, primarily on account of the establishment of new stores and a hike in power tariffs during the Financial Year 2023, as well as the normalization of store operations during the Financial Year 2023 after the removal of various COVID-19 related restrictions, which were largely implemented during the Financial Year 2022;

(ii) an increase in transportation expenses to ₹1,401.67 million for the Financial Year 2023 from ₹1,038.45 million for the Financial Year 2022, primarily on account of an increase in scale of our business;

(iii) an increase in advertising and sales promotion expenses to ₹584.35 million for the Financial Year 2023 from ₹345.80 million for the Financial Year 2022, primarily on account of an increase in scale of our business; and

(iv) an increase in security charges to ₹481.54 million for the Financial Year 2023 from ₹352.89 million for the Financial Year 2022, primarily on account of an increase in scale of our business and wage hikes.

Tax expenses. Total tax expenses increased by 63.37% to ₹1,092.58 million for the Financial Year 2023 from ₹668.79 million for the Financial Year 2022, primarily due to higher current tax and deferred tax during the Financial Year 2023. For the Financial Year 2023, we had a current tax expense of ₹1,214.49 million and a deferred tax expense of ₹(121.91) million. For the Financial Year 2022, we had a current tax expense of ₹931.83 million and a deferred tax expense of ₹(263.04) million. The increase in total tax expenses was primarily on account of our higher profit before tax and a moderate increase in our effective tax rate by 0.60% during the Financial Year 2023.

Profit for the year. As a result of the foregoing, our profit for the year increased by 58.44% to ₹3,212.73 million for the Financial Year 2023 from ₹2,027.70 million for the Financial Year 2022.

Selected Restated Consolidated Statement of Assets and Liabilities

The table below sets forth certain components of our total assets, equity and liabilities as at the dates indicated in the table below:

Particulars	As at September 30,		As at March 31,		
	2024	2023	2024	2023	2022
	(₹ in millions)				
Total non-current assets	65,205.62	64,553.46	65,340.33	62,939.58	61,164.04
Trade receivables	290.14	196.09	317.42	41.53	23.18
Total current assets	30,311.86	22,496.52	19,720.51	19,949.50	21,015.72
Total equity	58,989.90	53,521.85	56,218.42	51,560.88	48,251.83
Total non-current liabilities	10,012.31	10,245.81	10,558.90	10,004.49	13,081.80
Total current liabilities	26,515.27	23,282.32	18,283.52	21,323.71	20,846.13

Our total non-current assets were ₹61,164.04 million as at March 31, 2022, increasing by 2.90% to ₹62,939.58 million as at March 31, 2023, further increasing by 3.81% to ₹65,340.33 million as at March 31, 2024, and decreasing marginally by 0.21% to ₹65,205.62 million as at September 30, 2024. The increase in our total non-current assets from March 31, 2022 to March 31, 2024 was primarily due to increases in our property, plant and equipment, right-of-use assets and deferred tax assets. The decrease in our total non-current assets from March 31, 2024 to September 30, 2024 was primarily due to a decrease in right-of-use assets.

Our trade receivables were ₹23.18 million as at March 31, 2022, increasing by 79.16% to ₹41.53 million as at March 31, 2023, further increasing significantly to ₹317.42 million as at March 31, 2024, and decreasing by 8.59% to ₹290.14 million as at September 30, 2024. The increase in our trade receivables from March 31, 2022 to March 31, 2024 was primarily due to increases in payments due for collection. The decrease in trade receivables from March 31, 2024 to September 30, 2024 was primarily due to payments collected during the period.

Our total current assets were ₹21,015.72 million as at March 31, 2022, decreasing by 5.07% to ₹19,949.50 million as at March 31, 2023, further decreasing by 1.15% to ₹19,720.51 million as at March 31, 2024, and increasing by 53.71% to ₹30,311.86 million as at September 30, 2024. The decrease in our total current assets from March 31, 2022 to March 31, 2024 was primarily due to decreases in current investments, cash and cash equivalents and bank balances other than cash and cash equivalents; partially offset by increases in inventories, other financial assets and other current assets. The increase in our total current assets from March 31, 2024 to September 30, 2024 was primarily due to a significant increase in current investments, inventories, and cash and cash equivalents.

Our total equity was ₹48,251.83 million as at March 31, 2022, increasing by 6.86% to ₹51,560.88 million as at March 31, 2023, further increasing by 9.03% to ₹56,218.42 million as at March 31, 2024, and further increasing by 4.93% to ₹58,989.90 million as at September 30, 2024. The increase in our total equity was primarily due to increases in our equity share capital and other equity including (i) share options outstanding, (ii) securities premium account and (iii) retained earnings.

Our total non-current liabilities were ₹13,081.80 million as at March 31, 2022, decreasing by 23.52% to ₹10,004.49 million as at March 31, 2023, increasing by 5.54% to ₹10,558.90 million as at March 31, 2024, and further decreasing by 5.18% to ₹10,012.31 million as at September 30, 2024. This was primarily due to decreases in our borrowings and increases in our lease liabilities and provisions.

Our total current liabilities were ₹20,846.13 million as at March 31, 2022, increasing by 2.29% to ₹21,323.71 million as at March 31, 2023, decreasing by 14.26% to ₹18,283.52 million as at March 31, 2024, and further increasing by 45.02% to ₹26,515.27 million as at September 30, 2024. The decrease in our total current liabilities from March 31, 2022 to March 31, 2024 was primarily due to decreases in our borrowings and total outstanding dues of creditors other than micro enterprises and small enterprises and increases in our leases liabilities and total outstanding dues of micro enterprises and small enterprises.

The increase in our total current liabilities from March 31, 2024 to September 30, 2024 was due to an increase in total outstanding dues of creditors other than micro enterprises and small enterprises, and total outstanding dues of micro enterprises and small enterprises, partially offset by decrease in lease liabilities and other financial liabilities.

Liquidity and Capital Resources

Our primary sources of liquidity include cash generated from operations and working capital optimization. As of September 30, 2024, we had cash and cash equivalents of ₹1,945.01 million.

Our financing requirements are primarily for working capital and investments in our business such as capital expenditures. We expect that cash flow from operations will continue to be our principal sources of funds in the long-term. We evaluate our funding requirements periodically in light of our net cash flow from operating activities, the requirements of our business and operations, expansion opportunities and market conditions.

Cash Flows

The following table summarizes our restated consolidated cash flows data for the years indicated:

Particulars	**For the six months period ended September 30,**		**For the Financial Year ended March 31,**		
	2024	**2023**	**2024**	**2023**	**2022**
	(₹ in million)				
Net cash from operating activities	9,918.37	4,865.48	8,296.70	6,355.34	6,570.97
Net cash (used in)/from investing activities	(6,215.28)	(1,400.75)	(1,300.54)	1,773.37	271.97
Net cash used in financing activities	(2,627.67)	(2,794.15)	(6,581.54)	(8,645.34)	(7,104.87)
Net increase/(decrease) in cash and cash equivalents	**1,075.42**	**670.58**	**414.62**	**(516.63)**	**(261.93)**
Cash and cash equivalent at the beginning of the period/year	869.59	454.97	454.97	971.60	1,233.53
Cash and cash equivalent at the end of the period/year	**1,945.01**	**1,125.55**	**869.59**	**454.97**	**971.60**

Net cash from operating activities

Net cash from operating activities was ₹9,918.37 million in the six months period ended September 30, 2024. We had profit before tax of ₹3,416.47 million for the six months period ended September 30, 2024, which was primarily adjusted for depreciation and amortization expense of ₹2,788.74 million, finance costs of ₹684.16 million and share based payment expense of ₹246.46 million. This was further adjusted for increase in trade payables of ₹8,353.25 million, increase in inventories of ₹3,840.91 million and increase in other financial assets of ₹272.07 million, among others. As a result, cash generated from operations for the six months period ended September 30, 2024 was ₹10,968.64 million before adjusting for income tax paid (net) of ₹1,050.27 million.

Net cash from operating activities was ₹4,865.48 million in the six months period ended September 30, 2023. We had profit before tax of ₹2,636.50 million for the six months period ended September 30, 2023, which was primarily adjusted for depreciation and amortization expense of ₹2,491.47 million and finance costs of ₹742.88 million. This was further adjusted for increase in trade payables of ₹1,107.74 million, increase in inventories of ₹1,022.93 million and increase in other assets of ₹273.98 million. As a result, cash generated from operations for the six months period ended September 30, 2023 was ₹5,571.00 million before adjusting for income tax paid (net) of ₹705.52 million.

Net cash from operating activities was ₹8,296.70 million in the Financial Year 2024. We had profit before tax of ₹6,209.51 million for the Financial Year 2024, which was primarily adjusted for depreciation and amortization expense of ₹5,172.93 million and finance costs of ₹1,435.38 million. This was further adjusted for working capital changes, which primarily consisted of decrease in trade payables of ₹2,738.65 million, increase in trade receivables of ₹275.89 million and increase in other assets of ₹236.90 million. As a result, cash generated from operations in the Financial Year 2024 was ₹9,793.51 million before adjusting for income tax paid (net) of ₹1,496.81 million.

Net cash from operating activities was ₹6,355.34 million in the Financial Year 2023. We had profit before tax of ₹4,305.31 million for the Financial Year 2023, which was primarily adjusted for depreciation and amortization of ₹4,614.44 million and finance costs of ₹1,614.02 million. This was further adjusted for working capital changes, which primarily consisted of increase in inventories of ₹2,747.59 million, increase in other assets of ₹383.93 million, increase in trade payables of ₹478.94 million and increase in other financial assets of ₹57.39 million. As a result, cash generated from operations in the Financial Year 2023 was ₹7,600.05 million before adjusting for income tax paid (net) of ₹1,244.71 million.

Net cash from operating activities was ₹6,570.97 million in the Financial Year 2022. We had profit before tax of ₹2,696.49 million for the Financial Year 2022, which was primarily adjusted for depreciation and amortization of ₹4,055.64 million and finance costs of ₹1,938.08 million. This was further adjusted for working capital changes, which primarily consisted of increase in inventories of ₹2,464.46 million, increase in other assets of ₹514.92 million, increase in trade payables of ₹1,854.03 million and increase in other financial assets of ₹90.95 million. As a result, cash generated from operations in the Financial Year 2022 was ₹7,270.77 million before adjusting for income tax paid (net) of ₹699.80 million.

Net cash (used in)/ from investing activities

Net cash used in investing activities was ₹6,215.28 million for the six months period ended September 30, 2024. This was primarily due to purchase of investments in mutual funds of ₹8,829.54 million, purchase of property, plant and equipment (including capital work-in-progress, capital advances and capital creditors) of ₹1,181.34 million and placement of fixed deposits of ₹570.40 million; partially offset by proceeds from sale of mutual funds of ₹4,282.94 million and interest received of ₹43.36 million.

Net cash used in investing activities was ₹1,400.75 million for the six months period ended September 30, 2023. This was primarily due to purchase of investments in mutual funds of ₹3,559.82 million and purchase of property, plant and equipment (including capital work-in-progress, capital advances and capital creditors) of ₹1,110.69 million; partially offset by proceeds from sale of mutual funds of ₹3,000.00 million and proceeds from redemption of fixed deposits of ₹281.25 million.

Net cash used in investing activities was ₹1,300.54 million in the Financial Year 2024. This was primarily due to purchase of investments in mutual funds of ₹10,009.50 million, purchase of property, plant and equipment (including capital work-in-progress, capital advances and capital creditors) of ₹2,493.57 million and placement of fixed deposits of ₹180.23 million; partially offset by proceeds from sale of mutual funds of ₹10,492.63 million and proceeds from redemption of fixed deposits of ₹782.71 million.

Net cash from investing activities was ₹1,773.37 million in the Financial Year 2023. This was primarily due to proceeds from sale of mutual funds of ₹13,480.57 million, proceeds from redemption of fixed deposits of ₹705.03 million and interest received of ₹51.23 million; partially offset by purchase of investments in mutual funds of ₹9,539.58 million, purchase of property, plant and equipment (including capital work-in-progress, capital advances and capital creditors) of ₹2,224.19 million and placement of fixed deposits of ₹736.60 million.

Net cash from investing activities was ₹271.97 million in the Financial Year 2022. This was primarily due to proceeds from sale of mutual funds of ₹10,539.80 million, proceeds from redemption of fixed deposits of ₹716.00 million and interest received of ₹46.79 million; partially offset by purchase of investments in mutual funds of ₹9,109.43 million and purchase of property, plant and equipment (including capital work-in-progress, capital advances and capital creditors) of ₹1,577.92 million.

Net cash used in financing activities

Net cash used in financing activities was ₹2,627.67 million in the six months period ended September 30, 2024. This was primarily due to payment of principal portion of lease liabilities of ₹1,943.51 million and interest paid of ₹684.16 million.

Net cash used in financing activities was ₹2,794.15 million in the six months period ended September 30, 2023. This was primarily due to payment of principal portion of lease liabilities of ₹1,888.77 million, interest paid of ₹698.21 million and repayment of non-current borrowings of ₹203.95 million.

Net cash used in financing activities was ₹6,581.54 million in the Financial Year 2024. This was primarily due to payment of principal portion of lease liabilities of ₹3,831.01 million, repayment of non-current borrowings of ₹1,333.25 million, interest paid of ₹1,435.38 million and payment on repurchase of employee share options of ₹3.22 million; partially offset by proceeds from issue of equity shares of ₹21.32 million.

Net cash used in financing activities was ₹8,645.34 million in the Financial Year 2023. This was primarily due to payment of principal portion of lease liabilities of ₹3,414.21 million, repayment of non-current borrowings of ₹3,638.98 million, interest paid of ₹1,614.02 million and payment on repurchase of employee share options of ₹15.00 million; partially offset by proceeds from issue of equity shares of ₹36.87 million.

Net cash used in financing activities was ₹7,104.87 million in the Financial Year 2022. This was primarily due to repayment of non-convertible debentures of ₹7,699.18 million, payment of principal portion of lease liabilities of ₹2,661.59 million, interest paid of ₹1,938.08 million and payment on repurchase of employee share options of ₹9.80 million; partially offset by proceeds from non-current borrowings of ₹4,972.27 million and proceeds from issue of equity shares of ₹231.51 million.

Capital Expenditures

Our capital expenditures primarily relate to capital work-in-progress (including stores, computers, software and systems). The following table sets forth details of our capital expenditures for the years indicated:

Particulars	For the six months period ended September 30,		For the Financial Year ended March 31,		
	2024	2023	2024	2023	2022
	(₹ in million)				
Capital work-in-progress	352.72	891.28	383.32	685.22	111.40
Total	**352.72**	**891.28**	**383.32**	**685.22**	**111.40**

Financial Indebtedness

As of September 30, 2024, we had total borrowings (which is calculated as the sum of non-current borrowings and current borrowings) amounting to nil. For further details related to our indebtedness, see "*Financial Indebtedness*" on page 296.

Capital and Other Commitments

As of September 30, 2024, our estimated amount of contracts remaining to be executed on capital account and not provided for (net of advances) was ₹327.94 million.

The following table sets forth a summary of the maturity profile of our contractual obligations with definitive payment terms as of September 30, 2024:

Contractual maturities of financial liabilities	Carrying amounts as at September 30, 2024	Contractual Cash Flows				
		Total	Payable on demand	Less than 1 year	1–5 years	More than 5 years
	(₹ in million)					
Trade payables	20,534.21	20,534.21	-	20,534.21	-	-
Lease liabilities (including interest)	14,094.92	17,605.09	-	4,749.57	10,828.21	2,027.31
Other financial liabilities	752.60	752.60	-	752.60	-	-
Total liabilities	**35,381.73**	**38,891.90**	**-**	**26,036.38**	**10,828.21**	**2,027.31**

Contingent Liabilities

As of September 30, 2024, we had disclosed the following contingent liabilities (that had not been provided for) in our Restated Consolidated Financial Statements as per Ind AS 37:

Particulars	As at September 30, 2024
	(₹ in million)
Income tax matters - amount paid under protest ₹28.32 million (September 30, 2023: ₹28.32 million; March 31, 2024: ₹28.32 million; March 31, 2023: ₹28.32 million; March 31, 2022: ₹15.55 million)	97.88
Sales tax matters - amount paid under protest ₹14.86 million (September 30, 2023: ₹14.17 million; March 31, 2024: ₹13.90 million; March 31, 2023: ₹13.68 million; March 31, 2022: ₹13.68 million)	44.06
Other matters (Includes various other claims made by vendors, ex-employees and various government authorities.)	464.67
Total	**606.61**

For further details on our contingent liabilities, see "*Risk Factors – We have contingent liabilities, and our financial condition could be adversely affected if these contingent liabilities materialize.*" on page 36.

Off-Balance Sheet Commitments and Arrangements

We do not have any off-balance sheet arrangements, derivative instruments, swap transactions or relationships with affiliates or other unconsolidated entities or financial partnerships that would have been established for the purpose of facilitating off-balance sheet arrangements.

Related party transactions

We have engaged in the past, and may engage in the future, in transactions with related parties. For details of our related party transactions, see "*Other Financial Information — Related Party Transactions*" on page 266.

Quantitative and Qualitative Analysis of Market Risks

We are exposed to various types of market risks during the normal course of business. The market risks we are exposed to include foreign currency risk and price risk.

Foreign currency risk

While we currently do not have any exposure to foreign currency risk, we have in the past been exposed to foreign currency risk arising from foreign currency transactions, primarily related to trade payables which are denominated in U.S. dollars. We do not anticipate material exposure to foreign currency risk in the future. Foreign currency risk arises from future commercial transactions and recognized liabilities denominated in a currency that is not our functional currency (₹). As of September 30, 2024 and 2023, and March 31, 2024, 2023 and 2022, our foreign currency exposure relating to import payables was nil, nil, nil, nil and ₹16.81 million, respectively.

Price risk

We are exposed to price risk arising from our investments in mutual funds. To mitigate price risk arising from our investments in mutual funds, we diversify our portfolio of investments into other financial instruments such as bank deposits.

Unusual or Infrequent Events or Transactions

Except as disclosed in this Red Herring Prospectus, to our knowledge, there have been no unusual or infrequent events or transactions that have in the past or may in the future affect our business operations or future financial performance.

Known Trends or Uncertainties

Our business has been subject, and we expect it to continue to be subject, to significant economic changes arising from the trends identified above in "*– Significant Factors Affecting Our Results of Operations*" and the uncertainties described in "*Risk Factors*", on pages 269 and 22, respectively. Except as disclosed in this Red Herring Prospectus, there are no known trends or uncertainties that have or had or are expected to have a material adverse impact on our revenues or income.

Future Relationship between Cost and Revenue

Other than as described in "*Risk Factors*", "*Our Business*" and above in "*– Significant Factors Affecting our Results of Operations*" on pages 22, 137 and 269, respectively, to our knowledge, there are no known factors that may adversely affect our business prospects, results of operations and financial condition.

New Products or Business Segments

Except as disclosed in this Red Herring Prospectus, including as described in "*Our Business*" on page 137, there are no new products or business segments that have or are expected to have a material impact on our business prospects, results of operations or financial condition.

Vendor or Customer Concentration

We do not have any material dependence on a single or few vendors. We have a wide customer base and do not have any material dependence on any particular customer.

Competitive Conditions

We operate in a highly competitive industry and we expect competition in our industry from existing and potential competitors to intensify. For details, refer to the discussions of our competition in the sections "*Risk Factors*", "*Industry Overview*" and "*Our Business*" on pages 22, 108 and 137, respectively.

Seasonality

Our business is subject to seasonality. For details, see "*Risk Factors – Our business is subject to seasonality, which may contribute to fluctuations in our results of operations*" on page 39.

Significant Developments Occurring After September 30, 2024

To our knowledge, no circumstances have arisen since the date of the Restated Consolidated Financial Information as disclosed in this Red Herring Prospectus which materially and adversely affect or are likely to affect our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months.

Recent Accounting Pronouncements

As of the date of this Red Herring Prospectus, there are no recent accounting pronouncements, which would have a material effect on our financial condition or results of operations.

CAPITALISATION STATEMENT

The following table sets forth our Company's capitalization as at September 30, 2024, on the basis of amounts derived from our Restated Consolidated Financial Information, and as adjusted for the Offer. This table should be read in conjunction with the sections titled "*Risk Factors*", "*Restated Consolidated Financial Information*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*", on pages 22, 197 and 267, respectively.

(₹ in millions, unless otherwise specified)

Particulars[(3)]	**Pre-Offer as at September 30, 2024**	**As adjusted for the proposed Offer[(4)]**
Current borrowings (A)	-	-
Non-current borrowings (including current maturity) (B)	-	-
Total borrowings (C=A+B)	-	-
Equity Share capital (D)	45,087.19	-
Instrument entirely equity in nature (E)	-	
Other equity (F)	13,902.71	-
Total equity (G=D+E+F)	58,989.90	-
Ratio: Total borrowings / Total equity (C/G)	**-**	-

Notes:

1. The above statement has been prepared for the purpose of disclosing in this Red Herring Prospectus to be filed in connection with the Offer, in accordance with the requirements prescribed under Schedule VI of the SEBI ICDR Regulations.

2. The above statement has been computed on the basis of the Restated Financial Information for the period ended September 30, 2024.

3. These terms shall carry the meaning as per Schedule III of the Companies Act, 2013, as amended.

4. There will be no change in capital structure post the Offer since it is an initial public offering by way of an Offer for Sale by the Promoter Selling Shareholder

FINANCIAL INDEBTEDNESS

Our Board is authorised to borrow such sums of money as may be required for the purpose of the business of our Company as prescribed under applicable laws. For details regarding the borrowing powers of our Board, please see "*Our Management – Borrowing Powers of the Board*" on page 180.

A brief summary of our financial indebtedness as on October 31, 2024 is set out below:

Category of borrowing	Sanctioned Amount (₹ in million) as on October 31, 2024	Outstanding amount (₹ in million) as on October 31, 2024
Secured	**2,550.00**	**32.11**
Fund Based		
Working capital facilities	**2,500.00**	-
Non-fund Based		
Working capital facilities	50.00	**32.11**
Unsecured	-	-
Total	**2,550.00**	**32.11**

Principal terms of the subsisting borrowings availed by our Company:

1. **Purpose:** The facilities were availed by our Company to meet the working capital requirements.

2. **Interest:** Interest rate charged by the lenders for working capital loans availed by our Company typically ranges from 8.25% per annum to 3 Month MCLR+1.50% per annum presently 9.20% per annum and is based on external credit ratings of our Company.

3. **Tenor:** The tenor of working capital facilities availed by our Company typically on demand followed by 180 days.

4. **Security:** In terms of the borrowings by our Company where security needs to be created, security is created *inter-alia* by charge over current assets, movable and immovable assets, plants and machinery etc.

5. **Re-payment:** The re-payment period for the working capital facilities availed by our Company is on demand.

6. **Events of default:** Borrowing arrangements entered into by our Company contain standard events of default, including among others:

   - Failure or inability to pay amount on due dates;
   - Change in control;
   - Failure to pay accrued interest;
   - Any notice in relation to actual or threatened liquidation, dissolution, bankruptcy or insolvency of our Company;
   - Change of general nature or cessation of business;
   - Incorrect or false information;
   - Cross defaults across other borrowings of our Company;
   - Breach of any terms and conditions, including financial covenants in the loan documents; and
   - Any other event or circumstance that has a material adverse effect on the lender.

This is an indicative list and there may be additional terms that may amount to an event of default under the various borrowing arrangements entered into by our Company.

7. **Consequences of occurrence of events of default:** In terms of our facility agreements and sanction letters, the following, among others, are the consequences of occurrence of events of default, whereby the lenders may:

   - Terminate either whole or part of the facility;
   - Declare any or all amounts under the facility, either whole or in part, as immediately due and payable to the lenders;
   - Recover entire dues payable;
   - Enforce security; and
   - Cancel the undrawn commitment of the facility.

This is an indicative list and there may be such other additional terms under the various borrowing arrangements entered into by our Company.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND MATERIAL DEVELOPMENTS

*Except as disclosed in this section, as on the date of this Red Herring Prospectus, there is no outstanding (i) criminal proceeding; (ii) action taken by regulatory or statutory authorities; (iii) claim related to direct and indirect taxes (in a consolidated manner); and (iv) other pending litigation as determined to be material as per the materiality policy adopted pursuant to a resolution passed by our Board on July 4, 2024 in each case involving our Company, our Subsidiaries, Promoters and Directors (collectively, the "**Relevant Parties**"). Further, except as disclosed in this section, there are no disciplinary actions including penalties imposed by SEBI or the Stock Exchanges against our Promoters in the last five financial years, including any outstanding action.*

For the purpose of identification of material litigation in (iv) above, our Board has, pursuant to its resolution passed on July 4, 2024, considered and adopted the following policy on materiality with regard to outstanding litigation involving the Relevant Parties to be disclosed in this Red Herring Prospectus:

All outstanding litigation, involving the Relevant Parties, other than (i) outstanding criminal proceedings (including matters at FIR stage where no/some cognizance has been taken by any court); (ii) outstanding actions by regulatory authorities and statutory authorities, (iii) disciplinary action including penalty imposed by SEBI or stock exchanges against our Promoters in the last five financial years including outstanding action and (iv) any outstanding tax matters (direct or indirect), would be considered 'material' if:

(a) such matters involve our Company, Subsidiaries, Directors and our Promoters, where the monetary amount of claim by or against the respective entity in any such pending proceeding is in excess of ₹46.19 million, which is 1% of the restated profit after tax of our Company;

(b) where such matter involves our Directors and Promoters, in addition to the cases which shall be considered material in terms of (a) above, in which our Directors and Promoters are a party to, all outstanding civil litigation against our Directors and Promoters where an adverse outcome would materially and adversely affect our Company;

(c) pending litigations where the decision in one litigation is likely to affect the decision in similar litigations, even though the amount involved in an individual litigation may not exceed ₹46.19 million for litigation involving our Company, Subsidiaries, Directors and our Promoters; and

(d) pending litigations where the monetary liability is not quantifiable or where the aggregate monetary amount involved in such litigation does not exceed the materiality threshold as defined above, but the outcome of such legal proceedings could have a material adverse effect on the business, operations, or financial position, or reputation of our Company.

It is clarified that for the above purposes, pre-litigation notices received by the Relevant Parties (excluding those notices issued by statutory or regulatory or taxation authorities), have not been considered as litigation until such time that any of the Relevant Parties are impleaded as a defendant in the litigation proceedings before any judicial forum or arbitral forum.

We have also disclosed matters relating to direct and indirect taxes involving the Relevant Parties in a consolidated manner giving details of number of cases and total amount involved in such claims.

Except as stated in this section, there are no material outstanding dues to creditors of our Company. For this purpose, our Board has, pursuant to its resolution passed on July 4, 2024 considered and adopted a policy of materiality for identification of material outstanding dues to creditors. In terms of this materiality policy, outstanding dues to any creditor of our Company having a monetary value which exceeds 5% of the total trade payables of our Company as of September 30, 2024 shall be considered as 'material'. The total trade payable of our Company as on September 30, 2024 were ₹20,534.21 million. Accordingly, as on September 30, 2024 any outstanding dues exceeding ₹1,026.71 million have been considered as material outstanding dues for the purposes of disclosure in this section.

*For outstanding dues to any micro, small or medium enterprise ("**MSME**"), the disclosure shall be based on information available with our Company regarding the status of the creditor as defined under the Micro, Small and Medium Enterprises Development Act, 2006 as amended, read with the rules and notification thereunder.*

Litigation involving our Company

Litigation against our Company

Material Civil Litigation

Chandra Mukhi Impex Limited ("Applicant") filed an application for delayed payment before the West Bengal Micro Small Enterprise Facilitation Council, Kolkata, West Bengal on March 2, 2024. The Applicant alleged delayed payments by our

Company to the tune of ₹51.81 million in connection with goods purchased by our Company from the Applicant. The matter is currently pending.

Criminal Litigation

1. A criminal revision application was filed by a third party on October 18, 2022 before the court of District Judge – 17 and Additional Sessions Judge of Pune under Sections 120B, 420, 406, 407, 467, 468, 482, 483, 485, 486, 487, 489, 499, 500, 506, 507 read with Section 34 of Indian Penal Code, 1860 against 32 separate independent entities, including our Company, for illegally selling candies in the supermarkets and misusing forged images on labels, wrappers and pouches of the candies and thus, forging a replica of a legally registered design without prior permission and authorization from the third party. Pursuant to an order dated January 17, 2023 issued by the Superintendent, District and Sessions Court, Pune, the parties have been summoned before the court of District Judge – 17 and Additional Sessions Judge of Pune. This matter is currently pending.

Actions Taken by Regulatory and Statutory Authorities

Directives by the Directorate of Enforcement

1. Our Company has received a directive dated February 25, 2021, from the Assistant Director, Directorate of Enforcement, Ministry of Finance, Department of Revenue, Government of India ("**ED**") – New Delhi, as part of investigation under Section 37 of the Foreign Exchange Management Act, 1999 read with section 133(6) of the Income Tax Act, 1961 to furnish and / or obtain information and documents from our Company and the Pre-merger VMMPL, including in relation to (a) capital structure, shareholding pattern, directors, promoters, shareholders' agreements/arrangements (if any) and details of our stores operated since 2010-11 along with copies of rental/ownership agreements; (b) details of investments made by, including foreign direct investment received and relevant forms submitted to RBI in respect of receipt of foreign direct investment, (c) balance sheets along with director's report, and other statutory reports, (d) incorporation documents, (e) all bank accounts, (f) documentary evidences showing the change of name of our Company, (g) the merger of Pre-merger VMMPL with our Company and other information. Our Company submitted the requisite information with the ED on March 17, 2021.

   Subsequently, our Company received a directive dated December 1, 2023, from the Assistant Director, ED, New Delhi, under Section 37 of the Foreign Exchange Management Act, 1999 read with section 133(6) of the Income Tax Act, 1961 to furnish and / or obtain information documents from our Company and the Pre-merger VMMPL, including in relation to (a) details of investments made by Partners Group and Kedaara Capital Fund-II in our Company, (b) foreign direct investments made in our Company and our subsidiaries since incorporation, (c) details of entities from where the raw as well as manufactured / processed products were procured (d) details of the franchise business model, (e) details of persons / entities to whom goods were supplied for a value greater than and lesser than ₹ 10 crore in a financial year since November, 2010, (f) details of step down investment, (g) the documentary evidences of the Scheme of Amalgamation and other information (h) agreements with all franchised stores since incorporation; (i) business relationship between our Company and Airplaza Retail Holdings Private Limited. Our Company submitted the requisite information on December 20, 2023. As on the date of this Red Herring Prospectus, our Company has not received any further communication from the ED in this respect. Section 37 of the FEMA empowers the Directorate of Enforcement to conduct an investigation in relation to a contravention of section 13 of FEMA. If a contravention of section 13 of FEMA is found upon adjudication, our Company may be liable to a penalty of up to thrice the sum involved where such amount is quantifiable or up to ₹ 0.20 million where the amount is not quantifiable and where such contravention is continuous in nature further penalty which may extend to five thousand rupees for every day after the first day during which the contravention continues.

Notice by the Ministry of Corporate Affairs

1. Our Company has received a notice under Section 206(1) of the Companies Act, 2013, as amended, dated February 12, 2024, from the Deputy Registrar of Companies, Ministry of Corporate Affairs, Office of Registrar of Companies, New Delhi, Government of India ("MCA") to furnish information and documents in relation to the significant beneficial owners ("SBO") of our Company, including identification of SBOs, documents in relation to compliance with Companies Act and the SBO Rules, details of the relevant form filings in this regard. The MCA sought information relating to (a) the actions taken by our Company to identify its significant beneficial owner, (b) details of the individual who exercised significant control / influence on our Company, (c) all BEN-4 notices issued by our Company, (d) application moved before the National Company Law Tribunal on the grounds that no reply was received by our Company, (e) details of upstream entities up to the ultimate holding company and (f) other information. Our Company submitted the requisite information in respect of our Company on March 11, 2024. Subsequently, our Company received a letter dated May 10, 2024, from the MCA to furnish the similar details as requested in its letter dated February 12, 2024 as the physical copies of the annexures were, allegedly not received and the queries were, as per MCA, not satisfactorily responded to. Our Company has responded and submitted the requisite information on May 24, 2024 to the MCA. The details of the point-wise response submitted to MCA is as follows (a) In compliance with Section 90 of the Companies Act, 2013 read with The Companies (Significant Beneficial Owners) Rules, 2018 ("SBO Rules") as amended, our Company issued a notice to Samayat Services LLP in Form BEN-4 along with form

BEN-1 on November 21, 2023, (b) no individual, acting alone or together, directly or indirectly has the right to exercise or actually exercises significant influence on our Company. No individual exercises control over our Company and there are no shareholders agreements entered by our Company, (c) our Company issued a notice to Samayat Services LLP in Form BEN-4 along with Form BEN-1 on November 21, 2023, (d) our Company received a response from Samayat Services LLP on December 20, 2023, within specified timeframe. The Company found response satisfactory, and therefore no application was moved before the National Company Law Tribunal, (e) Samayat Services LLP is holding approximately 99% of the issued, subscribed, and paid-up Equity Share capital of our Company. Samayat Services LLP has three partners viz. (i) Rishay Services LLP (ii) PG Kaziranga Limited and (iii) Rishanth Services LLP. Further, Rishay Services LLP in turn has three partners viz. (i) Rishanth Services LLP; (ii) PG Kaziranga Limited; and (iii) Kedaara Capital Fund II LLP. Furthermore, Rishanth Services LLP, has two partners viz. (i) Kedaara Capital Fund II LLP and (ii)Kedaara Richvest Limited. Kedaara Capital Fund II LLP is a pooled vehicle and does not have a single individual unit holder who will have more than 10% beneficial interest in our Company or right to exercise significant influence or control and is exempted under rule 8 of the SBO Rules. As per the provisions of section 206(1) of the Companies Act, 2013, as amended any default in compliance may result in fine which may extend to ₹ 0.10 million on our Company and every officer in default and for continuing defaults, additional fine which may extend up to five hundred rupees for every day after the first day during which the default continues. As on the date of this Red Herring Prospectus, our Company has not received any further communication from the MCA in this respect.

Food Safety and Standards Act, 2006

1. A complaint was filed against one of the employee and Director of the Company by the food safety officer before Additional District Magistrate, Khordha on October 29, 2021, under section 51 of the Food Safety and Standards Act, 2006 ("**FSS Act**"). The complainant alleged that the sample of "First Crop Kachighani Mustard Oil" was substandard as it did not meet the specified standard under the FSS Act. This matter is currently pending.

2. 15 complaints were filed against the store managers of ARHPL and our Company by various food safety officers before various authorities, including judicial and executive magistrates such as the Additional District Magistrate and the Additional District Collector of various jurisdictions under various sections of the Food Safety and Standards Act, 2006 ("**FSS Act**") such as Section 26, 27, 51, 52 and 58 alleging that products were misbranded and substandard due to non-conformity to the standards of various substances in the sample (such as NaCl and cotton seed oil levels in the sample), non-conformity to the manner in which batch number, packaging date, ingredients and nutritional information were to be declared on the label and violation of provisions of the Food Safety and Standard (Packaging and labelling) Regulations, 2011 and other applicable regulations under the FSS Act. These matters are currently pending.

3. Our Company has filed appeals in 3 cases before the Food Safety Appellate Tribunals at Agra, Uttar Pradesh and Meerut, Uttar Pradesh under Section 70 of the Food Safety and Standards Act, 2006 ("**FSS Act**"), against orders passed by various authorities, including judicial and executive magistrates such as the Additional District Magistrate and the Additional District Collector of various jurisdictions holding that the samples were misbranded or sub-standard ("**Orders**"), stating, various grounds including that the Orders were bad in law and contrary to actual facts, leading to miscarriage of justice, non-compliance of Rule 3.1 of the Food Safety and Standards Rules, 2011, manufacturer of the food product not being impleaded, non-receipt of notice under Section 46(4) of the FSS Act to appeal against the findings of the food analyst's report. These matters are currently pending.

Legal Metrology Act, 2009

1. Our Company received 11 notices including two notices where ARHPL is also included as a party ("**Notices**") from the legal metrology authorities of Uttar Pradesh, Andhra Pradesh, Haryana, Jammu & Kashmir and Madhya Pradesh ("**LM Authorities**") for alleged violations under, *inter alia*, sections 11, 12, 18 and 36 of the Legal Metrology Act, 2009 ("**LM Act**"). The LM Authorities have alleged, *inter alia*, incorrect disclosure of unit sale price, net weight, non-disclosure of mandatory declarations on boxes and labels such as name and address of manufacturer, date of manufacture and non-disclosure of symbols indicating vegetarian and non-vegetarian food on product labels. The matters are currently pending.

Litigation by our Company

Material Civil Litigation

1. Our Company filed a commercial suit dated April 10, 2024 against Manorama Aggarwal ("**Respondent No. 1**") and Rohit Aggarwal ("**Respondent No. 2**" and together with Respondent 1, the "**Respondents**") before the Hon'ble District Court, Gurugram under section 2 C (XVIII) of the Commercial Courts Act, 2015. The present dispute arose in connection with the purchase of, *inter alia*, batteries, currency counting machines and other products ("**Products**") by our Company from Respondent No. 1, the proprietor of M/s MA Sales Corporation. Our Company alleged that Respondent No. 1 colluded with Respondent No. 2, a former employee of our Company and supplied sub-standard Products at inflated prices causing wrongful loss to our Company to the tune of ₹43.80 million. Our Company sought a recovery of ₹ 64.22 million along with pendente lite interest and future interest from the Respondents. The matter is currently pending.

Criminal Litigation

1. A complaint was filed by our Company under Section 138 of the Negotiable Instruments Act, 1881, before the court of the Learned Judicial Magistrate First Class, Gurugram, on August 10, 2020 against a then employee of our Company for issuing a cheque of ₹ 6.32 million to our Company, to discharge his liability towards our Company, which was dishonored. The matter is currently pending.

2. A criminal complaint was filed by our Company under Section 200 and 156 (3) of Code of Criminal Procedure, 1973 before the Learned Chief Judicial Magistrate, Gurugram, Haryana, on November 6, 2023 against a the then employee of one of our Subsidiary, Airplaza Retail Holding Private Limited, and their mother ("**Accused**") requesting to register a first incident report and inquiry against the Accused under Sections 406, 420, 467, 471 and 120 B of the Indian Penal Code, 1860 for cheating, fraud and breach of trust amongst other criminal offences to cause wrongful loss to our Company. This matter is currently pending.

Litigation involving our Subsidiaries

Litigation against our Subsidiary, Air Plaza Retail Holding Private Limited ("ARHPL")

Material Civil Litigation

1. Prakash Kaur and Jaswant Singh ("**Claimants**") filed a statement of claim against ARHPL before the Arbitral Tribunal of Hon'ble Justice N.K. Sodhi ("**Arbitrator**") on January 10, 2017 claiming an amount ₹87.06 million along with interest and other costs from ARHPL in connection with a registered lease agreement dated May 7, 2013 ("**Principal Agreement**") and a subsequent supplementary agreement dated December 10, 2014 ("**Supplementary Agreement**" and together with Principal Agreement, "**Agreements")** executed between the Claimants and ARHPL. In the aforesaid statement of claim, the Claimants alleged that the termination of the Agreements by ARHPL, during the lock in period was contrary to terms of the Supplementary Agreement and was liable to be set aside. Subsequently, the Arbitrator by way of an award dated March 14, 2018 ("**Arbitral Award**") rejected the claims of the Claimants *inter alia*, on the grounds that the Supplementary Agreement was not a registered document and as a result was inadmissible as evidence. Aggrieved by the Arbitral Award, the Claimants preferred a petition ("**Petition**") under section 34 of the Arbitration and Conciliation Act, 1996 before the Additional District Judge-Cum-Presiding Judge, Special Commercial Court, Gurugram ("**Additional District Judge**") to set aside the Arbitral Award. The Additional District Judge by an order dated March 30, 2019 ("**Order**") have dismissed the Petition. Aggrieved by the Order, the Claimants preferred an appeal before the High Court of Punjab and Haryana at Chandigarh. The matter is currently pending.

Material Tax Litigation

1. ARHPL has received a demand notice ("**Demand Notice**") and assessment order ("**Assessment Order**"), each dated September 22, 2022, demanding a sum of ₹55.12 million, alleging, *inter alia*, that our Company was disallowed (a) depreciation on goodwill; and (b) allowance in absence of supporting documents for the assessment year 2020-21. ARHPL has filed an appeal dated October 17, 2022 challenging the additions made by Assessment Order and Demand Notice before the Commissioner of Income Tax-Appeals NFAC ("**Appeal**"). Subsequently, an application was made to the Deputy Commissioner of income tax, Chennai, dated October 17, 2022 for a stay of demand requesting the demand of ₹55.12 million be kept in abeyance pending the disposal to the Appeal. The matter is currently pending.

Criminal Litigation

1. A warrant for appearance dated September 27, 2024 was received by our Company on November 25, 2024 was issued against one of ARHPL's store manager by the Special Magistrate Municipal Corporation, Bhopal in connection with alleged offences committed under sections 216, 322 and 440 of Madhya Pradesh Municipal Corporation Act, 1956, which pertains to prohibition of accumulation of offensive matter and prohibition of obstruction on streets and penalties thereto. This matter is currently pending.

2. A first information report was filed by a customer before Uttam Nagar, Police Station, New Delhi, against ARHPL on November 17, 2017 through a then store manager ("**Accused**"), under Section 338 of the Indian Penal Code, 1860, alleging that his son was grievously hurt due to the breaking of a mirror in one of the trial rooms of our store situated in Uttam Nagar, New Delhi. The Additional Chief Metropolitan Magistrate, Dwarka by means of an order dated January 7, 2020 granted bail to the Accused. This matter is currently pending.

3. A criminal revision petition was filed on October 29, 2021 by a third party ("**Erstwhile Lessor**") against the state while naming ARHPL as one of the parties, against an order of the trial court dismissing the application under section 156(3) of the Code of Criminal Procedure, 1973 before the Sessions Court, Varanasi, wherein the Erstwhile Lessor alleged fraud and alleged that the rent owed was not paid to the Lessor. This matter is currently pending.

4. A first information report was filed by an authorized officer of Hindustan Unilever Limited ("**HUL**") on May 24, 2013

before Chief Judicial Magistrate, Patna against one of the employees and two of the then employees of ARHPL alleging the selling many duplicate items in the name of HUL openly and requesting the registration of a case under section 420 Indian Penal Code, 1860, section 63 of Copyright Act, 1957 and section 103 and 104 of Trade Marks Act, 1999. This matter is currently pending.

5. A complaint was filed by a third party under section 406 and 420 of the Code of Criminal Procedure, 1973 on September 6, 2014 before the Additional Chief Judicial Magistrate III, Muzaffarnagar against ARHPL alleging that rent and other amounts payable to the third party was withheld with a bad intention to earn illegal profit and cause loss to the third party. Pursuant to this, a criminal miscellaneous application dated December 4, 2015 was filed by ARHPL ("**Applicant**") against a third party before the Allahabad High Court under Section 482 of the Code of Criminal Procedure to quash the proceedings and the subsequent summoning order by the Additional Chief Judicial Magistrate dated April 13, 2015 summoning the Applicant under Sections 420 and 406 of the Indian Penal Code, 1860 and stay the ongoing proceedings against ARHPL due to the civil and/or commercial nature of the dispute. The High Court, by means of an order dated December 10, 2015 stayed the proceedings before the ACJM. The matter is currently pending.

6. A first information report was filed on July 17, 2014 before the East Muzaffapur Town Police Station against ARHPL, alleging, *inter alia*, criminal breach of trust, causing mischief and riots, cheating and dishonestly inducing delivery of property punishable under sections 147, 406, 408, 420, 426 and 504 of the Indian Penal Code, 1860. However, no documents were found pursuant to a search and a preliminary inspection conducted at the Muzaffapur Town police station. Additionally, the chargesheet related to this matter was not submitted. This matter is pending.

7. A complaint was filed by the Assistant Engineer (Electrical Safety) – cum – Assistant Electrical Inspector ("**Complaint**") on May 01, 2024, under under Section 161 in conjunction with 146 of the Electricity Act, 2003 before the the Special Judge (Electricity Act, 2003), Bhopal against ARHPL and directors of our Company, namely, Sanjeev Aga, Gunender Kapur, Nishant Sharma, Neha Bansal, Manas Tandon and others ("**Directors**" and collectively "**Accused**"). The Complaint was filed in relation to concerns of the accidental death of a nine-year-old boy due to an electric shock allegedly caused by neutral unbalance and voltage differences in a transformer installed outside the premises of the ARHPL at plot no.1, Press Complex, Zone-1, Bhopal, Madhya Pradesh. The District and Sessions Court, Bhopal issued summons to the Accused on July 13, 2024 alleging that the Accused had not complied with orders and directions under the Electricity Act, 2003 ("**Act**") punishable under sections 151 and 146 of the Act. Subsequently, on September 6, 2024 the Directors filed a writ petition before the Hon'ble High Court of Madhya Pradesh, Jabalpur ("**High Court**") seeking the quashing of the Complaint on the ground that ARHPL operates under the name Vishal Mega Mart Limited, and thus the Directors cannot be held liable. The High Court issued an interim order on September 19, 2024 staying further proceedings on the Complaint until the next hearing. Subsequently, ARHPL has received notice dated October 20, 2024 from Station-in-charge, police station M.P. Nagar, Bhopal, wherein, ARHPL has been asked to furnish the lease agreement and details of transformer located in ARPHL's basement. The same has been duly replied vide reply dated November 1, 2024. The matter is currently pending.

Actions Taken by Regulatory and Statutory Authorities

Food Safety and Standards Act, 2006

1. 129 complaints were filed against the store managers of ARHPL by various food safety officers before various authorities, including judicial and executive magistrates such as Chief Judicial Magistrate, Additional District Collector and the jurisdictional Additional Chief Judicial Magistrate of various jurisdictions under various sections of the Food Safety and Standards Act, 2006 ("**FSS Act**") such as Section 26, 27, 51, 52, 59 and 58 alleging that products were unsafe, misbranded, substandard and misleading due to non-conformity to the standards of various substances in the sample (such as moisture and cotton seed oil levels in the sample), declaration of ingredients and nutritional information on the label in a misleading manner, declaration of the 'best before' date in an incorrect manner and violation of regulations of the Food Safety and Standard (Packaging and labelling) Regulations, 2011 and other applicable regulations under the FSS Act. ARHPL has filed appeals in 23 cases before the Food Safety Appellate Tribunals at Agra Chandigarh, Lucknow, Moradabad, Meerut, Golaghat, Allahabad, Bhopal and Varanasi and the High Court for the states of Punjab and Haryana at Chandigarh under Section 70 of the FSS Act and Section 151 of the Code of Civil Procedure, 1908 read with Order 41 Rule 5, against orders passed by Additional District Magistrate and the Additional District Collector holding that the samples were misbranded or sub-standard ("**Orders**"), stating, various grounds including that the Orders were bad in law and contrary to actual facts, leading to miscarriage of justice, the Orders were illegal and passed in almost arbitrary manner without considering the actual facts of the case, a non-compliance of Rule 3.1 of the Food Safety and Standards Rules, 2011 and manufacturer of the food product not being impleaded. These matters are currently pending.
   The above-mentioned 129 cases also include the following criminal matters by food safety officers against ARHPL.

2. A complaint was filed against the store manager of one of our stores by the food safety officer before the Additional Chief Judicial Magistrate, Lakhimpur, Assam on February 6, 2024, under Sections 3(1)(zz) of the Food Safety and Standards Act, 2006 ("**FSS Act**") alleging that the sample of 'Red Chili Powder' was unsafe as it did not meet the specified standard as required under the FSS Act. This matter is currently pending.

3. A complaint was filed against the store manager of one of our stores by the Food Safety Officer before the Additional District Magistrate, Ghaziabad on July 20, 2024, under Sections 3(1)(zf) and 26(2)(ii) of the Food Safety and Standards Act, 2006 ("**FSS Act**") alleging that the sample of 'Roasted Vermicelli' was misbranded and unsafe as it did not meet the specified standard as required under the FSS Act. This matter is currently pending.

4. A complaint was filed against the store manager of one of our stores by the food safety officer before the Additional Chief Judicial Magistrate, Ghaziabad on February 15, 2024, under Sections 3(1)(zx), 3(1)(zz)(v) and (viii), 26(2)(i) and (ii), 51 and 59(i) of the Food Safety and Standards Act, 2006 ("**FSS Act**") alleging that the sample of 'loose arhar dal' was substandard and unsafe as it did not meet the specified standard as required under the FSS Act. This matter is currently pending.

5. A complaint was filed against the store manager of one of our stores by the food safety officer before the Additional Chief Judicial Magistrate, Varanasi on April 06, 2024, under Sections 26(2)(i) and 59(i) of the Food Safety and Standards Act, 2006 ("**FSS Act**") alleging that the sample of 'Bombay Chana' was unsafe as it did not meet the specified standard as required under the FSS Act. This matter is currently pending.

6. A complaint was filed against the store manager of one of our stores by the food safety officer before the Additional Chief Judicial Magistrate, Prayagraj on August 11, 2021, under Sections 26(2)(i) and 59(i) of the Food Safety and Standards Act, 2006 ("**FSS Act**") alleging that the sample of 'Devasya Desi Ghee' was unsafe as it did not meet the specified standard as required under the FSS Act. This matter is currently pending.

7. A complaint was filed against the store manager of one of our stores by the food safety officer before the Additional Chief Judicial Magistrate, Gautam Buddha Nagar, on July 09, 2024, under Sections 26(2)(i), (ii) and (v), 51, 58 and 59(iii) of the Food Safety and Standards Act, 2006 ("**FSS Act**") alleging that the sample of 'loose chana dal' was substandard and unsafe as it did not meet the specified standard as required under the FSS Act. This matter is currently pending.

8. A complaint was filed against the store manager of one of our stores by the food safety officer before the 22nd Additional District and Sessions Judge, Bhagalpur on February 10, 2018 under Section 26(2)(ii) of the Food Safety and Standards Act, 2006 ("**FSS Act**") alleging that the sample of 'arhar dal' sold in the store was in non-conformity with the standard of quality laid down in Regulation 2.4.6.10 of the Food Safety and Standards Regulation, 2011 and was unsafe under the scope of Section 3(1)(zz)(viii) of the FSS Act. This matter is currently pending.

9. A complaint was filed against the store manager of one of our stores by the food safety officer before the Special Judicial Magistrate, District Court, Indore on September 16, 2019 under Sections 23, 26(1), 26(2)(ii), 26(2)(v), 27(3) and 31(1) of the Food Safety and Standards Act, 2006 ("**FSS Act**") alleging that the sample of 'Imli Tree Punjabi Mixed Pickle' was misbranded and that the business was being carried out without a license as required under the FSS Act. This matter is currently pending.

10. A complaint was filed against the store manager of one of our stores by the food safety officer before the Additional Chief Judicial Magistrate, Ghaziabad on September 9, 2016 under Sections 3(1)(zx), 3(1)(zz)(ix), 26(2)(ii), (i) and (iii), 31(1), 51, 59(i) and 63 of the Food Safety and Standards Act, 2006 ("**FSS Act**") alleging that the sample of 'chana' was substandard as it did not meet the specified standard and that the business was being carried out without a license as required under the FSS Act. This matter is currently pending.

11. A complaint was filed against the store manager of one of our stores by the food safety officer before the Chief Judicial Magistrate, Ferozepur on December 16, 2020 under Sections 26 and 27 read with Section 59 of the Food Safety and Standards Act, 2006 ("**FSS Act**") alleging that the sample of 'Activo Lite' was in contravention of Regulation 2.12 of the Food Safety and Standards Regulation, 2011 and was substandard and unsafe under the scope of Section 3(1)(zz)(ii) of the FSS Act. This matter is currently pending.

12. A complaint was filed against the store manager of one of our stores by the food safety officer before the Chief Judicial Magistrate, Guwahati on January 12, 2016 under Sections 26(1)(2)(i) read with Section 59 of the Food Safety and Standards Act, 2006 ("**FSS Act**") alleging that the sample of 'Maggi Xtra delicious chicken noodles' was in contravention of Regulation 3.1.11.1 of the Food Safety and Standards (Food Products Standards and Additives) Regulation, 2011 and was unsafe under the scope of Section 3(1)(zz) of the FSS Act. The matter is currently pending.

13. A complaint was filed against the store manager of one of our stores by the food safety officer before the Additional Chief Judicial Magistrate, Jalandhar on January 20, 2020 under Sections 26 read with Section 59 of the FSS Act alleging that the sample of 'Date Crown' was unsafe for human consumption as the nature, substance or quality was allegedly so affected as to render it injurious to health. The matter is pending.

14. A complaint was filed against the store manager of one of our stores by the food safety officer before the Chief Judicial Magistrate, Panipat on August 21, 2020 under Section 26(2)(i) read with Section 59 of the Food Safety and Standards Act, 2006 ("**FSS Act**") alleging that the sample of 'sooji' was unsafe as the nature, substance or quality was allegedly

so affected as to render it injurious to health and was in contravention of 2.4.2 of Chapter 2 of the Food Safety and Standards (Food Products Standards and Additives) Regulation, 2011. This matter is currently pending.

15. A complaint was filed against the store manager of one of our stores by the food safety officer before the Chief Judicial Magistrate, Panipat on August 21, 2020 under Section 26(2)(i) read with Section 59(i) of the Food Safety and Standards Act, 2006 ("**FSS Act**") alleging that the sample of 'Parmal Basmati rice' was unsafe under the scope of Section 3(1)(zz) of the FSS Act as the nature, substance or quality was allegedly so affected as to render it injurious to health and was in contravention of 2.4.2 of Food Safety and Standards Regulation, 2011. This matter is currently pending.

16. A complaint was filed against the store manager of one of our stores by the food safety officer before the Additional Judicial Magistrate, II Firozabad on October 27, 2021 under Sections 26 and 59(i) of the Food Safety and Standards Act, 2006 ("**FSS Act**") alleging that the sample of 'moong dal' was unsafe and substandard as the nature, substance or quality was allegedly so affected as to render it injurious to health the moisture content was beyond the prescribed limits of 12%. This matter is currently pending.

17. A complaint was filed against the store manager of one of our stores by the food safety officer before the Additional Chief Judicial Magistrate, Tinsukia on November 5, 2019 under Sections 26(1) and 26(2)(i) of the Food Safety and Standards Act, 2006 ("**FSS Act**") alleging that the sample of 'moong dal' was unsafe under the scope of Section 3(1)(zz) of the FSS Act as it was in contravention of Regulation 2.4.6.11 of the Food Safety and Standards (Food Products Standards and Additives) Regulation, 2011. This matter is currently pending.

18. A complaint was filed against the store manager of one of our stores by the food safety officer before the Additional Chief Judicial Magistrate, Varanasi on July 18, 2016 under Sections 26(2)(i) and 26(2)(ii) read with Sections 51 and 59(1) of the Food Safety and Standards Act, 2006 ("**FSS Act**") alleging that the sample of 'split pulse masur' was unsafe and substandard under the scope of Sections 3(1)(zz)(ii)(ix) and 3(1)(zz)(ii)(x) of the FSS Act as the nature, substance or quality was allegedly so affected as to render it injurious to health and did not meet the specified standard. This matter is currently pending.

19. A complaint was filed against the store manager of one of our stores by the food safety officer before the Additional Chief Judicial Magistrate (First), Varanasi on September 20, 2022 under Sections 26(2)(i) read with 59 of the Food Safety and Standards Act, 2006 ("**FSS Act**") alleging that the sample of 'haldi powder' was unsafe under the scope of Section 3(1)(zz)(xi) and Section 3(1)(zz)(xiii) of the FSS Act as the content of tin and arsenic exceeded maximum prescribed limit of 0.1 mg/kg & 0.01 mg/kg as per the Food Safety & Standards (Contaminants, Toxins and Residues) Regulations, 2011. This matter is currently pending.

20. A complaint was filed against a then employee of ARHPL by a food safety officer before the Chief Judicial Magistrate, Hissar alleging an offence that was punishable on July 26, 2018 under Section 46 of the Food Safety and Standards Act, 2006 ("**FSS Act**"). This matter is currently pending.

21. A complaint was filed against ARHPL by a food safety officer before the additional Chief Judicial Magistrate, Bikaner on January 24, 2014 under Sections 7(1) and 7(3) of the Prevention of Food Adulteration Act, 1954 alleging that the sample of 'green chillies pickle' was adulterated as it had very low oil content. This matter is currently pending.

22. A complaint was filed against ARHPL before the Chief Judicial Magistrate, Dehradun on July 21, 2019 under Section 7 and 16 of the Prevention of Food Adulteration Act, 1954 and Section 9(ii) of the Food Safety and Standards Act, 2006 alleging that the sample was misbranded and adulterated. This matter is currently pending.

23. A complaint was filed against ARHPL and our employees before the Chief Judicial Magistrate, Jaipur on March 27, 2019 under Section 7(1) and 16 of the Prevention of Food Adulteration Act, 1954 alleging that the sample of 'Smith & Jones Sweet Hot Sauce' was adulterated due to presence of synthetic colour. This matter is currently pending.

24. A complaint was filed against a store manager of ARHPL before the Additional Chief Judicial Magistrate, Jalandhar on April 25, 2024 under section 59 of the Food Safety and Standards Act, 2006 ("**FSS Act**") alleging that the sample of 'black chana' was unsafe for human consumption as the nature, substance or quality was allegedly so affected as to render it injurious to health and that a contravention occurred against Section 26(2)(i) of the FSS Act. The matter is currently pending.

25. A complaint was filed against ARHPL before the Chief Judicial Magistrate, Varanasi on September 16, 2022 under Sections 26(2)(i), 26(2)(ii), 51, 59(i) and 63 of the Food Safety and Standards Act, 2006 ("**FSS Act**") alleging that the business was being carried out without a license as required under the FSS Act, that the sample of 'rice bran oil' did not conform to the standard of refined rice bran oil with respect to values and was substandard and unsafe under the scope of sections 3(1)(zx) and 3(1)(zz)(v)(viii) of the FSS Act. This matter is currently pending.

In addition to the above-mentioned proceedings which have been instituted before various forums, we also receive complaints and notices in relation to our business and operations, including under the Food Safety and Standards Act, 2006, the Legal Metrology Act, 2009 and applicable labour laws.

For details in relation to other regulatory cases under the Food Safety and Standards Act, 2006 and Legal Metrology Act, 2009 involving ARHPL, please refer to "Litigation involving our Company – Actions Taken by Regulatory and Statutory Authorities – Food Safety and Standards Act, 2006 – Sr. No. 2" and "Litigation involving our Company – Actions Taken by Regulatory and Statutory Authorities – Legal Metrology Act, 2009 – Sr. No. 1" each on page 299.

Municipal Notices

1. ARHPL received a notice dated November 12, 2024 **("Notice")** from the Dibrugarh Municipal Corporation **("Corporation")** in relation to the installation of a generator set at ARHPL's premises in Dibrugarh, Assam. The Corporation alleged that sound produced by the generator was a health hazard for residents of adjoining buildings. The Corporation called upon ARHPL to produce documents for the permission obtained for installing the generator, failing which it would impose a fine of ₹ 0.15 million. The matter is currently pending.

2. The Assistant Engineer – II of the Municipal Corporation of Delhi, Rohini Zone ("**Municipal Corporation**") sent a notice dated November 1, 2023 ("**Notice 1**") to ARHPL alleging that ARHPL was running its business ("**Activity**") without prior permission on a non-notified road in violation of the Delhi Master Plan, 2021 and the Unified Building Bye Laws for Delhi, 2016. However, ARHPL did not receive Notice 1. Subsequently, ARHPL received a notice dated November 21, 2023 ("**Notice 2**") from the Municipal Corporation directing ARHPL to close the said Activity within 48 hours from the receipt of Notice 2. The matter is currently pending.

3. ARHPL received a notice dated July 14, 2022 ("**Notice**") from the Commercial Officer, Advertising Department, Municipal Corporation of Delhi ("**Commercial Officer**") alleging unauthorized self signage/ brand images ("**Displays**") at ARHPL's premises in Palam, New Delhi. The Commercial Officer directed ARHPL to remove the Displays within seven days from the issuance of the Notice. Subsequently, the Advertisement Inspector, Advertising Department, Municipal Corporation of Delhi ("**Advertisement Inspector**"), by means of a letter lodged a complaint against ARHPL before the Palam Police Station under section 3 of the Delhi Prevention of Defacement of Property Act, 2007. The Advertisement Inspector alleged, inter alia, that ARHPL was violating the Delhi Municipal Corporation Act, 1957 by displaying illegal commercial advertisements. The matter is currently pending.

4. ARHPL received a notice dated July 8, 2022 ("**Notice 1**") from the Commercial Officer – II of the Municipal Corporation of Delhi ("**Municipal Corporation**") directing ARHPL to either take permission or to remove LED displays at ARHPL's premises in Pitampura. ("**Directions**") However, ARHPL did not receive Notice 1. Subsequently, ARHPL received a notice dated June 26, 2023 ("**Notice 2**") from the Municipal Corporation directing ARHPL to comply with the Directions within three days from the receipt of Notice 2. The matter is currently pending.

5. ARHPL received a notice dated March 14, 2024 from the Commercial Officer - I, Municipal Corporation of Delhi ("**Municipal Corporation**") alleging unauthorized self signage/ brand images ("**Displays**") at ARHPL's premises in Karol Bagh, New Delhi. The Municipal Corporation directed ARHPL to either take permission or to remove the Displays. The matter is currently pending.

6. ARHPL received a notice dated January 1, 2024 from the Commercial Officer, Municipal Corporation of Delhi directing ARHPL to either take permission or to remove unauthorized display advertisements from ARHPL's premises at Shahdara. The matter is currently pending.

7. ARHPL received a demand notice dated March 7, 2024 ("**Demand Notice**") from the Commissioner, Municipal Council, Churu ("**Commissioner**") alleging that ARHPL installed advertisement hoardings without paying due charges in violation of the Churu Municipal Council (Advertisement) Bye-Laws, 2020. The Commissioner directed ARHPL to obtain a license by paying an advertisement fee of ₹ 0.23 million ("**Fee**"). ARHPL replied to the Demand Notice submitting, inter alia, that the Fee was illegally imposed as ARHPL was not advertising its products but was instead displaying its trade name. The matter is currently pending.

8. ARHPL received an advertisement fee intimation dated June 3, 2023 ("**Fee Intimation**") from the Municipal Corporation Greater Jaipur, Rajasthan ("**Corporation**") under sections 128 and 129 of the Rajasthan Municipal Act, 2009. The Corporation called upon ARHPL to pay ₹ 0.45 million towards advertisement fee for a neon board displayed at ARHPL's store in Jaipur. ARHPL responded to the Fee Intimation submitting, *inter alia*, that the Fee Intimation was against the law laid down in the Jaipur Municipal Corporation (Advertisement) Bye Laws, 2004. The matter is currently pending.

9. ARHPL received an advertisement fee intimation dated March 22, 2024 from the Municipal Corporation Greater Jaipur, Rajasthan ("**Corporation**") under sections 128 and 129 of the Rajasthan Municipal Act, 2009. The Corporation called upon ARHPL to pay ₹ 0.67 million towards advertisement fee for a regular board displayed at ARHPL's store in Jaipur. The matter is currently pending.

Stamp Duty Matters

1. The Deputy Commissioner of Stamps, Jammu ("**Deputy Commissioner**") sent ARHPL various notices dated February 17, 2022, November 11, 2022, October 25, 2023 ("**Preliminary Notices**") and a show cause notice dated December 18, 2023 ("**SCN**"), directing ARHPL to produce the registered instrument of its leased premises situated at Jammu ("**Premises**"). However, ARHPL did not receive any of the Preliminary Notices. ARHPL submitted a reply to the SCN on December 26, 2023. The matter is currently pending.

2. Pursuant to an audit conducted at the office of the Sub Registrar, Moga ("**Sub Registrar**"), the ADC-cum-Collector, Moga ("**Collector**"), by means of an ex parte order dated December 27, 2017 ("**Order**") ordered a recovery of ₹ 0.13 million ("**Demand**") along with interest at 12% per annum from ARHPL on account of alleged short levy of stamp duty and registration charges in the registration of ARHPL's lease agreement for its premises at Moga. Aggrieved by the Order, ARHPL preferred an appeal ("**Appeal**") before the court of Shri Sumer Singh Gurjar, IAS, Commissioner, Ferozepur Division ("**Commissioner**"). ARHPL submitted that the Order was liable to set aside, inter alia, on the ground that ARPHL was not given an opportunity to be heard and that no registration fee could be levied after a lapse of three years from the date of registration. The Commissioner, by means of an order dated December 6, 2018 accepted the Appeal and remanded the case back to the Collector. Subsequently, the Sub Registrar issued a recovery notice dated October 28, 2020 for the Demand. The matter is currently pending.

3. ARHPL has received a notice dated February 22, 2024 from the Deputy Commissioner of Stamps, Jammu ("**Deputy Commissioner**") directing ARHPL to produce the lease/sub-lease/ rent deed of its store located in Jammu, Jammu and Kashmir, for examination under section 33(5) of the Jammu and Kashmir Stamp Act Samvat, 1977. The matter is currently pending.

4. ARHPL received a notice from the Deputy Commissioner of Stamps, Jammu on September 18, 2015 ("**Deputy Commissioner**"), directing ARHPL to produce the original registered instrument of its leased premises situated at Jammu ("**Premises**"). Subsequently, by means of another notice dated January 30, 2016 ("**Notice**"), the Deputy Commissioner levied a stamp duty of ₹1.80 million ("**Stamp Duty**") and a penalty of ₹0.43 million ("**Penalty**") on account of non-payment of stamp duty at the time of execution of the lease agreement for the Premises. Aggrieved by the Notice, ARHPL filed an appeal dated February 20, 2016 ("**Appeal**") before the Divisional Commissioner, Jammu to set aside the Notice. By way of an order dated January 6, 2017 the Divisional Commissioner, Jammu stayed the Penalty after which ARHPL deposited the Stamp Duty with the Deputy Commissioner. The matter is currently pending.

Labour Disputes

1. ARHPL received 82 notices ("**Notices**") on various occasions from the labour authorities in Karnataka, Bihar, Uttar Pradesh, Haryana, Jharkhand, Madhya Pradesh, Odisha, Goa, Himachal Pradesh, Assam and Jammu and Kashmir ("**Labour Authorities**") for alleged violations under, *inter alia*, Karnataka Shops and Commercial Establishments Act, 1961, Madhya Pradesh Shops and Establishments Act, 1958, Odisha Labour Welfare Fund Act, 2005, Goa Labour Welfare Fund Act, 1986, Payment of Wages Act, 1936, The Employment Exchanges (Compulsory Notification of Vacancies) Act, 1959, Equal Remuneration Act, 1976, Payment of Bonus Act, 1965, Minimum Wages Act, 1948, Maternity Benefit Act, 1961 and Contract Labour (Regulation and Abolition) Act, 1970. The Labour Authorities, by means of the Notices directed ARHPL to submit, *inter alia*, muster rolls, wages registers, records and salary slips. The matters are currently pending.

Legal Metrology Notices

1. ARHPL received 13 notices ("**Notices**") from the legal metrology authorities of Madhya Pradesh, Uttar Pradesh, Andhra Pradesh, Telangana, Jammu and Kashmir and Delhi ("**LM Authorities**") for alleged violations under, *inter alia*, sections 18 and 36 of the Legal Metrology Act, 2009 ("**LM Act**"). The LM Authorities have alleged, *inter alia*, non-disclosure and incorrect disclosure of mandatory declarations on boxes and labels such as unit sale price, name and address of manufacturer, date of manufacture and non-disclosure of symbols indicating vegetarian and non-vegetarian food on product labels. ARHPL has initiated compounding procedures in relation to one of the Notices. The matters are currently pending.

Other Regulatory Matters

1. ARHPL received a notice from Sub Divisional Magistrate, District South East, Delhi ("**Sub Divisional Magistrate**") on November 11, 2024 **("Notice")** in relation to ARHPL's store at Badarpur ("**Store**"). The Sub Divisional Magistrate, on the basis of a complaint received through the public grievance monitoring system, alleged that the basement of the Store was being used without permission. The Sub Divisional Magistrate directed our Company to appear before the Sub Divisional Magistrate along with the requisite permissions for the use of the basement of the Store. The matter is currently pending.

2. ARHPL received a show cause notice dated November 5, 2024 **("SCN")** from the Mussoorie Dehradun Development Authority **("Authority")** alleging unauthorized construction being carried out in the parking lot of ARHPL's premises. ARHPL filed a reply to the SCN on November 13, 2024 and submitted that the said construction activity was carried out within ARHPL's premises and not in the parking lot, in accordance with an approved building layout plan. The matter is currently pending.

3. ARHPL received a notice dated October 23, 2024 **("Notice")** from the Market Committee, Gurugram **("Committee")**, under section 33A of Haryana Agriculture Produce Market Act, 1961 ("**Act**"). The Committee directed ARHPL to submit records and registers pertaining to the sale, purchase, processing and storage of certain scheduled items of agricultural produce for the purpose of inspection and assessment. The matter is currently pending.

4. ARHPL received a notice dated October 23, 2024 **("Notice")** from the Market Committee, Gurugram **("Committee"),** under section 8(1), 10 & 13(1)B of Haryana Agriculture Produce Market Act, 1961 ("**Act**"). The Committee directed ARHPL to procure a license under the Act from the Committee for the sale/ purchase/ storage of scheduled items mentioned in the Act.

5. The Senior Inspector, Legal Metrology, Aligarh ("**Inspector**") sent a notice dated June 22, 2020 ("**Notice**") to ARHPL pursuant to an inspection carried out at ARHPL's premises in Aligarh. The Inspector alleged, *inter alia*, that mandatory declarations did not appear on products being sold at ARHPL's store in violation of, *inter alia*, section 18(1) and 36(1) of the Legal Metrology Act, 2009. Subsequently, the Additional Chief Judicial Magistrate, Aligarh ("**ACJM**") sent summons dated April 10, 2021 and September 11, 2021 directing ARHPL to appear before the ACJM in connection with the Notice. The matter is currently pending.

6. Pursuant to an inspection by the Enforcement Officer, Employees Provident Fund Organization, Gurugram, Haryana ("**Enforcement Officer**") ARHPL received a show cause notice dated September 5, 2019 ("**SCN**") alleging non-compliances under the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952 ("**EPF Act**"), *intern alia,* including, default in depositing employee'/employer's share of contribution for some eligible employees enrolled under the National Employability Enhancement Mission Scheme ("**NEEM Trainees**") in respect of the Employees' Provident Fund Scheme, 1952, the Employees' Pension Scheme, 1995 and the Employees' Deposit Linked Insurance Scheme, 1976. The Enforcement Officer further alleged that ARHPL defaulted in payment of contribution on wages paid as special allowance to the NEEM Trainees. The Regional Provident Fund Commissioner -I sent summons to ARHPL under section 7A of the EPF Act. Subsequently, ARHPL filed an application on October 14, 2019 before the Regional Provident Fund Commissioner-I, Gurugram and submitted, *inter alia*, that ARHPL was not liable to make provident fund contributions towards NEEM Trainees as the NEEM Trainees were not employed or engaged by ARHPL. Subsequently, the Enforcement Officer submitted a report dated February 25, 2021 ("**Initial Report**") recommending the levy of employee provident fund and allied dues amounting to ₹131.52 million on ARHPL. ARHPL made its submissions before the Assessing Officer cum Assistant PF Commissioner reiterating that ARHPL was acting in compliance with the law. The Enforcement Officer submitted a final report on March 23, 2022 ("**Final Report**") upholding the findings of the Initial Report. Subsequent to the filing of the Final Report, our Company has presented its submissions before the Assessing Officer cum Assistant PF Commissioner, Gurugram ("**Assessing Officer**") in relation to the findings of the Final Report. The matter is currently pending before the Assessing Officer.

7. ARHPL received a show cause notice dated July 31, 2020 ("**Show Cause Notice**") from the Collector, Vizianagaram ("**Collector**") alleging that ARHPL was selling essential commodities at a price higher than the one fixed by the district administration. The Show Cause Notice was received pursuant to an inspection done by the officers of the Vigilance and Enforcement Department, Srikakulam in ARHPL's store at Vizianagaram, Andhra Pradesh in which, essential commodities were seized ("**Seized Goods**"). According to the Show Cause Notice, ARHPL was required to show cause as to why the Seized Goods should not be confiscated under section 6-A of the Essential Commodities Act, 1955. Subsequently, ARHPL learnt that a complaint was filed against it before the Collector by the Deputy Tahsildar, Vizianagaram. ARHPL filed an application on August 29, 2020 before the Collector praying for the complete set of documents and a legible copy of the complaint, which ARHPL has not received. The matter is currently pending.

8. ARHPL received a summons from the Chief Judicial Magistrate, Lucknow on December 11, 2021 ("**Summons**") in connection with an alleged offence under section 35 of the Uttar Pradesh Dookan aur Vanijya Adhishthan Adhiniyam, 1962. However, there have been no further developments subsequent to the issue of Summons. The matter is currently pending.

9. A criminal case was registered against ARHPL on May 15, 2020 under the direction of the nodal officer of the assistant legal metrology (weights and measurements), Ujjain before the Chief Judicial Magistrate / First Class, Ujjain alleging excess price being charged for a package of 'Kisan Fresh Tomato Ketchup' constituting a violation under section 18(1) and 36(1) of the Legal Metrology Act, 2009 read with rule 18(2) of the Legal Metrology (Packaged Commodities) Rules, 2011.

10. A case was registered against ARHPL before the Chief Judicial Magistrate, Bhopal on August 24, 2020 by the authorisation of the Deputy Controller of weights and measures, Bhopal for alleged violations including the announcements on the packages not conforming to the font size as prescribed by the rules and the address of the manufacturer being marked separately, constituting a violation under sections 18(2) and 36 of the Legal Metrology Act, 2009.

Litigation by our Subsidiary, Air Plaza Retail Holding Private Limited ("ARHPL")

Material Civil Litigation

Nil

Criminal Litigation

1. ARHPL ("**Complainant**") has filed a criminal writ petition on April 5, 2023 for an issuance of *mandamus* in the High Court of Patna under Article 226 of the Constitution of India against the landlords of the land on which the Complainant's store was situated, police authorities and the State of Bihar. In the aforesaid petition, it was alleged that the landlords hindered our Company in running its store and, *inter alia*, used criminal force, assault and wrongful restraint in the entry of the staff into the store. The police authorities involved in this incident were allegedly unresponsive infringed various fundamental rights. The matter is currently pending.

2. ARHPL has filed an objection / representation on September 19, 2019 before the Sub-division Magistrate, Kangra against a conditional order served to ARHPL on September 7, 2019. In the aforesaid conditional order, it was alleged that the employees of one of our stores regularly played songs at high volume and used the loudspeaker without prior permission and thus were alleged to have caused public nuisance. This matter is currently pending.

3. ARHPL (the "**Applicant**") filed an application under Section 156(3) of the Code of Criminal Procedure, 1973 on November 19, 2022 before the Chief Judicial Magistrate, Varanasi ("**CJM**") against third parties praying that the CJM direct the station in charge to file a first information report against the third parties in relation to the allegation that the said third parties had created a disturbance on the road in front of ARHPL's store, and had physically harmed and abused the manager of the Applicant ("**Manager**"). Further, the Applicant alleged that, the said third parties damaged products in the establishment and forcibly snatched the money of the Applicant from the Manager and threatened the Manager. This matter is currently pending.

Litigation involving our Subsidiary, Vishal e-Commerce Private Limited ("VECPL")

Litigation against our Subsidiary, Vishal e-Commerce Private Limited ("VECPL")

Material Civil Litigation

Nil

Criminal Litigation

Nil

Actions Taken by Regulatory and Statutory Authorities

Nil

Litigation by our Subsidiary, Vishal e-Commerce Private Limited ("VECPL")

Material Civil Litigation

Nil

Criminal Litigation

Nil

Litigation involving our Promoters

Litigation against our Promoter, Samayat Services LLP

Material Civil Litigation

Nil

Criminal Litigation

Nil

Actions Taken by Regulatory and Statutory Authorities

Nil

Litigation by our Promoter, Samayat Services LLP

Material Civil Litigation

Nil

Criminal Litigation

Nil

Litigation against our Promoter, Kedaara Capital Fund II LLP

Material Civil Litigation

Nil

Criminal Litigation

Nil

Actions Taken by Regulatory and Statutory Authorities

Nil

Litigation by our Promoter, Kedaara Capital Fund II LLP

Material Civil Litigation

Nil

Criminal Litigation

Nil

Litigation involving our Directors

Litigation against our Directors

Material Civil Litigation

Nil

Criminal Litigation

Gunender Kapur

1. A case was filed on June 30, 2023, against Gunender Kapur before the court of the SDJM (Sadar) Cuttack for alleged violations regarding non-payment, deductions or delays in paying wages to employees as outlined under the Payment of Wages Act.

For details in relation to criminal litigation involving Sanjeev Aga, Gunender Kapur, Nishant Sharma, Neha Bansal and Manas Tandon, please refer to "Litigation involving our Subsidiaries – Litigation against our Subsidiary, Air Plaza Retail Holding Private Limited ("ARHPL") – Criminal Litigation – Sr. No. 7" on page 301.

Sanjeev Aga

1. The Inspector of the Legal Metrology Department, Government of Maharashtra ("**Authority**") issued a show cause notice dated June 7, 2019 ("**SCN**") to a third party ("**Concerned Entity**") pursuant to an inspection carried out at one of the stores of the Concerned Entity. The Authority seized products from the store, and alleged contraventions of provisions of the Legal Metrology Act, 2009, inter alia, in relation to marking the month and year of manufacturing, packing or importing and the place of manufacture on the products ("**Allegations**"). The Concerned Entity made a written representation responding to the SCN and denying all the Allegations and subsequently filed a writ petition on August 14, 2019, before the High Court of Judicature at Bombay ("**High Court**") challenging the seizure of the products and the SCN. The High Court, by means of an interim order dated November 18, 2019 prevented the Authority from undertaking any coercive action pursuant to the SCN. Subsequently, on August 21, 2019, a criminal case was instituted against the Concerned Entity and its directors before the Additional Metropolitan Magistrate, Bhoiwada under provisions of the Legal Metrology Act, 2009. The matter is currently pending.

2. A third party ("**Applicant**") filed a criminal miscellaneous application under the Code of Criminal Procedure, 1973 ("**CrPC**") before the Chief Judicial Magistrate, Thane ("**Magistrate**"). The Applicant alleged that his responses to the questions during an interview with an entity amounted to consultancy services to such entity. The Magistrate directed the police to investigate the allegations under section 156(3) of the CrPC. The matter is currently pending.

Actions Taken by Regulatory and Statutory Authorities

Nil

Litigation by our Directors

Material Civil Litigation

Nil

Criminal Litigation

Gunender Kapur

1. Gunender Kapur and Nishant Sharma, among others, filed a criminal miscellaneous application before the High Court of Rajasthan on May 18, 2023 against the state of Rajasthan and the lessor of a piece of land occupied by ARHPL, for quashing a first information report ("**FIR**") filed by the lessor on the grounds that it was an abuse of law as no offence was disclosed and it is sub judice before a rent tribunal. The FIR was filed by the lessor for the alleged theft of wiring and other electrical fixtures on the leased land. As on date of this Red Herring Prospectus, the matter has been disposed, however the final order is awaited.

Nishant Sharma

For details in relation to criminal litigation involving Nishant Sharma, please refer to "Litigation involving our Directors – Litigation by our Directors – Gunender Kapur – Sr. No. 1" on page 308.

Tax Proceedings

Except as disclosed below, there are no claims related to direct and indirect taxes involving our Company, Directors and Promoters.

Nature of case	Number of cases	Amount involved (in ₹ million)*
Proceedings involving our Company		
Direct Tax	5	1.96(1)
Indirect Tax	11	5.88(2)
Proceedings involving our Subsidiaries		
Direct Tax	6	128.34(3)
Indirect Tax	27	47.94(4)
Proceedings involving the Directors		
Direct Tax	Nil	Nil
Indirect Tax	Nil	Nil
Proceedings involving the Promoters		
Direct Tax	4	-
Indirect Tax	Nil	Nil

** To the extent quantifiable*
(1) Amount paid under protest is ₹ 1.92 million
(2) Amount paid under protest is ₹ 2.21 million
(3) Amount paid under protest is ₹ 26.39 million
(4) Amount paid under protest is ₹ 12.64 million

Outstanding dues to Creditors

In accordance with the policy of materiality for identification of material outstanding dues to creditors considered and adopted by our Board pursuant to its resolution passed on July 4, 2024, a creditor of our Company shall be considered to be material for the purpose of disclosure in this Red Herring Prospectus if the amounts due to such creditor exceed 5% of the total trade payables of our Company based on the Restated Consolidated Financial Information as on September 30, 2024, which is ₹20,534.21 million i.e., creditors of our Company to whom our Company owes an amount exceeding ₹1,026.71 million have been considered material.

Details of outstanding dues owed to material creditors, MSMEs and other creditors as of September 30, 2024 are set out below:

Types of Creditors	Number of Creditors	Outstanding dues as at September 30, 2024 (in ₹ million)*
Micro, Small and Medium Enterprises	1,149	8,253.72
Material Creditors	Nil	Nil
Other Creditors (other than MSME)	2,281	12,556.97
Total	**3,430**	**20,810.69**

**includes capital creditors amounting to ₹ 344.89 million*

The details pertaining to net outstanding dues towards our material creditors will be available on the website of our Company at https://www.aboutvishal.com/Download/List_of_creditors.pdf upon filing of this Red Herring Prospectus.

It is clarified that such details available on our website do not form a part of this Red Herring Prospectus. Anyone placing reliance on any other source of information, including our Company's website, www.aboutvishal.com, would be doing so at their own risk.

Material Developments

Other than as stated in the section titled "*Management's Discussion and Analysis Of Financial Condition And Results Of Operations – Significant Developments Occurring After September 30, 2024*" on page 294, there have not arisen, since the date of the last financial statement disclosed in this Red Herring Prospectus, any circumstances which materially and adversely affect, or are likely to affect, our operations, our trading, our profitability or the value of our assets or our ability to pay our liabilities within the next 12 months.

GOVERNMENT AND OTHER APPROVALS

*We have set out below an indicative list of material and necessary approvals, consents, licenses and registrations from various governmental and regulatory authorities required to be obtained by our Company and its Material Subsidiary for the purpose of undertaking our business activities and operations ("**Material Approvals**"). In view of the approvals listed below, our Company can undertake the Offer and its business activities, as applicable. Unless otherwise stated, these approvals or licenses are valid as of the date of this Red Herring Prospectus. For further details in connection with the applicable regulatory and legal framework, see "Key Regulations and Policies" on page 159.*

Pursuant to the conversion of our Company into a public limited company and the consequent change in name of our Company, our Company is in the process of changing our name as it appears on various approvals, consents and licenses.

For details of risk associated with not obtaining or delay in obtaining the requisite approvals, see "Risk Factors – We are required to obtain and maintain statutory and regulatory approvals in respect of our operations of our stores and distribution centres. Failure to obtain or maintain licenses, registrations, consents, permits and approvals may adversely affect our business, results of operations, financial condition and cash flows" on page 40.

I. Incorporation related approvals of our Company

(a) Certificate of incorporation dated March 27, 2018, issued to our Company, under the name '*Rishanth Wholesale Trading Private Limited*' by the Registrar of Companies, Delhi and Haryana at Delhi.

(b) Certificate of incorporation dated May 28, 2020, issued to our Company, pursuant to change of name of our Company to 'Vishal Mega Mart Private Limited' by the Registrar of Companies, Delhi and Haryana at Delhi.

(c) Fresh certificate of incorporation dated May 10, 2024 consequent upon conversion of our Company from a private limited company to a public limited company issued by the Registrar of Companies, Delhi and Haryana.

(d) The CIN of our Company is U51909HR2018PLC073282.

II. Approvals in relation to the Offer

For details regarding the approvals and authorizations obtained by our Company in relation to the Offer, see "*Other Regulatory and Statutory Disclosures - Authority for the Offer*" on page 315.

III. Material approvals in relation to our Company

Material approvals in relation to business operations:

Our Company requires various approvals to carry on their business and operations. Our Company has received the following material approvals pertaining to our operations and business:

(a) Registrations under employment laws

1. Registration for employees' provident fund with the Employees' Provident Fund Organisation under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952.

(b) Tax related registrations of our Company

1. The permanent account number of our Company is AAICR8494C.

2. Our Company has obtained goods and services tax identification numbers under the applicable provisions of the goods and services tax legislations applicable in the following states where our stores are located:

(i) Andhra Pradesh;
(ii) Assam;
(iii) Bihar;
(iv) Chhattisgarh;
(v) Haryana;
(vi) Jammu & Kashmir;
(vii) Jharkhand;
(viii) Karnataka;
(ix) Madhya Pradesh;
(x) Odisha;

(xi) Punjab;
(xii) Rajasthan;
(xiii) Telangana;
(xiv) Uttar Pradesh; and
(xv) West Bengal.

3. The tax deduction account number of our Company is RTKR11108G.

(c) Other approvals

1. Central license issued by the Food Safety and Standard Authority of India under the FSS Act to our Company; and

2. Certificate of importer-exporter code issued by the Ministry of Commerce and Industry.

IV. Material approvals in relation to our Material Subsidiary (ARHPL)

Material approvals in relation to business operations:

ARHPL requires various approvals to carry on its business and operations. ARHPL has received the following material approvals pertaining to our operations and business:

(a) Material labour related approvals

1. ARHPL has obtained registrations for its stores located in various states in India under the relevant shops and establishment laws, wherever applicable.

(b) Registrations under employment laws

1. Registration in various states and union territories for employees' provident fund with the Employees' Provident Fund Organisation under the Employees' Provident Funds and Miscellaneous Provisions Act, 1952 with code number.

(c) Tax related registrations of ARHPL

1. The permanent account number of ARHPL is AAICA7614B.

2. ARHPL has obtained goods and services tax identification numbers under the applicable provisions of the goods and services tax legislations applicable in the following states and union territories where our stores are located:

(i) Andhra Pradesh;
(ii) Arunachal Pradesh;
(iii) Assam;
(iv) Bihar;
(v) Chhattisgarh;
(vi) Delhi;
(vii) Goa;
(viii) Gujarat;
(ix) Himachal Pradesh;
(x) Haryana;
(xi) Jammu & Kashmir;
(xii) Jharkhand;
(xiii) Karnataka;
(xiv) Kerala;
(xv) Madhya Pradesh;
(xvi) Maharashtra;
(xvii) Manipur;
(xviii) Meghalaya;
(xix) Mizoram;
(xx) Nagaland;
(xxi) Odisha;
(xxii) Punjab;
(xxiii) Rajasthan;
(xxiv) Sikkim;
(xxv) Tamil Nadu;

(xxvi) Telangana;
(xxvii) Tripura;
(xxviii) Uttar Pradesh;
(xxix) Uttarakhand; and
(xxx) West Bengal.

3. The Tax deduction account number of ARHPL is CHEA16769E.

(d) Other approvals

1. Central license issued by the Food Safety and Standard Authority of India under the FSS Act to ARHPL; and

2. Certificate of importer-exporter code issued by the Ministry of Commerce and Industry.

V. Approvals applicable at our store operated by ARHPL

In order to operate our stores in India, ARHPL requires approvals and/or licenses under various states and centre laws, rules and regulations. These approvals and/or licenses for its stores in various states of India, amongst others, include (a) registration and licenses to operate our stores for 365 days under the respective shops and establishment acts of those states, wherever enacted or in force; (b) exemptions to operate our stores for 365 days under the respective shops and establishment acts of those states, wherever enacted or in force; (c) trade licenses from respective municipal authorities of areas, where our stores are located and where local laws require such trade licenses to be obtained; (d) licenses under the Legal Metrology Act of those states, wherever enacted or in force; (e) no objection certificates issued by the fire department of the local municipal corporations of those states, wherever enacted or in force; (f) license to install diesel generators for the relevant stores; (g) state licenses issued by the Food Safety and Standard Authority of India under the FSS Act for its stores located in various states in India; and (h) insecticide license.

Our Company has obtained the material registrations, approvals, permits, licenses and exemptions from the appropriate regulatory and governing authorities required to operate our stores. Certain approvals may have lapsed in their normal course and we have either made applications to the appropriate authorities for renewal of such licenses and approvals or are in the process of making such applications.

VI. Approvals applicable at our warehouses

In order to operate our warehouses in India, our Company requires approvals and/or licenses under various states and centre laws, rules and regulations. These approvals and/or licenses for its warehouses in various states of India, amongst others, include (a) no objection certificates issued by the fire department of the local municipal corporations of those states, wherever enacted or in force; (b) state licenses issued by the Food Safety and Standard Authority of India under the FSS Act for its warehouses located in various states in India; (c) shops and establishments licenses under the respective shops and establishment acts of those states where our warehouses are located and where local laws require such shops and establishments licenses to be obtained and (d) trade licenses from respective municipal authorities of areas, where our warehouses are located and where local laws require such trade licenses to be obtained.

Our Company has obtained the material registrations, approvals, permits, licenses and exemptions from the appropriate regulatory and governing authorities required to operate our warehouses. Certain approvals may have lapsed in their normal course and we have either made applications to the appropriate authorities for renewal of such licenses and approvals or are in the process of making such applications.

SECTION VII: OUR GROUP COMPANIES

Pursuant to a resolution dated November 19, 2024, our Board has noted that in accordance with the SEBI ICDR Regulations and for the purpose of disclosure in this Red Herring Prospectus, group companies shall include the companies (other than our Promoters and Subsidiaries) with which there were related party transactions disclosed as per Ind AS 24 during any of the last three Financial Years and for the six months period ended September 30, 2024 in respect of which the Restated Consolidated Financial Information are included in this Red Herring Prospectus ("**Relevant Period**") and (ii) such other company as deemed material by our Board in accordance with the Materiality Policy. For the purposes of (ii) above, such companies that are a part of the Promoter Group with which there were transactions in the most recent financial year period ended March 31, 2024, if any, for which Restated Consolidated Financial Information are included in this Red Herring Prospectus, which individually or in the aggregate, exceeded 10% of the total restated revenue of our Company for the most recent completed full financial year, have been considered material.

Accordingly, based on the parameters outlined above, as on the date of this Red Herring Prospectus, our Company does not have any group company.

SECTION VIII: OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for the Offer

The Offer has been authorised by our Board of Directors at their meeting dated July 4, 2024. Our Board has taken on record the consent of the Promoter Selling Shareholder to participate in the Offer pursuant to resolution passed in its meeting held on July 29, 2024.

The Board has approved the Pre-filed Draft Red Herring Prospectus pursuant to its resolution dated July 29, 2024. The Updated Draft Red Herring Prospectus – I has been approved pursuant to a resolution passed by our Board on October 17, 2024. This Red Herring Prospectus has been approved pursuant to a resolution passed by our Board on December 4, 2024.

Authorisation by the Promoter Selling Shareholder

The Promoter Selling Shareholder has, authorized, confirmed and approved their participation in the Offer for Sale as set out below:

Name of the Selling Shareholder	Maximum number of Equity Shares of face value of ₹10 each offered in the Offer for Sale	Date of corporate authorization	Date of consent letter
Samayat Services LLP	Up to [●] Equity Shares of face value of ₹ 10 each aggregating to ₹80,000 million	July 3, 2024	July 29, 2024

In-principle Listing Approval

Our Company has received in-principle approvals from BSE and NSE for the listing of the Equity Shares pursuant to letters each dated September 03, 2024.

Prohibition by Securities and Exchange Board of India (“SEBI”) or other governmental authorities

The Promoter Selling Shareholder confirms that it will be eligible to participate in the Offer for Sale in accordance with Regulation 8 of the SEBI ICDR Regulations at the time of filing of this Red Herring Prospectus.

Our Company, Promoters (including the Promoter Selling Shareholder), Promoter Group and Directors, severally and not jointly, confirm that they are not prohibited from accessing the capital market or debarred from buying, selling or dealing in securities under any order or direction passed by SEBI or any securities market regulator in any other jurisdiction or any other authority/court.

None of the companies with which our Promoters and Directors are associated with as promoters, directors or persons in control have been debarred from accessing the capital markets under any order or direction passed by SEBI or any other authorities.

Our Company, Promoters or Directors have not been declared as Wilful Defaulters by any bank or financial institution or consortium thereof in accordance with the guidelines on wilful defaulters issued by the RBI.

Our Directors have not been declared as fugitive economic offenders under Section 12 of the Fugitive Economic Offenders Act, 2018.

None of our Company, our Promoters or our Directors have been declared as Fraudulent Borrowers.

Directors associated with the securities market

None of our Directors are associated with the securities market in any manner including securities market related business. Further, no outstanding action has been initiated against any of our Directors by SEBI in the five years preceding the date of this Red Herring Prospectus.

Confirmation under Companies (Significant Beneficial Owners) Rules, 2018 (“SBO Rules”)

Our Company, Promoters (including the Promoter Selling Shareholder), members of the Promoter Group, confirm that they are in compliance with the SBO Rules, to the extent applicable to each of them, as on the date of this Red Herring Prospectus.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with Regulation 6(1) of the SEBI ICDR Regulations as set out under the eligibility criteria calculated in accordance with the Restated Consolidated Financial Information, as indicated below:

a. Our Company has had net tangible assets of at least ₹30 million, calculated on a restated and consolidated basis, in each of the preceding three full years (of 12 months each) (i.e. Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022);
b. Our Company has an average operating profit of at least ₹150 million, calculated on a restated and consolidated basis, during the preceding three years (of 12 months each), with operating profit in each of these preceding three years;
c. Our Company has a net worth of at least ₹10 million in each of the preceding three full years (of 12 months each), calculated on a restated and consolidated basis; and
d. Our Company has not changed its name in the last one year.

Our Company's net tangible assets, monetary assets, monetary assets as a percentage of the net tangible assets, operating profits and net worth, derived from the Restated Consolidated Financial Information included in this Red Herring Prospectus as at, and for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022, are set forth below:

(₹ in million, unless otherwise stated)

Particulars	Financial Year ended March 31, 2024	Financial Year ended March 31, 2023	Financial Year ended March 31, 2022
Restated net tangible assets[1]	13,300.34	8,635.30	5,275.49
Pre tax operating profit (on a restated and consolidated basis) [2]	7,313.08	5,590.77	3,981.21
Average pre tax operating profit			5,628.35
Net worth (on a restated and consolidated basis)[3]	56,465.92	51,808.38	48,499.33

Notes:

1. *Net tangible assets is the sum of all net assets of Vishal Mega Mart Limited (formerly known as Vishal Mega Mart Private Limited) (the "Company") as per Restated Consolidated Financial Information, as applicable, excluding goodwill and other intangible assets as per the Restated Consolidated Financial Information as defined in Indian Accounting Standard 38 ('Ind AS 38') notified under Section 133 of Companies Act 2013 ('the Act') read with the Companies (Indian Accounting Standards) Rule 2015 (as amended) and in accordance with Regulation 2(1)(gg) of Securities and Exchange Board of India (Issue Of Capital and Disclosure Requirements) Regulations 2018, as amended (the 'SEBI ICDR Regulations').*
2. *Pre-tax operating profit represents the profit for the year before finance costs, other income and tax expenses as arising from normal operations and activities of our Company without taking account of extraneous transaction, as per Restated Consolidated Financial Information for the years ended March 31, 2024, March 31, 2023 and March 31, 2022. Reference for computing pre-tax operating profit has been as per the definition of ICAI publication on Glossary of Terms used in Financial Statements (July 2019) '*
3. *Net worth means the aggregate value of the paid-up share capital and all reserves created out of the profits and securities premium account and debit or credit balance of profit and loss account, after deducting the aggregate value of the accumulated losses, deferred expenditure and miscellaneous expenditure not written off, as per the Restated Consolidated Financial Information, but does not include reserves created out of revaluation of assets, write-back of depreciation and amalgamation as per Regulation 2(1)(hh) of the SEBI ICDR Regulations. Net worth is the aggregate of paid up share capital and other equity wherein other equity includes general reserve, retained earnings, share options outstanding and securities premium as per Restated Consolidated Financial Information of our Company. Other Equity does not include capital reserve as it pertains to the difference of book value of assets of subsidiary and amount paid for acquisition of subsidiary.*

The average Operating Profit, as restated and consolidated for the Financial Years ended March 31, 2024, March 31, 2023 and March 31, 2022 is ₹5,628.35 million.

The status of compliance of our Company with the conditions as specified under Regulations 5 and 7(1) of the SEBI ICDR Regulations are as follows:

(i) Our Company, Promoters/ Promoter Selling Shareholder, members of Promoter Group and our Directors are not debarred from accessing the capital markets by SEBI;
(ii) The companies with which our Promoters or Directors are associated as a promoter or director are not debarred from accessing the capital markets by SEBI;
(iii) Neither our Company, nor our Promoters or our Directors are Wilful Defaulters or Fraudulent Borrowers;
(iv) None of our Directors have been declared as a Fugitive Economic Offender;
(v) Except for the issue of Equity Shares pursuant to exercise of options granted under the ESOP 2019, there are no outstanding warrants, options or rights to convert debentures, loans or other instruments into, or which would entitle any person any option to receive Equity Shares as on the date of this Red Herring Prospectus;
(vi) Our Company along with Registrar to the Offer has entered into tripartite agreements dated May 13, 2024 and May 10, 2024 with NSDL and CDSL, respectively, for dematerialisation of the equity shares;
(vii) The Equity Shares of our Company held by the Promoters are in dematerialised form;
(viii) All the equity shares are fully paid-up and there are no partly paid-up equity shares as on the date of filing of this Red Herring Prospectus; and
(ix) There is no requirement for us to make firm arrangements of finance under Regulation 7(1)(e) of the SEBI ICDR Regulations through verifiable means towards 75% of the stated means of finance.

Further, in accordance with Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Allottees under the Offer shall be not less than 1,000, failing which the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within such timeline as prescribed under applicable laws, and our Company shall be liable to pay interest on the application money in accordance with applicable laws.

DISCLAIMER CLAUSE OF SECURITIES AND EXCHANGE BOARD OF INDIA

IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS RED HERRING PROSPECTUS TO SEBI SHOULD NOT, IN ANY WAY, BE DEEMED OR CONSTRUED THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, KOTAK MAHINDRA CAPITAL COMPANY LIMITED, ICICI SECURITIES LIMITED, INTENSIVE FISCAL SERVICES PRIVATE LIMITED, JEFFERIES INDIA PRIVATE LIMITED, J.P. MORGAN INDIA PRIVATE LIMITED AND MORGAN STANLEY INDIA COMPANY PRIVATE LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS RED HERRING PROSPECTUS AND THE PROMOTER SELLING SHAREHOLDER WILL BE RESPONSIBLE FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THIS RED HERRING PROSPECTUS IN RELATION TO ITSELF AND ITS OFFERED SHARES, THE BOOK RUNNING LEAD MANAGERS ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE PROMOTER SELLING SHAREHOLDER DISCHARGE THEIR RESPONSIBILITY ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE, THE BOOK RUNNING LEAD MANAGERS HAD FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED JULY 29, 2024, IN THE FORMAT PRESCRIBED UNDER SCHEDULE V(AA) OF THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2018, AS AMENDED.

THE FILING OF THIS RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE OUR COMPANY FROM ANY LIABILITIES UNDER THE COMPANIES ACT OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP, AT ANY POINT OF TIME, WITH THE BOOK RUNNING LEAD MANAGERS, ANY IRREGULARITIES OR LAPSES IN THIS RED HERRING PROSPECTUS.

All legal requirements pertaining to this Offer will be complied with at the time of filing of this Red Herring Prospectus with the Registrar of Companies in terms of Section 32 of the Companies Act. All legal requirements pertaining to this Offer will be complied with at the time of filing of the Prospectus with the Registrar of Companies in terms of sections 26, 32, 33(1) and 33(2) of the Companies Act.

Disclaimer from our Company, our Directors, the Promoter Selling Shareholder and Book Running Lead Managers ("BRLMs")

Our Company, the Directors, the Promoter Selling Shareholder and the Book Running Lead Managers accept no responsibility for statements made otherwise than in this Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's instance and anyone placing reliance on any other source of information, including our Company's website, www.aboutvishal.com, or the respective websites of any affiliate of our Company would be doing so at his or her own risk. The Promoter Selling Shareholder, including their respective directors, investment manager, partners, affiliates, associates and officers, accept or undertake no responsibility for any statements made or undertakings provided in this Red Herring Prospectus other than those specifically undertaken or made or confirmed in relation to itself as the Promoter Selling Shareholder and the Offered Shares.

The Book Running Lead Managers accept no responsibility, save to the limited extent as provided in the Offer Agreement and as will be provided for in the Underwriting Agreement to be entered into among the Underwriters, the Promoter Selling Shareholder and our Company.

All information, to the extent required in relation to the Offer, shall be made available by our Company, the Promoter Selling Shareholder (to the extent that the information pertain to itself and the Offered Shares), and the Book Running Lead Managers to the public and investors at large and no selective or additional information would be available for a section of the investors in any manner whatsoever, including at road show presentations, in research or sales reports, at Bidding Centres or elsewhere.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, Underwriters and their respective investment managers, directors, partners, officers, agents, affiliates, and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares and will not issue, allot, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Equity Shares. Our Company, the Promoter Selling Shareholder, Underwriters and their respective investment managers, directors, partners, officers, agents, affiliates, and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The Book Running Lead Managers and their respective associates and affiliates may engage in transactions with, and perform services for, our Company, the Promoter Selling Shareholder and its investment managers, group companies, affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with or become customers to our Company, the Promoter Selling Shareholder and its investment managers, group companies, affiliates or associates or third parties, for which they have received, and may in the future receive, compensation.

Bidders are advised to ensure that any Bid from them does not exceed the investment limits or maximum number of Equity Shares that can be held by them under applicable law.

Disclaimer in respect of Jurisdiction

The Offer is being made in India to persons resident in India (who are competent to contract under the Indian Contract Act, 1872, as amended, including Indian nationals resident in India, HUFs, companies, other corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, Indian Mutual Funds registered with SEBI, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to RBI permission), or trusts under applicable trust law and who are authorised under their respective constitution to hold and invest in equity shares, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDAI, provident funds (subject to applicable law) and pension funds, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI, systemically important NBFCs registered with the RBI) and permitted Non-Residents including FPIs and Eligible NRIs, AIFs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Equity Shares. This Red Herring Prospectus does not constitute an offer to sell or an invitation to subscribe to Equity Shares offered hereby, in any jurisdiction other than in India to any person to whom it is unlawful to make an offer or invitation in such jurisdiction. Any person into whose possession this Red Herring Prospectus comes is required to inform himself or herself about, and to observe, any such restrictions. Invitations to subscribe to or purchase the Equity Shares in the Offer will be made only pursuant to this Red Herring Prospectus if the recipient is in India or the preliminary offering memorandum for the Offer, which comprises this Red Herring Prospectus and the preliminary international wrap for the Offer, if the recipient is outside India. No person outside India is eligible to bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India. Any dispute arising out of the Offer will be subject to the jurisdiction of appropriate court(s) in Mumbai, Maharashtra, India, only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Red Herring Prospectus will be filed with SEBI for its observations. Accordingly, the Equity Shares represented hereby may not be offered or sold, directly or indirectly, and this Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction. Neither the delivery of this Red Herring Prospectus nor any offer or sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company or the Promoter Selling Shareholder since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

No person outside India is eligible to Bid for Equity Shares in the Offer unless that person has received the preliminary offering memorandum for the Offer, which contains the selling restrictions for the Offer outside India.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (a) outside the United States in offshore transactions as defined in and in compliance with Regulation S and the applicable laws of the jurisdictions where those offers and sales are made, and (b) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) pursuant to Section 4(a) of the U.S. Securities Act.

The Equity Shares have not been and will not be registered, listed or otherwise qualified in any other jurisdiction outside India and may not be offered or sold, and Bids may not be made by persons in any such jurisdiction except in compliance with the applicable laws or such jurisdiction.

Bidders are advised to ensure that any Bid from them does not exceed investment limits or the maximum number of Equity Shares that can be held by them under applicable law. Further, each Bidder where required must agree in the Allotment Advice that such Bidder will not sell or transfer any Equity Shares or any economic interest therein, including any off-shore derivative instruments, such as participatory notes, issued against the Equity Shares or any similar security, other than in accordance with applicable laws.

Disclaimer clause of BSE Limited

As required, a copy of the Pre-filed Draft Red Herring Prospectus was submitted to BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of the Pre-filed Draft Red Herring Prospectus, is as set forth below:

"BSE Limited ("the Exchange") has given vide its letter dated September 3, 2024, permission to this Company to use the Exchange's name in this offer document as one of the stock exchanges on which this company's securities are proposed to be listed. The Exchange has scrutinized this offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Company. The Exchange does not in any manner:

a. warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; or
b. warrant that this Company's securities will be listed or will continue to be listed on the Exchange; or
c. take any responsibility for the financial or other soundness of this Company, its promoters, its management or any scheme or project of this Company.

and it should not for any reason be deemed or construed that this offer document has been cleared or approved by the Exchange. Every person who desires to apply for or otherwise acquires any securities of this Company may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription/acquisition whether by reason of anything stated or omitted to be stated herein or for any other reason whatsoever."

Disclaimer clause of National Stock Exchange of India Limited

As required, a copy of the Pre-filed Draft Red Herring Prospectus was submitted to NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of the Pre-filed Draft Red Herring Prospectus, is set forth below:

"As required, a copy of this Offer Document has been submitted to National Stock Exchange of India Limited (hereinafter referred to as NSE). NSE has given vide its letter Ref.: NSE/LIST/4164 dated September 03, 2024, permission to the Issuer to use the Exchange's name in this Offer Document as one of the Stock Exchanges on which this Issuer's securities are proposed to be listed. The Exchange has scrutinized this draft offer document for its limited internal purpose of deciding on the matter of granting the aforesaid permission to this Issuer. It is to be distinctly understood that the aforesaid permission given by NSE should not in any way be deemed or construed that the offer document has been cleared or approved by NSE; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this offer document; nor does it warrant that this Issuer's securities will be listed or will continue to be listed on the Exchange; nor does it take any responsibility for the financial or other soundness of this Issuer, its promoters, its management or any scheme or project of this Issuer.

Every person who desires to apply for or otherwise acquire any securities of this Issuer may do so pursuant to independent inquiry, investigation and analysis and shall not have any claim against the Exchange whatsoever by reason of any loss which may be suffered by such person consequent to or in connection with such subscription /acquisition whether by reason of anything stated or omitted to be stated herein or any other reason whatsoever."

Listing

The Equity Shares issued through this Red Herring Prospectus and the Prospectus are proposed to be listed on the BSE and the NSE. Applications will be made to the Stock Exchanges for obtaining permission for listing and trading of the Equity Shares. NSE will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permission to deal in and for an official quotation of the Equity Shares is not granted by the Stock Exchanges, our Company shall forthwith repay, without interest, all monies received from the applicants in pursuance of this Red Herring Prospectus in accordance with applicable law. Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of Equity Shares at the Stock Exchanges are taken within such time prescribed by SEBI.

If our Company does not allot Equity Shares pursuant to the Offer within such timeline as prescribed by SEBI, it shall repay without interest all monies received from Bidders, failing which our Company and every officer in default shall be liable to repay the money, with interest, in accordance with applicable law.

The Promoter Selling Shareholder undertake to provide such reasonable assistance as may be requested by our Company, to the extent such assistance is required from the Promoter Selling Shareholder in relation to the Offered Shares to facilitate the process of listing and commencement of trading of the Equity Shares on the Stock Exchanges within such time prescribed by SEBI.

Consents

Consents in writing of: (a) each of the Promoter Selling Shareholder, our Directors, our Company Secretary, Compliance Officer, legal counsels appointed for the Offer, Bankers to our Company, the BRLMs, the Registrar to the Offer, Independent Chartered Accountant, Redseer, have been obtained; and (b) the Syndicate Members, the Banker(s) to the Offer/Escrow Collection Bank/ Sponsor Bank(s)/Refund Bank/Public Offer Account Bank to act in their respective capacities, will be obtained and filed along with a copy of this Red Herring Prospectus with the RoC as required under the Companies Act and such consents shall not be withdrawn up to the time of delivery of this Red Herring Prospectus for filing with the RoC.

Expert to the Offer

Except as stated below, our Company has not obtained any expert opinions:

Our Company has received written consent dated December 4, 2024 from Walker Chandiok & Co LLP, Chartered Accountants, Chartered Accountants, holding a valid peer review certificate from ICAI to include their name as required under Section 26(5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus and as an "Expert" as defined under Section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated November 19, 2024 on our Restated Consolidated Financial Information; and (ii) their report dated November 19, 2024 on the statement of special tax benefits available to our Company and its shareholders, included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "Expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

In addition, our Company has received written consent dated December 4, 2024 from B.B. & Associates (FRN: 023670N), Chartered Accountants, holding a valid peer review certificate from ICAI include their name as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations in this Red Herring Prospectus and as an 'expert' as defined under Section 2(38) of the Companies Act, as required under Section 26(5) of the Companies Act read with SEBI ICDR Regulations and other applicable provisions of the Companies Act in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company, and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

Particulars regarding public or rights issues by our Company during the last five years

Except as disclosed in "*Capital Structure*" on page 71, our Company has not made any public, rights or composite issues during the five years preceding the date of this Red Herring Prospectus. Our Company does not have any group company, subsidiaries or associate companies.

Commission and Brokerage paid on previous issues of the Equity Shares in the last five years

Since this is the initial public issue of the Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company's incorporation (including the last five years).

Capital issue by our Company, listed group companies and associates during the previous three years

Except as disclosed in "*Capital Structure*" on page 71, our Company has not made any capital issues during the three years preceding the date of this Red Herring Prospectus, our Company does not have any group company or associate companies. For details in relation to the capital issuances by our Company in the three years preceding the date of filing this Red Herring Prospectus, see "*Capital Structure – Notes to the capital structure*" on page 71.

Performance vis-à-vis objects – Public/rights issue of our Company

Our Company has not undertaken any public issue or rights issue during the five years immediately preceding the date of this Red Herring Prospectus.

Performance vis-à-vis objects – Public/rights issue of the listed subsidiaries/ listed Promoter(s) of our Company

As on date of this Red Herring Prospectus, our Promoters and our Subsidiaries are not listed on any stock exchange.

Price information of past issues handled by the Book Running Lead Managers

A. Kotak

1. *Price information of past issues handled by Kotak:*

S. No.	Issue name	Issue size (₹ million)	Issue price (₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1.	Niva Bupa Insurance Company Limited	22,000.00	74.00	November 14, 2024	78.14	Not applicable	Not applicable	Not applicable
2.	Acme Solar Holdings Limited	29,000.00	289.00[1]	November 13, 2024	251.00	Not applicable	Not applicable	Not applicable
3.	Swiggy Limited	113,274.27	390.00[2]	November 13, 2024	420.00	Not applicable	Not applicable	Not applicable
4.	Hyundai Motor India Limited	278,556.83	1,960.00[3]	October 22, 2024	1,934.00	-6.64%, [-3.90%]	Not applicable	Not applicable
5.	Western Carriers (India) Limited	4,928.80	172.00	September 24, 2024	171.00	-20.69%, [-5.80%]	Not applicable	Not applicable
6.	Bajaj Housing Finance Limited	65,600.00	70.00	September 16, 2024	150.00	+99.86%, [-1.29%]	Not applicable	Not applicable
7.	Premier Energies Limited	28,304.00	450.00[4]	September 3, 2024	991.00	+146.93%, [+2.07%]	+172.40%, [-3.33%]	Not applicable
8.	Brainbees Solutions Limited	41,937.28	465.00[5]	August 13, 2024	651.00	+37.49%, [+3.23%]	+21.39%, [+0.04%]	Not applicable
9.	Ola Electric Mobility Limited	61,455.59	76.00[6]	August 9, 2024	76.00	+44.17%, [+1.99%]	-2.11%, [+0.48%]	Not applicable
10.	Emcure Pharmaceuticals Limited	19,520.27	1,008.00[7]	July 10, 2024	1,325.05	+27.94%, [-0.85%]	+32.18%, [+1.94%]	Not applicable

Source: www.nseindia.com; www.bseindia.com

Notes:

1. *In Acme Solar Holdings Limited, the issue price to eligible employees was ₹ 262 after a discount of ₹ 27 per equity share*
2. *In Swiggy Limited, the issue price to eligible employees was ₹ 365 after a discount of ₹ 25 per equity share*
3. *In Hyundai Motor India Limited, the issue price to eligible employees was ₹ 1,774 after a discount of ₹ 186 per equity share*
4. *In Premier Energies Limited, the issue price to eligible employees was ₹ 428 after a discount of ₹ 22 per equity share*
5. *In Brainbees Solutions Limited, the issue price to eligible employees was ₹ 421 after a discount of ₹ 44 per equity share*
6. *In Ola Electric Mobility Limited, the issue price to eligible employees was ₹ 69 after a discount of ₹ 7 per equity share*
7. *In Emcure Pharmaceuticals Limited, the issue price to eligible employees was ₹ 918 after a discount of ₹ 90 per equity share*
8. *In the event any day falls on a holiday, the price/index of the immediately preceding trading day has been considered.*
9. *The 30th, 90th, 180th calendar days from listed day have been taken as listing day plus 29, 89 and 179 calendar days.*
10. *Designated Stock Exchange as disclosed by the respective Issuer at the time of the issue has been considered for disclosing the price information.*
11. *Restricted to last 10 equity initial public issues.*

2. *Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Kotak:*

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ million)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25	12	713,025.27	-	-	2	2	4	1	-	-	-	2	-	-
2023-24	11	179,436.83	-	-	-	2	4	5	-	-	-	7	3	1
2022-23	10	367,209.37	-	1	2	-	3	4	-	2	1	2	3	2

Notes:

1. *The information is as on the date of this Red Herring Prospectus.*
2. *The information for each of the financial years is based on issues listed during such financial year.*

B. ISec

1. Price information of past issues handled by ISec:

Sr. No.	Issue Name	Issue Size (Rs. Mn.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Akums Drugs and Pharmaceuticals Limited^^	18,567.37	679.00(1)	06-Aug-24	725.00	+32.10% [+5.03%]	+23.99% [+0.89%]	NA*
2	Ceigall India Limited^^	12,526.63	401.00(2)	08-Aug-24	419.00	-4.89% [+3.05%]	-14.01% [+0.40%]	NA*
3	Ola Electric Mobility Limited^^	61,455.59	76.00(3)	09-Aug-24	76.00	+44.17% [+1.99%]	-2.11% [+0.48%]	NA*
4	Premier Energies Limited^	28,304.00	450.00(4)	03-Sept-24	991.00	+146.93% [+2.07%]	+172.40%[-3.33%]]	NA*
5	Northern Arc Capital Limited^^	7,770.00	263.00(5)	24-Sept-24	350.00	-7.15% [-5.80%]	NA*	NA*
6	Afcons Infrastructure Limited^^	54,300.00	463.00(6)	04-Nov-24	426.00	+6.56%[+1.92%]	NA*	NA*
7	Sagility India Limited^^	21,064.04	30.00(7)	12-11-2024	31.06	NA*	NA*	NA*
8	Acme Solar Holdings Limited^^	29,000.00	289.00(8)	13-11-2024	251.00	NA*	NA*	NA*
9	Swiggy Limited^^	113,274.27	390.00(9)	13-11-2024	420.00	NA*	NA*	NA*
10	Niva Bupa Health Insurance Company Limited^^	22,000.00	74.00	14-11-2024	78.14	NA*	NA*	NA*

**Data not available*
^BSE as designated stock exchange
^^NSE as designated stock exchange

(1) Discount of Rs. 64 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 679.00 per equity share
(2) Discount of Rs. 38 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 401.00 per equity share
(3) Discount of Rs. 7 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 76.00 per equity share
(4) Discount of Rs. 22 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 450.00 per equity share
(5) Discount of Rs. 24 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 263.00 per equity share
(6) Discount of Rs. 44 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 463.00 per equity share
(7) Discount of Rs. 2 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 30.00 per equity share
(8) Discount of Rs. 27 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 289.00 per equity share
(9) Discount of Rs. 25 per equity share offered to eligible employees. All calculations are based on Issue Price of Rs. 390.00 per equity share

2. Summary statement of price information of past issues handled by ISec:

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-25*	17	5,00,012.59	-	-	2	4	4	3	-	-	-	3	1	1
2023-24	28	2,70,174.98	-	-	8	5	8	7	-	1	4	10	5	8
2022-23	9	2,95,341.82	-	1	3	-	3	2	-	1	1	-	5	2

** This data covers issues up to YTD*

Notes:

1. *Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company.*
2. *Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective Issuer Company.*
3. *30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day.*

C. Intensive Fiscal

1. Price information of past issues handled by Intensive Fiscal:

S. No.	Issue name	Issue size (in ₹ million)	Offer Price (in ₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/ % change in closing benchmark]- 180th calendar days from listing
1.	Waaree Energies Limited(1)	43,214.40	1,503	October 28, 2024	2,500.00	+68.05% [-0.59%]	-	-
2.	Baazar Style Retail Limited^(2)	8,346.75	389	September 6, 2024	389.00	-1.32%, [+0.62%]	-	-
3.	Gopal Snacks Limited#(2)	6,500.00	401	March 14, 2024	350.00	-18.13% [+1.57%]	-19.35% [+4.60%]	-18.63% [+11.58%]
4.	Yatharth Hospital & Trauma Care Services Limited(2)	6,865.51	300	August 07, 2023	304.00	+23.30% [-0.26%]	+20.58% [-2.41%]	+26.23% [+9.30%]
5.	Bikaji Foods International Limited*(2)	8,808.45	300	November 16, 2022	321.15	+28.65% [-0.29%]	+26.95% [-2.50%]	+24.17% [+0.08%]

(1) NSE as designated stock exchange
(2) BSE as designated stock exchange
** A discount of ₹ 15 per equity Share was offered to eligible employees bidding in the employee reservation portion.*
 # A discount of ₹ 38 per equity Share was offered to eligible employees bidding in the employee reservation portion.
^ A discount of ₹ 35 per equity Share was offered to eligible employees bidding in the employee reservation portion.

Notes:
a. Issue Size derived from prospectus/final post issue reports, as available.
b. Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective issuer company.
c. Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective Issuer Company.
d. In case 30th/90th/180th day is not a trading day, closing price on of the previous trading day has been considered.
e. Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

2. Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Intensive Fiscal:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount as on 30th calendar day from listing date			No. of IPOs trading at premium as on 30th calendar day from listing date			No. of IPOs trading at discount as on 180th calendar day from listing date			No. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2024-25*	2	51,561.15	-	-	1	1	-	-	-	-	-	-	-	-
2023-24	2	13,365.51	-	-	1	-	-	1	-	-	1	-	1	-
2022-23	1	8,808.45	-	-	-	-	1	-	-	-	-	-	-	1

**The information is as on the date of this Red Herring Prospectus.*
The information for each of the financial years is based on issues listed during such financial year.

D. Jefferies

1. Price information of past issues handled by Jefferies:

S. No.	Issue Name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening Price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Swiggy Limited^^	113,274.27	390.00(1)	November 13, 2024	420.00	NA	NA	NA
2	Sagility India Limited^^	21,062.18	30.00(2)	November 12, 2024	31.06	NA	NA	NA
3	Afcons Infrastructure Limited^^	54,300.00	463.00(3)	November 4, 2024	426.00	+6.56% [+1.92%]	NA	NA
4	Waaree Energies Limited^^	43,214.40	1,503.00	October 28, 2024	2,500.00	+68.05% [-0.59%]	NA	NA
5	Emcure Pharmaceuticals Limited^^	19,520.27	1,008.00	July 10, 2024	1,325.05	+27.94% [-0.85%]	+32.08% [+1.94%]	NA
6	TBO Tek Limited^^	15,508.09	920.00	May 15, 2024	1,426.00	+69.94% [+5.40%]	+84.90% [+9.67%]	+85.23% [+8.77%]
7	Entero Healthcare Limited^	16,000.00	1,258.00(4)	February 16, 2024	1,149.50	-19.65% [+0.30%]	-19.84% [+0.77%]	-2.19% [+9.02%]
8	Concord Biotech Limited^^	15,505.21	741.00(5)	August 18, 2023	900.05	+36.82% [+4.57%]	+83.91% [+1.89%]	+88.78% [+12.60%]
9	Mankind Pharma Limited^^	43,263.55	1,080.00	May 9, 2023	1,300.00	+37.61% [+2.52%]	+74.13% [+6.85%]	+64.36% [+5.28%]
10	KFin Technologies^^	15,000.00	366.00	December 29, 2022	367.00	-13.55% [-3.22%]	-24.56% [-6.81%]	-4.48% [+2.75%]

NA – Not Applicable, as the relevant period is not completed.
Data Restricted to last 10 equity initial public issues.
^ BSE as designated stock exchange
^^NSE as designated stock exchange

i. *A discount of ₹ 25 per equity was offered to eligible employees bidding in the employee reservation portion.*
ii. *A discount of ₹ 2 per equity was offered to eligible employees bidding in the employee reservation portion.*
iii. *A discount of ₹ 44 per equity was offered to eligible employees bidding in the employee reservation portion.*
iv. *A discount of ₹ 119 per equity was offered to eligible employees bidding in the employee reservation portion.*
v. *A discount of ₹ 70 per equity was offered to eligible employees bidding in the employee reservation portion.*

2. Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Jefferies:

Fiscal	Total no. of IPOs	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024 – 2025*	6	266,879.21	-	-	-	2	1	1	-	-	-	1	-	-
2023 – 2024	3	74,768.76	-	-	1	-	2	-	-	-	1	2	-	-
2022 – 2023	2	37.055.70	-	-	1	-	1	-	-	-	1	1	-	-

** This data covers issues up to YTD.*
The information for each of the financial years is based on issues listed during such financial year.
Notes:

1. *Data is sourced either from www.nseindia.com or www.bseindia.com, as per the designated stock exchange disclosed by the respective Issuer Company.*
2. *Similarly, benchmark index considered is "NIFTY 50" where NSE is the designated stock exchange and "S&P BSE SENSEX" where BSE is the designated stock exchange, as disclosed by the respective Issuer Company.*
3. *30th, 90th, 180th calendar day from listed day have been taken as listing day plus 29, 89 and 179 calendar days, except wherever 30th, 90th, 180th calendar day is a holiday, in which case we have considered the closing data of the previous trading day.*

E. JP Morgan

1. Price information of past issues handled by JP Morgan:

S. No.	Issue Name	Issue Size (₹ million)	Issue price (₹)	Listing Date	Opening Price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Swiggy Limited (b)	113,274.27	390[1]	November 13, 2024	420.00	NA	NA	NA
2	Sagility India Limited (b)	21,062.18	30[2]	November 12, 2024	31.06	NA	NA	NA
3	Hyundai Motor India Ltd. (b)	278,557.00	1,960[3]	October 22, 2024	1,934.00	(6.6%), [-3.9%]	NA	NA
4	Premier Energies Ltd. (a)	28,304.00	450[4]	September 03, 2024	991.00	+146.9%, [+2.1%]	+172.4% [-3.3%]	NA
5	Emcure Pharmaceuticals Ltd. (b)	19,520.27	1,008[5]	July 10, 2024	1,325.05	+27.9%, [-0.9%]	+32.1%, [1.9%]	NA
6	Indegene Ltd. (b)	18,417.59	452[6]	May 13, 2024	655.00	+24.3%, [+5.3%]	+26.9%, [+10.2%]	+52.6%, [+9.2%]
7	Honasa Consumer Ltd.(b)	17,014.40	324[7]	November 07, 2023	330.00	+17.6%, [+7.9%]	+34.8%, [+12.6%]	+29.7%. [+15.8%]
8	Blue Jet Healthcare Ltd.(b)	8,402.67	346	November 01, 2023	380.00	+4.1%. [+6.0%]	+10.1%, [+14.5%]	+11.2%, [+18.1%]
9	TVS Supply Chain Solutions Ltd.(b)	8,800.00	197	August 23, 2023	207.05	+8.7%, [+1.5%]	+6.6%, [+1.3%]	(7.5%), [+13.4%]
10	Mankind Pharma Ltd(b)	43,263.55	1,080	May 09, 2023	1,300.00	+37.6%, [+2.5%]	+74.1%, [+6.8%]	+64.4%, [+5.3%]
11	KFin Technologies Ltd(b)	15,000.00	366	December 29, 2022	367.00	(13.6%), [-3.2%]	(24.6%), [-6.8%]	(4.5%), [+2.5%]
12	Life Insurance Corporation of India(a)	205,572.31	949[8]	May 17, 2022	867.20	(27.2%), [-3.3%]	(28.1%), [+9.5%]	(33.8%), [+13.8%]
13	Rainbow Children's Medicare(b)	15,808.49	542[9]	May 10, 2022	510.00	(13.8%), [+0.7%]	(12.8%) , [+7.1%]	+49.2%, [+11.6%]

Source: SEBI, Source: www.nseindia.com

1. *Price on the designated stock exchange is considered for all of the above calculation for individual stocks. (a) BSE as the designated stock exchange; (b)NSE as the designated stock exchange*
2. *In case 30th/90th/180th day is not a trading day, closing price on the stock exchange of the previous trading day has been considered.*
3. *Closing price of 30th, 90th, 180th calendar day from listing day has been taken as listing day plus 29, 89 and 179 calendar days respectively*
4. *Pricing performance is calculated based on the Issue price.*
5. *Variation in the offer price for certain category of investors are:*
   [1] Discount of ₹25.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹390 per equity share
   [2]Discount of ₹2.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹30 per equity share
   [3] Discount of ₹186.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹1,960 per equity share
   [4] Discount of ₹22.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹450 per equity share
   [5] Discount of ₹90.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹1,008 per equity share
   [6] Discount of ₹30.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹452 per equity share
   [7] Discount of ₹30.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹324 per equity share
   [8] Discount of ₹45.0 per equity share offered to individual retail bidders and eligible employee(s); with discount of INR 60.0 per equity share offered to policyholder bidders respectively. All calculation are based on Issue price of ₹949 per equity share4
   [9] Discount of ₹20.0 per equity share offered to eligible employee bidders. All calculation are based on Issue price of ₹542 per equity share
6. *Pricing Performance for the benchmark index is calculated as per the close on the day of the listing date*
7. *Benchmark index considered is NIFTY 50/S&P BSE Sensex basis designated stock exchange for each issue*
8. *Issue size as per the basis of allotment*

2. *Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by JP Morgan:*

Fiscal	Total no. of IPOs	Total amount of funds raised (₹ Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%
2024-2025YTD	6	479,135	NA	NA	1	1	1	1	NA	NA	NA	1	NA	NA
2023-2024	4	77,481	NA	NA	NA	NA	1	3	NA	NA	1	1	1	1
2022-2023	3	2,36,381	NA	1	2	NA	NA	NA	NA	1	1	NA	1	NA

Note: In the event that any day falls on a holiday, the price/ index of the previous trading day has been considered. The information for each of the financial years is based on issues listed during such financial year.

F. Morgan Stanley

1. Price information of past issues handled by Morgan Stanley:

S. No.	Issue name	Issue size (in ₹ million)	Issue Price (in ₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/ % change in closing benchmark]- 180th calendar days from listing
1.	Zinka Logistics Solutions Limited	11,147.00	273.00	November 22, 2024	280.90	NA	NA	NA
2.	Niva Bupa Health Insurance Company limited	22,000.00	74.00	November 14, 2024	78.14	NA	NA	NA
3.	Hyundai Motor India Limited	278,556.83	1,960.00	October 22, 2024	1,934.00	-6.6% [-5.1%]	NA	NA
4.	Brainbees Solutions Limited	41,937.28	465.00	August 13, 2024	651.00	+ 37.5% [+ 2.3%]	+21.4% [-0.8%]	NA
5.	Go Digit General Insurance Limited	26,146.46	272.00	May 23, 2024	286.00	+ 22.8% [+ 4.0%]	+ 30.8% [+ 9.3%]	+ 16.3% [+ 3.8%]
6.	Delhivery Limited	52,350.00	487.00	May 24, 2022	495.20	+ 3.5% [- 4.9%]	+17.0% [+ 9.5%]	-28.0% [+12.9%]

Source: www.nseindia.com; for price information and prospectus/ basis of allotment for issue details.

Notes:

1. *Issue Size is as per the prospectus filed with SEBI with the figures rounded off to the nearest decimal point*
2. *Benchmark index considered is NIFTY50*
3. *If the 30th/90th/180th day falls on a trading holiday then pricing information on the preceding trading day has been considered*
4. *Pricing Performance for the company is calculated as per the final offer price*
5. *Pricing Performance for the benchmark index is calculated as per the close on the day prior to the listing date*

2. Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Morgan Stanley:

Financial Year	Total no. of IPOs	Total amount of funds raised (₹ in million)	No. of IPOs trading at discount as on 30th calendar day from listing date			No. of IPOs trading at premium as on 30th calendar day from listing date			No. of IPOs trading at discount as on 180th calendar day from listing date			No. of IPOs trading at premium as on 180th calendar day from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2024-25*	5*	101,230.74*	-	-	1*	-	1*	1*	-	-	-	-	-	1*
2023-24	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2022-23	1	52,350.00	-	-	-	-	-	1	-	1	-	-	-	-

Source: www.nseindia.com

Notes:

1. **Total number of IPOs and total amounts of funds raised includes 5 Issues: Zinka Logistics Solutions Limited, Niva Bupa Health Insurance Company limited, Hyundai Motor India Limited, Brainbees Solutions Limited and Go Digit General Insurance Limited. Trading performance includes 3 issues: Hyundai Motor India Limited, Brainbees Solutions Limited and Go Digit General Insurance Limited (as Zinka Logistics Solutions Limited and Niva Bupa Health Insurance Company Limited have not completed 30 trading days since listing)*

Track record of the Book Running Lead Managers

For details regarding the track record of the BRLMs, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012 issued by SEBI, see the websites of the BRLMs, as set forth in the table below:

S. No.	Name of BRLM	Website
1.	Kotak Mahindra Capital Company Limited	https://investmentbank.kotak.com
2.	ICICI Securities Limited	www.icicisecurities.com
3.	Intensive Fiscal Services Private Limited	www. intensivefiscal.com
4.	Jefferies India Private Limited	www.jefferies.com
5.	J.P. Morgan India Private Limited	https://indiaipo.jpmorgan.com
6.	Morgan Stanley India Company Private Limited	www.morganstanley.com/india

Stock Market Data of Equity Shares

This being an initial public offer of Equity Shares our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for redressal of investor grievances

The Registrar Agreement provides for the retention of records with the Registrar to the Offer for a period of at least eight years from the date of listing and commencement of trading of the Equity Shares on the Stock Exchanges, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

All grievances, other than that of Anchor Investors, in relation to the Bidding process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, UPI ID, Client ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder. Further, the Bidder shall also enclose a copy of the Acknowledgment Slip duly received from the concerned Designated Intermediary in addition to the documents and information mentioned hereinabove.

Anchor Investors are required to address all grievances in relation to the Offer to the BRLMs giving full details such as the name of the sole or First Bidder, Bid cum Application Form number, Bidders' DP ID, Client ID, PAN, date of the Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the name and address of the BRLMs with whom the Bid cum Application Form was submitted by the Anchor Investor.

The Registrar to the Offer shall obtain the required information from the SCSBs and Sponsor Bank(s) for addressing any clarifications or grievances of ASBA Bidders. Bidders can contact our Compliance Officer or the Registrar to the Offer in case of any pre-Offer or post-Offer related problems such as non-receipt of letters of Allotment, non-credit of allotted Equity Shares in the respective beneficiary account, non-receipt of refund intimations and non-receipt of funds by electronic mode and ASBA Account number (for Bidders other than UPI Bidders using the UPI Mechanism) in which the amount equivalent to the Bid Amount was blocked or the UPI ID in case of UPI Bidders using the UPI Mechanism. Further, the Bidder shall enclose the Acknowledgement Slip or provide the acknowledgement number received from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. All grievances relating to Bids submitted through Registered Brokers may be addressed to the Stock Exchanges with a copy to the Registrar to the Offer. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of ASBA Bidders.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher, for the entire duration of delay exceeding three Working Days from the Bid/Offer Closing Date by the SCSB. Our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of SCSBs including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

In terms of SEBI ICDR Master Circular, and subject to applicable law, any ASBA Bidder whose Bid has not been considered for Allotment, due to failure on the part of any SCSB, shall have the option to seek redressal of the same by the concerned SCSB within three months of the date of listing of the Equity Shares. SCSBs are required to resolve these complaints within 15 days, failing which the concerned SCSB would have to pay interest at the rate of 15% per annum for any delay beyond this period of 15 days. Further, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, with a copy to the Registrar to the Offer no later than 30 days from the finalization of Basis of Allotment by the Registrar to the Offer, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB.

The Promoter Selling Shareholder has authorised Compliance Officer and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offer for Sale.

The following compensation mechanism has become applicable for investor grievances in relation to Bids made through the UPI Mechanism for public issues opening on or after May 1, 2021, for which the relevant SCSBs shall be liable to compensate the investor:

Scenario	Compensation amount	Compensation period
Delayed unblock for cancelled / withdrawn / deleted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the date on which the request for cancellation / withdrawal / deletion is placed on the bidding platform of the Stock Exchanges till the date of actual unblock
Blocking of multiple amounts for the same Bid made through the UPI Mechanism	1. Instantly revoke the blocked funds other than the original application amount and 2. ₹100 per day or 15% per annum of the total cumulative blocked amount except the original Bid Amount, whichever is higher	From the date on which multiple amounts were blocked till the date of actual unblock
Blocking more amount than the Bid Amount	1. Instantly revoke the difference amount, i.e., the blocked amount less the Bid Amount and 2. ₹100 per day or 15% per annum of the difference amount, whichever is higher	From the date on which the funds to the excess of the Bid Amount were blocked till the date of actual unblock
Delayed unblock for non – Allotted / partially Allotted applications	₹100 per day or 15% per annum of the Bid Amount, whichever is higher	From the Working Day subsequent to the finalisation of the Basis of Allotment till the date of actual unblock

Further, in the event there are any delays in resolving the investor grievance beyond the date of receipt of the complaint from the investor, for each day delayed, the BRLMs shall be liable to compensate the investor ₹ 100 per day or 15% per annum of the Bid Amount, whichever is higher. The compensation shall be payable for the period ranging from the day on which the investor grievance is received till the date of actual unblock.

For helpline details of the Book Running Lead Managers see "*General Information – Book Running Lead Managers*" on page 64.

Disposal of Investor Grievances by our Company

Our Company has obtained authentication on the SCORES and shall comply with the SEBI circular bearing number SEBI/HO/OIAE/IGRD/CIR/P/2023/156 dated September 20, 2023 in relation to redressal of investor grievances through SCORES. Our Company estimates that the average time required by our Company or the Registrar to the Offer or the SCSB in case of ASBA Bidders, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has received three complaints pursuant to the filing of the UDRHP-I. Our Company and /or the BRLMs have responded to all three complaints. None of the complaints received have impacted any of the disclosures in this Red Herring Prospectus. No investor complaint in relation to our Company is pending as on the date of this Red Herring Prospectus.

Our Company has also appointed Rahul Luthra, Company Secretary of our Company, as the Compliance Officer for the Offer. For details, see "*General Information*" on page 63.

Our Company has constituted a Stakeholders' Relationship Committee comprising Nishant Sharma (*chairperson*), Neha Bansal and Manas Tandon as members, which is responsible for redressal of grievances of security holders of our Company. For details, see "*Our Management – Committees of the Board*" on page 180.

Our Company does not have any group companies or listed subsidiaries.

Exemption from complying with any provisions of securities laws, if any, granted by Securities and Exchange Board of India

Our Company has not applied for or received any exemption from complying with any provisions of SEBI ICDR Regulations.

Other confirmations

Any person connected with the Offer shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise to any person for making an application in the initial public offer, except for fees or commission for services rendered in relation to the Offer.

SECTION IX: OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being offered, Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, the MoA, AoA, SEBI Listing Regulations, the terms of this Red Herring Prospectus, the Prospectus, the abridged prospectus, the Bid cum Application Form, the Revision Form, the CAN/Allotment Advice and other terms and conditions as may be incorporated in the Allotment Advice and other documents/certificates that may be executed in respect of the Offer. The Equity Shares shall also be subject to laws as applicable, guidelines, rules, notifications and regulations relating to the issue of capital, and listing and trading of securities issued from time to time by SEBI, the Government of India, the Stock Exchanges, the RBI, RoC and/or other authorities, as in force on the date of the Offer and to the extent applicable or such other conditions as may be prescribed by the SEBI, the Government of India, the Stock Exchanges, the RoC and/or any other authorities while granting its approval for the Offer.

The Offer

The Offer comprises of an Offer for Sale by the Promoter Selling Shareholder.

Expenses for the Offer shall be borne by our Company and the Promoter Selling Shareholder, severally and not jointly, in the manner specified in "*Objects of the Offer - Offer Expenses*" on page 85.

Ranking of Equity Shares

The Equity Shares being offered/Allotted and transferred pursuant to the Offer shall be subject to the provisions of the Companies Act, SEBI ICDR Regulations, SCRA, SCRR, our Memorandum of Association and Articles of Association and shall rank *pari-passu* in all respects with the existing Equity Shares including dividend, voting and other corporate benefits, if any, declared by our Company after the date of Allotment. There are no outstanding equity shares of our Company having superior voting rights compared to the Equity Shares. For further details, see "*Description of Equity Shares and Terms of the Articles of Association*" on page 359.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders in accordance with the provisions of the Companies Act, our Articles of Association and provisions of the SEBI Listing Regulations and any other guidelines or directions which may be issued by the Government in this regard. Dividends, if any, declared by our Company after the date of Allotment pursuant to the transfer of Equity Shares from the Offer, will be payable to the Bidders who have been Allotted or transferred Equity Shares pursuant to the Offer, for the entire year, in accordance with applicable laws. For further details, in relation to dividends, see "*Dividend Policy*" and "*Description of Equity Shares and Terms of Articles of Association*" beginning on pages 196 and 359, respectively.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹10 and the Offer Price at the lower end of the Price Band is ₹[●] per Equity Share and at the higher end of the Price Band is ₹[●] per Equity Share. The Anchor Investor Offer Price is ₹ [●] per Equity Share.

The Price Band and the minimum Bid Lot will be decided by our Company in consultation with the Book Running Lead Managers and subject to applicable law, and advertised in all editions of Financial Express, an English national daily newspaper and Jansatta, a Hindi national daily newspaper (Hindi also being the regional language of Delhi NCR, where our Registered and Corporate Office is located), each with wide circulation, at least two Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading the same on their websites. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the Bid cum Application Forms available on the respective websites of the Stock Exchanges. The Offer Price and discount (if any) shall be determined by our Company, in consultation with the Book Running Lead Managers, after the Bid/Offer Closing Date.

At any given point of time, there shall be only one denomination for the Equity Shares, unless otherwise permitted by law.

Compliance with disclosure and accounting norms

Our Company shall comply with all disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the Articles of Association, our Shareholders shall have the following rights:

- Right to receive dividends, if declared;

- Right to attend general meetings and exercise voting rights, unless prohibited by law;
- Right to vote on a poll either in person or by proxy or "e-voting", in accordance with the provisions of the Companies Act;
- Right to receive offers for rights shares and be allotted bonus shares, if announced;
- Right to receive surplus on liquidation, subject to any statutory and preferential claim being satisfied;
- Right of free transferability of the Equity Shares, subject to applicable laws including any RBI rules and regulations; and
- Such other rights, as may be available to a shareholder of a listed public company under the Companies Act, the SEBI Listing Regulations, the Articles of Association of our Company and other applicable laws.

For a detailed description of the main provisions of the Articles of Association of our Company relating to voting rights, dividend, forfeiture and lien, transfer, transmission and/or consolidation/sub-division, see "*Description of Equity Shares and Terms of Articles of Association*" on page 359.

Allotment only in dematerialised form

Pursuant to Section 29 of the Companies Act, 2013, and the SEBI ICDR Regulations, the Equity Shares shall be Allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. In this context, two agreements have been entered into amongst our Company, the respective Depositories and Registrar to the Offer:

- Tripartite agreement dated May 13, 2024, amongst our Company, NSDL and Registrar to the Offer; and
- Tripartite agreement dated May 10, 2024 amongst our Company, CDSL and Registrar to the Offer.

Market Lot and Trading Lot

Since trading of the Equity Shares will be in dematerialised form, the tradable lot is one Equity Share. Allotment in this Offer will be in multiples of one Equity Share subject to a minimum Allotment of [●] Equity Shares of face value of ₹10 each for QIBs and RIBs. For NIBs allotment shall not be less than the minimum non-Institutional application size. For further details, see "*Offer Procedure*" on page 340.

Jurisdiction

The courts in Gurugram, Haryana will have exclusive jurisdiction in relation to this Offer.

Joint Holders

Subject to the provisions of the Articles of Association, where two or more persons are registered as the holders of the Equity Shares, they will be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Nomination facility to Bidders

In accordance with Section 72 of the Companies Act, 2013 read with the Companies (Share Capital and Debentures) Rules, 2014, the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest to the exclusion of all other persons, unless the nomination is modified or cancelled in prescribed manner. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to Equity Share(s) in the event of his or her death during the minority. A nomination may be cancelled or modified by nominating any other person in place of the present nominee, by the holder of the Equity Shares who made the nomination, by giving a notice of such cancellation or variation to our Company. A nomination shall stand rescinded upon a sale, transfer or alienation of Equity Share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered and Corporate Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of Section 72 of the Companies Act shall upon the production of such evidence as may be required by the Board, elect either:

a) to register himself or herself as the holder of the Equity Shares; or
b) to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other monies payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment of Equity Shares in the Offer will be made only in dematerialised mode, there is no need to make a separate nomination with our Company. Nominations registered with respective Depository Participant of the Bidder would prevail. If the Bidder wants to change the nomination, they are requested to inform their respective Depository Participant.

Bid/Offer Programme

BID/OFFER OPENS ON	Wednesday, December 11, 2024(1)
BID/OFFER CLOSES ON	Friday, December 13, 2024(2)

(1) Our Company in consultation with the Book Running Lead Managers and subject to applicable law, may consider participation by Anchor Investors. The Anchor Investor Bid/Offer Period shall be one Working Day prior to the Bid/Offer Opening Date in accordance with the SEBI ICDR Regulations i.e. Tuesday, December 10, 2024.

(2) UPI mandate end time shall be at 5:00 pm on Bid/Offer Closing Date, i.e. on Friday, December 13, 2024.

An indicative timetable in respect of the Offer is set out below:

Event	Indicative Date
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about Monday, December 16, 2024
Initiation of refunds (if any, for Anchor Investors)/unblocking of funds from ASBA Account*	On or about Tuesday, December 17, 2024
Credit of Equity Shares to demat accounts of Allottees	On or about Tuesday, December 17, 2024
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about Wednesday, December 18, 2024

* *In case of (i) any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date for cancelled/ withdrawn/deleted ASBA Forms, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher from the date on which the request for cancellation/withdrawal/deletion is placed in the Stock Exchanges bidding platform until the date on which the amounts are unblocked (ii) any blocking of multiple amounts for the same ASBA Form (for amounts blocked through the UPI Mechanism), the Bidder shall be compensated at a uniform rate ₹100 per day or 15% per annum of the total cumulative blocked amount except the original application amount, whichever is higher from the date on which such multiple amounts were blocked till the date of actual unblock; (iii) any blocking of amounts more than the Bid Amount, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the difference in amount, whichever is higher from the date on which such excess amounts were blocked till the date of actual unblock; (iv) any delay in unblocking of non-allotted/partially allotted Bids, exceeding three Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated at a uniform rate of ₹100 per day or 15% per annum of the Bid Amount, whichever is higher for the entire duration of delay exceeding three Working Days from the Bid/Offer Closing Date by the SCSB responsible for causing such delay in unblocking.*

The processing fees for applications made by UPI Bidders may be released to the remitter banks (SCSBs) only after such banks provide a written confirmation on compliance with SEBI ICDR Master Circular.

The above timetable is indicative and does not constitute any obligation or liability on our Company or the Promoter Selling Shareholder or the BRLMs.

Whilst our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within such time as prescribed by SEBI, the timetable may be subject to change due to various factors, such as extension of the Bid/Offer Period by our Company in consultation with the Book Running Lead Managers and subject to applicable law, revision of the Price Band or delay in receipt of final certificates from SCSBs, etc resulting in delay in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Promoter Selling Shareholder, confirm that it shall extend reasonable co-operation to the extent of the Offered Shares as may be required by our Company and the BRLMs to facilitate the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges within three Working Days from the Bid/Offer Closing Date or such other time as may be prescribed by SEBI.

In terms of the UPI Circulars, in relation to the Offer, the BRLMs will be required to submit reports of compliance with timelines and activities prescribed by SEBI in connection with the allotment and listing procedure such time as prescribed by SEBI, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

Any circulars or notifications from SEBI after the date of this Red Herring Prospectus may result in changes to the listing timelines. Further, the offer procedure is subject to change basis any revised SEBI circulars to this effect.

Submission of Bids (other than Bids from Anchor Investors):

Bid/Offer Period (except the Bid/Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("**IST**"))
Bid/Offer Closing Date*	
Submission of Electronic Applications (Online ASBA through 3-in-1 accounts) – For Retail Individual Bidders	Only between 10.00 a.m. and up to 5.00 p.m. IST
Submission of Electronic Applications (Bank ASBA through Online channels like Internet Banking, Mobile Banking and Syndicate UPI ASBA applications where Bid Amount is up to ₹500,000)	Only between 10.00 a.m. and up to 4.00 p.m. IST
Submission of Electronic Applications (Syndicate Non-Retail, Non-Individual Applications)	Only between 10.00 a.m. and up to 3.00 p.m. IST
Submission of Physical Applications (Bank ASBA)	Only between 10.00 a.m. and up to 1.00 p.m. IST
Submission of Physical Applications (Syndicate Non-Retail, Non-Individual Applications of QIBs and NIIs where Bid Amount is more than ₹500,000	Only between 10.00 a.m. and up to 12.00 p.m. IST
Modification/ Revision/cancellation of Bids	
Modification of Bids by QIBs and Non-Institutional Bidders categories and modification/cancellation of Bids by Retail Individual Bidders#	Only between 10.00 a.m. and up to 5.00 p.m. IST

* *UPI mandate end time and date shall be at 5:00 pm on Bid/Offer Closing Date.*

\# *QIBs and Non-Institutional Bidders can neither revise their Bids downwards nor cancel/withdraw their Bids.*

On the Bid/Offer Closing Date, the Bids shall be uploaded until:

(i) 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

(ii) Until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by RIBs.

On Bid/Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received from the RIBs, after taking into account the total number of Bids received and as reported by the BRLMs to the Stock Exchanges.

It is clarified that Bids shall be processed only after the application monies are blocked in the ASBA Account and Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs or not blocked under the UPI Mechanism in the relevant ASBA Account, as the case may be, would be rejected.

The Registrar to the Offer shall submit the details of cancelled/withdrawn/deleted applications to the SCSBs on a daily basis within 60 minutes of the Bid closure time from the Bid/ Offer Opening Date till the Bid/ Offer Closing Date by obtaining such information from the Stock Exchanges. The SCSBs shall unblock such applications by the closing hours of the Working Day and submit a confirmation in respect thereof to the BRLMs and the Registrar to the Offer on a daily basis, as per the format prescribed in SEBI ICDR Master Circular.

To avoid duplication, the facility of re-initiation provided to Syndicate Members shall preferably be allowed only once per bid/batch and as deemed fit by the Stock Exchanges, after closure of the time for uploading Bids.

Due to limitation of time available for uploading the Bids on the Bid/Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/Offer Closing Date and in any case no later than 1:00 p.m. IST on the Bid Offer Closing Date. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Offer. Bids and any revision in Bids will be accepted only during Working Days.

Investors may please note that as per letter no. List/SMD/SM/2006 dated July 3, 2006 and letter no. NSE/IPO/25101- 6 dated July 6, 2006 issued by BSE and NSE respectively, Bids and any revision in Bids shall not be accepted on Saturdays and public holidays as declared by the Stock Exchanges. Bids by ASBA Bidders shall be uploaded by the relevant Designated Intermediary in the electronic system to be provided by the Stock Exchanges. The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

In case of any discrepancy in the data entered in the electronic book vis-à-vis the data contained in the physical Bid cum Application Form, for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

The Designated Intermediaries shall modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period till 5.00 pm on the Bid/Offer Closing Date after which the Stock Exchange(s) will send the bid information to the Registrar to the Offer for further processing. In case of discrepancy in data entered in the electronic book vis-à-vis data contained in the Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges shall be taken as the final data for the purpose of Allotment.

Our Company in consultation with the Book Running Lead Managers and subject to applicable law, reserves the right to revise the Price Band during the Bid/Offer Period in accordance with the SEBI ICDR Regulations. The revision in the Price Band shall not exceed 20% on either side, i.e., the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly. The Floor Price will not be less than the face value of the Equity Shares. In all circumstances, the Cap Price shall be less than or equal to 120% of the Floor Price, subject to it being at least 105% of the Floor Price.

In case of any revision to the Price Band, the Bid/Offer Period shall be extended by at least three additional Working Days after such revision of the Price Band, subject to the Bid/Offer Period not exceeding 10 Working Days. In cases of force majeure, banking strike or similar unforeseen circumstances, our Company in consultation with the Book Running Lead Managers and subject to applicable law, for reasons to be recorded in writing, extend the Bid/Offer Period for a minimum of one Working Day, subject to the Bid/Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the respective websites of the BRLMs and the terminals of the Syndicate Members and by intimation to the SCSBs, other Designated Intermediaries and the Sponsor Bank(s), as applicable.

Minimum Subscription

As this is an offer for sale by the Promoter Selling Shareholder, the requirement of minimum subscription of 90% of the Offer under the SEBI ICDR Regulations is not applicable to this Offer. However, if our Company does not receive the minimum subscription in the Offer as specified under Rule 19(2)(b) of the SCRR including through the development of Underwriters, in accordance with the applicable laws, on the Bid/Offer Closing Date or if the level of subscription falls below the threshold specified above on account of withdrawal of application or after technical rejections or for any reason whatsoever; or if the listing or trading permission is not obtained from the Stock Exchanges for the Equity Shares in the Offer, our Company and the Promoter Selling Shareholder, to the extent applicable, shall forthwith refund the entire subscription amount received. If there is a delay in refunding beyond the prescribed period, our Company and every Director of our Company, who are officers in default, shall pay interest at the applicable rate in accordance with the Companies Act, 2013, the UPI Circulars and any other applicable law. The Promoter Selling Shareholder shall reimburse, any expense and interest incurred by our Company on behalf of the Promoter Selling Shareholder for any delay in making refunds as required under the Companies Act, 2013, the UPI Circulars and any other applicable law, provided that Promoter Selling Shareholder shall not be responsible or liable for payment of such expenses or interest in such delay unless such delay is caused solely by, or is directly attributable to, an act or omission of the Promoter Selling Shareholder in relation to the Offered Shares.

Under subscription, if any, in any category except the QIB Portion, would be met with spill-over from the other categories at the discretion of our Company in consultation with the Book Running Lead Managers and subject to applicable law, and the Designated Stock Exchange. Further, in terms of Regulation 49(1) of the SEBI ICDR Regulations, our Company shall ensure that the number of Bidders to whom the Equity Shares will be Allotted will be not less than 1,000.

Arrangements for Disposal of Odd Lots

There are no arrangements for disposal of odd lots since our Equity Shares will be traded in dematerialised form only and market lot for our Equity Shares will be one Equity Share.

New Financial Instruments

Our Company is not issuing any new financial instruments through this Offer.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre-Offer capital of our Company, minimum Promoter's contribution and the Anchor Investor lock-in, there are no restrictions on transfer or transmission of Equity Shares. For details see "*Capital Structure*" on page 71. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details see "*Description of Equity Shares and Terms of Articles of Association*" on page 359.

Withdrawal of the Offer

Our Company in consultation with the Book Running Lead Managers and subject to applicable law, reserve the right not to proceed with the Offer for Sale, in whole or in part thereof, to the extent their respective Offered Shares, after the Bid/Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre-Offer advertisements were published, within two days of the Bid/Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Offer and inform the Stock Exchanges simultaneously. The BRLMs, through the Registrar to the Offer, shall notify the SCSBs and the Sponsor Bank(s), to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification and also inform the Bankers to the Offer to process refunds to the Anchor Investors, as the case may be. Our Company shall also promptly inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed. In terms of the UPI Circulars, in relation to the Offer, the

BRLMs will submit reports of compliance with applicable listing timelines and activities, identifying non-adherence to timelines and processes and an analysis of entities responsible for the delay and the reasons associated with it.

If our Company withdraws the Offer after the Bid/Offer Closing Date and thereafter determines that it will proceed with a public offering of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI. Notwithstanding the foregoing, this Offer is also subject to obtaining the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment, and the final RoC approval of the Prospectus after it is filed with the RoC.

OFFER STRUCTURE

The Offer is of up to [●] Equity Shares of face value ₹10 for cash at price of ₹[●] per Equity Share aggregating up to ₹80,000 million by the Promoter Selling Shareholder.

The Offer shall constitute [●]%of the post- Offer paid-up Equity Share capital of our Company.

The Offer is being made through the Book Building Process.

Particulars	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
Number of Equity Shares available for Allotment/ allocation *(2)	Not more than [●] Equity Shares of face value ₹10	Not less than [●] Equity Shares of face value ₹10 available for allocation or the Offer less allocation to QIB Bidders and RIBs	Not less than [●] Equity Shares of face value ₹10 available for allocation or the Offer less allocation to QIB Bidders and Non-Institutional Bidders
Percentage of Offer Size available for Allotment/ allocation	Not more than 50% of the Offer shall be Allotted to QIBs. However, up to 5% of the Net QIB Portion (excluding Anchor Investor Portion) will be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the Mutual Fund Portion will also be eligible for allocation in the remaining Net QIB Portion. The unsubscribed portion in the Mutual Fund Portion will be available for allocation to QIBs in the remaining Net QIB Portion.	Not less than 15% of the Offer or the Offer less allocation to QIB Bidders and RIBs will be available for allocation subject to the following: Further, one-third of the Non-Institutional Portion will be made available for allocation to Bidders with a Bid size of more than ₹0.20 million and up to ₹1.00 million and two-thirds of the Non-Institutional Portion will be available for allocation to Bidders with a Bid size of more than ₹1.00 million and under-subscription in either of these two subcategories of the Non-Institutional Portion may be allocated to Bidders in the other subcategory of the Non-Institutional Portion in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price	Not less than 35% of the Offer or Offer less allocation to QIBs and Non-Institutional Bidders will be available for allocation
Basis of Allotment/ allocation if respective category is oversubscribed*	Proportionate as follows (excluding the Anchor Investor Portion): a) [●] Equity Shares of face value ₹10 shall be available for allocated on a proportionate basis to Mutual Funds only; and b) [●] Equity Shares of face value ₹10 shall be allotted on a proportionate basis to all QIBs, including Mutual Funds receiving allocation as per (a) above. Up to 60% of the QIB Portion Equity Shares may be allocated on a discretionary basis to Anchor Investors of which one-third shall be available for allocation to domestic Mutual Funds only, subject to valid Bid received from domestic Mutual Funds at or above the Anchor Investor Allocation Price	The Equity Shares available for allocation to Bidders in the Non-Institutional Portion shall be subject to the following: (a) One-third of the Non-Institutional Portion shall be available for allocation to Bidders with an application size more than ₹0.20 million upto ₹1.00 million; and (b) Two-thirds of the Non-Institutional Portion shall be available for allocation to Bidders with an application size of more than ₹1.00 million. Provided that the unsubscribed portion in either of these two sub-categories of Non-Institutional Portion may be allocated to the Bidders in the other sub-category of Non-Institutional Portion in accordance with the SEBI ICDR Regulations. The allotment to each Non-Institutional Bidder shall not be less than the Minimum NIB Bid Size, subject to availability of Equity Shares in the Non-Institutional Portion and the	Allotment to each Retail Individual Bidder shall not be less than the minimum Bid lot, subject to availability of Equity Shares in the Retail Portion and the remaining available Equity Shares if any, shall be allotted on a proportionate basis. For details see, "*Offer Procedure*" on page 340

Particulars	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
		remaining available Equity Shares, if any, shall be allotted on a proportionate basis, in accordance with the SEBI ICDR Regulations	
Minimum Bid	Such number of Equity Shares of face value of ₹10 each and in multiples of [●] Equity Shares of face value ₹10 so that the Bid Amount exceeds ₹0.20 million	Such number of Equity Shares of face value of ₹10 each and in multiples of [●] Equity Shares of face value ₹10 so that the Bid Amount exceeds ₹0.20 million	[●] Equity Shares of face value ₹10.
Maximum Bid	Such number of Equity Shares of face value of ₹10 each in multiples of [●] Equity Shares face value of ₹10 so that the Bid does not exceed the size of the Offer (excluding the Anchor Investor Portion), subject to applicable limits, applicable to each Bidder	Such number of Equity Shares of face value of ₹10 each in multiples of [●] Equity Shares face value of ₹10 so that the Bid does not exceed the size of the Offer, (excluding the QIB Portion), subject to applicable limits, applicable to each Bidder	Such number of Equity Shares of face value of ₹10 each in multiples of [●] Equity Shares face value of ₹10 so that the Bid Amount does not exceed ₹0.20 million
Who can apply(3)	Public financial institutions as specified in Section 2(72) of the Companies Act, scheduled commercial banks, Mutual Funds, FPIs (other than individuals, corporate bodies and family offices), VCFs, AIFs, FVCIs registered with SEBI, multilateral and bilateral development financial institutions, state industrial development corporation, insurance companies registered with IRDAI, provident funds (subject to applicable law) with minimum corpus of ₹250 million, pension funds with minimum corpus of ₹250 million, registered with the Pension Fund Regulatory and Development Authority established under subsection (1) of section 3 of the Pension Fund Regulatory and Development Authority Act, 2013, National Investment Fund set up by the GoI through resolution F. No.2/3/2005-DDII dated November 23, 2005, the insurance funds set up and managed by army, navy or air force of the Union of India, insurance funds set up and managed by the Department of Posts, India and Systemically Important NBFCs in accordance with applicable laws.	Resident Indian individuals, Eligible NRIs, HUFs (in the name of the karta), companies, corporate bodies, scientific institutions societies and trusts, and FPIs who are individuals, corporate bodies and family offices and registered with SEBI	Resident Indian individuals, Eligible NRIs and HUFs (in the name of Karta)
Mode of Bidding	Through ASBA Process only except in case of Anchor Investors.5		
Mode of Allotment	Compulsorily in dematerialized form		
Bid Lot	[●] Equity Shares of face value ₹10 and in multiples of [●] Equity Shares of face value ₹10 thereafter		
Allotment Lot	A minimum of [●] Equity Shares of face value ₹10 and thereafter in multiples of one Equity Share.		
Trading Lot	One Equity Share		
Terms of Payment	**In case of Anchor Investors**: Full Bid Amount shall be payable by the Anchor Investors at the time of submission of their Bids(4) **In case of all other Bidders**: Full Bid Amount shall be blocked in the bank account of the ASBA Bidder (other than Anchor Investors) or by the Sponsor Bank(s) through the UPI Mechanism (for RIBs or individual investors bidding under the Non – Institutional Portion for an amount of more than ₹0.20 million and up to ₹0.50 million, using the UPI Mechanism), that is specified in the		

Particulars	QIBs(1)	Non-Institutional Bidders	Retail Individual Bidders
	ASBA Form at the time of submission of the ASBA Form		

Assuming full subscription in the Offer.

(1) Our Company in consultation with the Book Running Lead Managers may allocate up to 60% of the QIB Category to Anchor Investors at the Anchor Investor Offer Price, on a discretionary basis, subject to there being (i) a maximum of two Anchor Investors, where allocation in the Anchor Investor Portion is up to ₹100 million, (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100 million but up to ₹2,500 million under the Anchor Investor Portion, subject to a minimum Allotment of ₹50 million per Anchor Investor, and (iii) in case of allocation above ₹2,500 million under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500 million, and an additional 10 Anchor Investors for every additional ₹2,500 million or part thereof will be permitted, subject to minimum allotment of ₹50 million per Anchor Investor. An Anchor Investor will make a minimum Bid of such number of Equity Shares, that the Bid Amount is at least ₹100 million. One-third of the Anchor Investor Portion will be reserved for domestic Mutual Funds, subject to valid Bids being received at or above the price at which allocation is made to Anchor Investors, which price shall be determined by our Company in consultation with the Book Running Lead Managers.

(2) Subject to valid Bids being received at or above the Offer Price. This is an Offer in terms of Rule 19(2)(b) of the SCRR and Regulation 6(1) of the SEBI ICDR Regulations.

(3) In case of joint Bids, the Bid cum Application Form should contain only the name of the first Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The relevant Bidders should ensure that the depository account is also held in the same joint names and are in the same sequence in which they appear in the Bid cum Application Form. The signature of only such first Bidder would be required in the Bid cum Application Form and such first Bidder would be deemed to have signed on behalf of the joint holders. Our Company and the Promoter Selling Shareholder reserve the right to reject, in its absolute discretion, all or any multiple Bids, except as otherwise permitted, in any or all categories. The Bidders will be required to confirm and will be deemed to have represented to our Company, the Promoter Selling Shareholder, the Book Running Lead Managers, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

(4) Full Bid Amount shall be payable by the Anchor Investors at the time of submission of the Anchor Investor Application Forms provided that any difference between the Anchor Investor Allocation Price and the Anchor Investor Offer Price shall be payable by the Anchor Investor Pay-In Date as indicated in the CAN.

(5) Anchor Investors are not permitted to use the ASBA process. Further, SEBI vide, the SEBI ICDR Master Circular has mandated that ASBA applications in public issues shall be processed only after the application monies are blocked in the investor's bank accounts. Accordingly, Stock Exchanges shall, for all categories of investors viz. Retail, QIB, NIB and other reserved categories and also for all modes through which the applications are processed, accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked.

The Bids by FPIs with certain structures as described under "*Offer Procedure - Bids by Foreign Portfolio Investors*" on page 346 and having same PAN will be collated and identified as a single Bid in the Bidding process. The Equity Shares Allocated and Allotted to such successful Bidders (with same PAN) will be proportionately distributed.

Bidders will be required to confirm and will be deemed to have represented to our Company, the Underwriters, their respective directors, officers, agents, affiliates and representatives that they are eligible under applicable law, rules, regulations, guidelines and approvals to acquire the Equity Shares.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the Book Running Lead Managers and subject to applicable law, and the Designated Stock Exchange, on a proportionate basis. For further details, see "*Terms of the Offer*" on page 331.

In case of any revision in the Price Band, the Bid/Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the BRLMs and at the terminals of the members of the Syndicate.

In case of discrepancy in the data entered in the electronic book *vis-à-vis* the data contained in the physical Bid cum Application Form for a particular Bidder, the details as per the Bid file received from the Stock Exchanges may be taken as the final data for the purpose of Allotment.

OFFER PROCEDURE

*All Bidders should read the General Information Document for Investing in Public Issues prepared and issued in accordance with the circular no. SEBI/HO/CFD/DIL1/CIR/P/2020/37 dated March 17, 2020 and the UPI Circulars (the "**General Information Document**") which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations which is part of the abridged prospectus accompanying the Bid cum Application Form. The General Information Document is available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant provisions of the General Information Document which are applicable to the Offer especially in relation to the process for Bids by UPI Bidders through the UPI Mechanism. The investors should note that the details and process provided in the General Information Document should be read along with this section.*

Additionally, all Bidders may refer to the General Information Document for information in relation to (i) category of investors eligible to participate in the Offer; (ii) maximum and minimum Bid size; (iii) price discovery and allocation; (iv) Payment Instructions for ASBA Bidders/Applicants; (v)issuance of CAN and allotment in the Offer; (vi) general instructions (limited to instructions for completing the Bid cum Application Form); (vii) submission of Bid cum Application Form; (viii) other instructions (limited to joint bids in cases of individual, multiple bids and instances when an application would be rejected on technical grounds); (ix) applicable provisions of the Companies Act relating to punishment for fictitious applications; (x) mode of making refunds; (xi) Designated Date; (xii) interest in case of delay in allotment or refund; and (xiii) disposal of applications.

*SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018 read with its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, has introduced an alternate payment mechanism using Unified Payments Interface ("**UPI**") and consequent reduction in timelines for listing in a phased manner. From January 1, 2019, the UPI Mechanism for UPI Bidders applying through Designated Intermediaries was made effective along with the existing process and existing timeline of T+6 days. ("**UPI Phase I**"). The UPI Phase I was effective till June 30, 2019.*

This Red Herring Prospectus has been filed with SEBI and the Stock Exchanges under Chapter IIA of the SEBI ICDR Regulations and in compliance with the other applicable provisions of the SEBI ICDR Regulations. In terms of Regulation 59C(5) of the SEBI ICDR Regulations, our Company shall, after filing this Red Herring Prospectus with SEBI and the Stock Exchanges, publish an advertisement, in the form prescribed under the SEBI ICDR Regulations, in all editions of Financial Express, an English national daily newspaper and in all editions of Jansatta, a Hindi national daily newspaper (Hindi also being the regional language of Delhi NCR, where our Registered and Corporate Office is located) each with wide circulation, disclosing the fact of the filing of this Red Herring Prospectus.

Subject to market conditions and other regulatory approvals, after complying with observations issued by SEBI and the Stock Exchanges on the Pre-filed Draft Red Herring Prospectus, the Updated Draft Red herring Prospectus - I was made available for public comments for a period of at least 21 days from the date of filing of the Updated Draft Red Herring Prospectus – I with SEBI and the Stock Exchanges on the website of SEBI at https://www.sebi.gov.in, the websites of the Stock Exchanges at www.nseindia.com and www.bseindia.com, respectively and the websites of the BRLMs, i.e., Kotak Mahindra Capital Company Limited, ICICI Securities Limited, Intensive Fiscal Services Private Limited, Jefferies India Private Limited, J.P. Morgan Private Limited and Morgan Stanley India Private Limited at https://investmentbank.kotak.com, www.icicisecurities.com, www.intensivefiscal.com, www.jefferies.com, https://indiaipo.jpmorgan.com/ and www.morganstanley.com/india, respectively, and the website of our Company at www.aboutvishal.com. Our Company has filed the Updated Draft Red Herring Prospectus – II with SEBI post incorporation of changes pursuant to comments from public, on the Updated Draft Red Herring Prospectus - I, along with any changes and observations issued by SEBI and post incorporation of other updates, prior to the filing of this Red Herring Prospectus with the Registrar of Companies.

*With effect from July 1, 2019, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, read with circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 with respect to Bids by RIBs through Designated Intermediaries (other than SCSBs), the existing process of physical movement of forms from such Designated Intermediaries to SCSBs for blocking of funds was discontinued and only the UPI Mechanism for such Bids with existing timeline of T+6 days was mandated for a period of three months or launch of five main board public issues, whichever is later ("**UPI Phase II**"). Subsequently however, SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. However, given the prevailing uncertainty due to the COVID-19 pandemic, SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, had decided to continue with the UPI Phase II till further notice. The final reduced timeline of T+3 days for the UPI Mechanism for applications by UPI Bidders ("**UPI Phase III**") and modalities of the implementation of UPI Phase III was notified by SEBI vide its circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 and made effective on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023. The Offer will be undertaken pursuant to the processes and procedures under UPI Phase III, subject to any circulars, clarification or notification issued by the SEBI from time to time. Subsequently, vide the SEBI RTA Master Circular, consolidated the aforementioned circulars (excluding SEBI circular no. SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023) to the extent relevant for RTAs, and rescinded these circulars. Further, pursuant to SEBI circular no. SEBI/HO/CFD/DIL2/P/CIR/P/2022/45 dated April 5, 2022, all individual bidders in initial public offerings (opening on or after May 1, 2022) whose application sizes are up to ₹500,000 shall use the UPI Mechanism and shall also provide their UPI ID in the Bid cum Application Form submitted with Syndicate Members, Registered Brokers, Collecting Depository Participants and Registrar. This circular shall come into force for initial public offers opening on/or after May 1, 2022, and the provisions* *of this circular are deemed to form part of this Red Herring Prospectus. Pursuant to SEBI Master Circular with circular no. SEBI/HO/CFD/PoD-1/P/CIR/2024/0154 dated November 11, 2024, applications made using the ASBA facility in initial public offerings shall be processed only after application monies are blocked in the bank accounts of investors (all categories).*

Further, SEBI vide the SEBI ICDR Master Circular has introduced certain additional measures for streamlining process for initial public offers and redressing investor grievances. The SEBI ICDR Master Circular has consolidated and rescinded the aforementioned circulars, to the extent they relate to the SEBI ICDR Regulations. The provisions of the SEBI ICDR Master Circular are deemed to form part of this Red Herring Prospectus.

In terms of Regulation 23(5) and Regulation 52 of SEBI ICDR Regulations, the timelines and processes mentioned in SEBI RTA Master Circular, shall continue to form part of the agreements being signed between the intermediaries involved in the public issuance process and lead managers shall continue to coordinate with intermediaries involved in the said process.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking.

Further, Investors shall be entitled to compensation in the manner specified in the SEBI ICDR Master circular, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and did not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in the Pre-filed Draft Red Herring Prospectus, the Updated Draft Red Herring Prospectus – I, this Red Herring Prospectus and the Prospectus.

Pursuant to circular no. NSDL/CIR/II/28/2023 dated August 8, 2023 issued by NSDL and circular no. CDSL/OPS/RTA/POLCY/2023/161 dated August 8, 2023 issued by CDSL, our Company may request the Depositories to suspend/ freeze the ISIN in depository system till listing/ trading effective date. Pursuant to the aforementioned circulars, our Company may request the Depositories to suspend/ freeze the ISIN in depository system from or around the date of this Red Herring Prospectus till the listing and commencement of trading of our Equity Shares. The shareholders who intend to transfer the pre-Offer shares may request our Company and/ or the Registrar for facilitating transfer of shares under suspended/ frozen ISIN by submitting requisite documents to our Company and/ or the Registrar. Our Company and/ or the Registrar would then send the requisite documents along with applicable stamp duty and corporate action charges to the respective depository to execute the transfer of shares under suspended ISIN through corporate action. The transfer request shall be accepted by the Depositories from our Company till one day prior to Bid/ Offer Opening Date.

Book Building Procedure

The Offer is being made in terms of Rule 19(2)(b) of the SCRR, read with Regulation 31 of the SEBI ICDR Regulations, through the Book Building Process in accordance with Regulation 6(1) of the SEBI ICDR Regulations wherein not more than 50% of the Offer shall be allocated on a proportionate basis to QIBs, provided that our Company may, in consultation with the Book Running Lead Managers, allocate up to 60% of the QIB Portion to Anchor Investors on a discretionary basis in accordance with the SEBI ICDR Regulations, of which one-third shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the Anchor Investor Allocation Price. In the event of under-subscription, or non-allotment in the Anchor Investor Portion, the balance Equity Shares shall be added to the Net QIB Portion. Further, 5% of the Net QIB Portion shall be available for allocation on a proportionate basis only to Mutual Funds, and the remainder of the Net QIB Portion shall be available for allocation on a proportionate basis to all QIBs (other than Anchor Investors), including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders out of which (a) one third of such portion shall be reserved for Non-Institutional Bidders with Bid size exceeding ₹0.20 million and up to ₹1.00 million; and (b) two third of such portion shall be reserved for Non-Institutional Bidders with Bid size of more than ₹1.00 million, provided that the unsubscribed portion in either of such sub-categories may be allocated to Non-Institutional Bidders in the other sub-category of Non-Institutional Bidders and not less than 35% of the Offer shall be available for allocation to RIBs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price.

Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in any category except in the QIB Portion, would be allowed to be met with spill-over from any other category or combination of categories, at the discretion of our Company, in consultation with the Book Running Lead Managers, and the Designated Stock Exchange and subject to applicable laws. Under-subscription, if any, in the QIB Portion, would not be allowed to be met with spill-over from any other category or a combination of categories.

The Equity Shares, on Allotment, shall be traded only in the dematerialised mode on the platform of the Stock Exchanges.

Bidders should note that the Equity Shares will be Allotted to all successful Bidders only in dematerialised form. The Bid cum Application Forms which do not have the details of the Bidders' depository account, including DP ID, Client ID, PAN and UPI ID, for UPI Bidders, shall be treated as incomplete and will be liable to be rejected. Bidders will not

have the option of being Allotted Equity Shares in physical form. However, they may get the Equity Shares rematerialised subsequent to Allotment of the Equity Shares in the Offer.

Phased implementation of Unified Payments Interface for Bids by UPI Bidders as per the UPI Circulars

SEBI has issued the UPI Circulars in relation to streamlining the process of public issue of inter alia, equity shares. Pursuant to the SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2018/138 dated November 1, 2018, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/50 dated April 3, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/76 dated June 28, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019, SEBI circular bearing number SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020 ("**Previous UPI Circulars**") and the UPI Mechanism has been introduced in a phased manner as a payment mechanism (in addition to mechanism of blocking funds in the account maintained with SCSBs under ASBA) for applications by UPI Bidders through Designated Intermediaries with the objective to reduce the time duration from public issue closure to listing from six Working Days to up to three Working Days. Considering the time required for making necessary changes to the systems and to ensure complete and smooth transition to the UPI payment mechanism, the UPI Circulars and the Previous UPI Circular have introduced the UPI Mechanism in three phases in the following manner:

Phase I: This phase was applicable from January 1, 2019 until March 31, 2019 or floating of five main board public issues, whichever was later. Subsequently, the timeline for implementation of Phase I was extended till June 30, 2019. Under this phase, a RIB had the option to submit the ASBA Form with any of the Designated Intermediary and use his/ her UPI ID for the purpose of blocking of funds. The time duration from public issue closure to listing continued to be six Working Days.

Phase II: This phase has become applicable from July 1, 2019 and was to initially continue for a period of three months or floating of five main board public issues, whichever is later. SEBI vide its circular no. SEBI/HO/CFD/DCR2/CIR/P/2019/133 dated November 8, 2019 extended the timeline for implementation of UPI Phase II till March 31, 2020. Further, pursuant to SEBI vide its circular no. SEBI/HO/CFD/DIL2/CIR/P/2020/50 dated March 30, 2020, this phase was extended till further notice. Under this phase, submission of the ASBA Forms without UPI by RIBs through Designated Intermediaries (other than SCSBs) to SCSBs for blocking of funds was discontinued and replaced by the UPI Mechanism. However, the time duration from public issue closure to listing continued to be six Working Days during this phase.

Phase III: This phase has become applicable on a voluntary basis for all issues opening on or after September 1, 2023 and on a mandatory basis for all issues opening on or after December 1, 2023, vide SEBI circular bearing number SEBI/HO/CFD/TPD1/CIR/P/2023/140 dated August 9, 2023 ("**T+3 Notification**"). The SEBI ICDR Master Circular, has consolidated and rescinded the aforementioned circulars, including the T+3 Notification, to the extent they relate to the SEBI ICDR Regulations. In this phase, the time duration from public issue closure to listing has been reduced to three Working Days. The Offer shall be undertaken pursuant to the processes and procedures as notified in the SEBI ICDR Master Circular, subject to any circulars, clarification or notification issued by the SEBI from time to time, including any circular, clarification or notification which may be issued by SEBI. The Offer will be made under UPI Phase III of the UPI Circular. The processing fees for applications made by UPI Bidders using the UPI Mechanism may be released to the SCSBs only after such banks provide a written confirmation, in compliance with the SEBI ICDR Master Circular in a format as prescribed by SEBI, from time to time, including in compliance with the SEBI RTA Master Circular and the SEBI ICDR Master Circular, and such payment of processing fees to the SCSBs shall be made in compliance with circulars prescribed by SEBI and applicable law.

All SCSBs offering facility of making application in public issues shall also provide facility to make application using UPI. Our Company will be required to appoint one of the SCSBs as a sponsor bank to act as a conduit between the Stock Exchanges and NPCI in order to facilitate collection of requests and / or payment instructions of the UPI Bidders.

Pursuant to the UPI Circulars, SEBI has set out specific requirements for redressal of investor grievances for applications that have been made through the UPI Mechanism. The requirements of the UPI Circular include, appointment of a nodal officer by the SCSB and submission of their details to SEBI, the requirement for SCSBs to send SMS alerts for the blocking and unblocking of UPI mandates, the requirement for the Registrar to submit details of cancelled, withdrawn or deleted applications, and the requirement for the bank accounts of unsuccessful Bidders to be unblocked no later than one Working Day from the date on which the Basis of Allotment is finalised. Failure to unblock the accounts within the timeline would result in the SCSBs being penalised under the relevant securities law. Additionally, if there is any delay in the redressal of investors' complaints, the relevant SCSB as well as the BRLMs will be required to compensate the concerned investor.

Further, in terms of the UPI Circulars, the payment of processing fees to the SCSBs shall be undertaken pursuant to an application made by the SCSBs to the BRLMs, and such application shall be made only after (i) unblocking of application amounts for each application received by the SCSB has been fully completed, and (ii) applicable compensation relating to investor complaints has been paid by the SCSB. For further details, refer to the General Information Document available on the websites of the Stock Exchanges and the BRLMs.

Bid cum Application Form

Copies of the Bid cum Application Form (other than for Anchor Investors) and the abridged prospectus will be available with the Designated Intermediaries at the Bidding Centres, and our Registered and Corporate Office. An electronic copy of the Bid cum Application Form will also be available for download on the websites of NSE (www.nseindia.com) and BSE (www.bseindia.com) at least one day prior to the Bid/Offer Opening Date.

Copies of the Anchor Investor Application Form shall be made available at the offices of the BRLMs.

All Bidders (other than Anchor Investors) shall mandatorily participate in the Offer only through the ASBA process. Anchor Investors shall not be permitted to participate in the Offer through the ASBA process. The UPI Bidders are mandatorily required to use the UPI Mechanism for submitting their bids to Designated Intermediaries and are allowed to use ASBA Process by way of ASBA Forms to submit their bids directly to SCSBs.

UPI Bidders bidding using the UPI Mechanism must provide the valid UPI ID in the relevant space provided in the Bid cum Application Form and the Bid cum Application Form that do not contain the UPI ID are liable to be rejected. UPI Bidders may also apply through the SCSBs and mobile applications using the UPI handles as provided on the website of the SEBI.

ASBA Bidders (including UPI Bidders using UPI Mechanism, as applicable) must provide (i) bank account details and authorisation to block funds in their respective ASBA Accounts in the relevant space provided in the ASBA Form and the ASBA Forms that do not contain such details are liable to be rejected or the UPI ID, as applicable, in the relevant space provided in the ASBA Form. Applications made using third party bank account or using third party linked bank account UPI ID are liable for rejection. UPI Bidders using the UPI Mechanism may also apply through the mobile applications using the UPI handles as provided on the website of the SEBI.

ASBA Bidders shall ensure that the Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary and submitted at the Bidding Centres only (except in case of electronic ASBA Forms) and the ASBA Forms not bearing such specified stamp will be liable to be rejected. UPI Bidders shall be required to submit their ASBA Forms, including details of their UPI IDs, with the Syndicate, Sub-Syndicate members, Registered Brokers, RTAs or CDPs or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. RIIs and NIBs (other than the RIIs and NIBs using UPI Mechanism) may submit their ASBA Forms with SCSBs (physically or online, as applicable), or online using the facility of linked online trading, demat and bank account (3 in 1 type accounts), provided by certain brokers. QIBs and NIBs (not using the UPI Mechanism) may submit their ASBA Forms with SCSBs, Syndicate, sub-syndicate members, Registered Brokers, RTAs or CDPs.

ASBA Bidders must ensure that the ASBA Account has sufficient credit balance such that an amount equivalent to the full Bid Amount can be blocked by the SCSB or the Sponsor Bank(s), as applicable at the time of submitting the Bid. In order to ensure timely information to investors, SCSBs are required to send SMS alerts to investors intimating them about Bid Amounts blocked/ unblocked including details as prescribed in Annexure II of SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2022/51 dated April 20, 2022. The application made by a Bidder shall only be processed after the Bid amount is blocked in the ASBA account of the Bidder pursuant to SEBI circular number SEBI/HO/CFD/DIL2/P/CIR/2022/75 dated May 30, 2022. Stock Exchanges shall accept the ASBA applications in their electronic book building platform only with a mandatory confirmation on the application monies blocked. The circular shall be applicable for all categories of investors viz. Retail Individual Investors, QIBs, Non-Institutional Bidders, and also for all modes through which the applications are processed. The prescribed colour of the Bid cum Application Form for the various categories is as follows:

Category[(1)]	**Colour of Bid cum Application Form[*]**
Resident Indians, including resident QIBs, Non-Institutional Bidders, Retail Individual Bidders and Eligible NRIs applying on a non-repatriation basis	White
Non-Residents including Eligible NRIs, FVCI, FPIs or FVCIs registered multilateral and bilateral development financial institutions applying on a repatriation basis	Blue
Anchor Investors[(2)]	White

* *Excluding electronic Bid cum Application Forms*

Notes:

(1) *Electronic Bid cum Application forms and the abridged prospectus shall also made available for download on the website of NSE (www.nseindia.com) and BSE (www.bseindia.com)*

(2) *Bid cum Application Forms for Anchor Investors shall be available at the offices of the BRLMs.*

In case of ASBA forms, the relevant Designated Intermediaries are required to upload the relevant bid details in the electronic bidding system of the Stock Exchanges and the Stock Exchanges shall accept the ASBA applications in their electronic bidding system only with a mandatory confirmation on the application monies blocked.

For UPI Bidders, the Stock Exchanges shall share the Bid details (including UPI ID) with the Sponsor Bank(s) on a continuous basis through API integration to enable the Sponsor Bank(s) to initiate UPI Mandate Request to UPI Bidders for blocking of funds. For ASBA Forms (other than UPI Bidders using UPI Mechanism) Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB where the Bidder has an ASBA bank account and shall not submit it to any non-SCSB bank or any Escrow Collection Bank. Stock Exchanges shall validate the electronic bids with the records of the CDP for DP ID/Client ID and PAN, on a real time basis and bring inconsistencies to the notice of the relevant Designated Intermediaries, for rectification and re-submission within the time specified by Stock Exchanges. Stock Exchanges shall allow modification of either DP ID/Client ID or PAN ID, bank code and location code in the Bid details already uploaded.

The Sponsor Bank(s) shall initiate request for blocking of funds through NPCI to RIBs, who shall accept the UPI Mandate Request for blocking of funds on their respective mobile applications associated with UPI ID linked bank account. In accordance with BSE Circular No: 20220803-40 and NSE Circular No: 25/2022, each dated August 3, 2022, for all pending UPI Mandate Requests, the Sponsor Banks shall initiate requests for blocking of funds in the ASBA Accounts of relevant Bidders with a confirmation cut-off time of 5:00 pm on the Bid/Offer Closing Date ("**Cut-Off Time**"). Accordingly, UPI Bidders Bidding using through the UPI Mechanism should accept UPI mandate requests for blocking of funds prior to the Cut-Off Time and all pending UPI mandate requests at the Cut-Off Time shall lapse. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in SEBI ICDR Master Circular. The NPCI shall maintain an audit trail for every Bid entered in the Stock Exchanges bidding platform, and the liability to compensate UPI Bidders (Bidding through UPI Mechanism) in case of failed transactions shall be with the concerned entity (i.e. the Sponsor Bank(s), NPCI or the issuer bank) at whose end the lifecycle of the transaction has come to a halt. The NPCI shall share the audit trail of all disputed transactions/ investor complaints to the Sponsor Bank(s) and the issuer bank.

The Sponsor Bank(s) and the Bankers to the Offer shall provide the audit trail to the Managers for analysing the same and fixing liability. For ensuring timely information to investors, SCSBs shall send SMS alerts as specified in circulars prescribed by SEBI, from time to time.

Pursuant to BSE Circular No.: 20220803-40 and NSE Circular No.: 25/2022, each dated August 3, 2022, the following is applicable to all initial public offers opening on or after September 1, 2022:

(a) Cut-off time for acceptance of UPI Mandate shall be up to 5:00 pm on the initial public offer closure date and existing process of UPI bid entry by syndicate members, registrars to the offer and depository participants shall continue till further notice.

(b) There shall be no T+1 mismatch modification session for PAN-DP mismatch and bank/ location code on T+1 day for already uploaded bids. The dedicated window provided for mismatch modification on T+1 day shall be discontinued.

(c) Bid entry and modification/ cancellation (if any) shall be allowed in parallel to the regular bidding period up to 5:00 pm on the initial public offer closure day.

(d) The Stock Exchanges shall display initial public offer demand details on its website and for UPI bids the demand shall include/ consider UPI bids only with latest status as RC 100 – Black Request Accepted by Investor/ Client, based on responses/ status received from the Sponsor Bank(s).

ELECTRONIC REGISTRATION OF BIDS

a. The Designated Intermediary may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the on-line facilities for Book Building on a regular basis before the closure of the Offer.

b. On the Bid/Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in this Red Herring Prospectus.

c. Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/Allotment. The Designated Intermediaries are given till 5:00 pm on the Bid/Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/Offer Period after which the Stock Exchange(s) send the bid information to the Registrar to the Offer for further processing.

Participation by the Promoters, Promoter Group, the Book Running Lead Managers, associates and affiliates of the BRLMs and the Syndicate Members and the persons related to Promoters, Promoter Group, Book Running Lead Managers and the Syndicate Members

The BRLMs and the Syndicate Members shall not be allowed to purchase the Equity Shares in any manner, except towards fulfilling their underwriting obligations. However, the respective associates and affiliates of the BRLMs and the Syndicate Members may purchase Equity Shares in the Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders, where the allocation is on a proportionate basis and such subscription may be on their own account or on behalf of their clients. All categories of investors, including respective associates or affiliates of the BRLMs and Syndicate Members, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Except for Mutual Funds sponsored by entities which are associated of the BRLMs, AIFs sponsored by entities which are associate of the BRLMs, or FPIs other than individuals, corporate bodies and family offices sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associates of the BRLMs, neither the BRLMs nor their respective associates can apply in the Offer under the Anchor Investor Portion.

Further, an Anchor Investor shall be deemed to be an "associate of the BRLMs" if: (i) either of them controls, directly or indirectly through its subsidiary or holding company, not less than 15% of the voting rights in the other; or (ii) either of them, directly or indirectly, by itself or in combination with other persons, exercises control over the other; or (iii) there is a common director, excluding nominee director, amongst the Anchor Investors and the BRLMs.

Further, the Promoters and members of the Promoter Group shall not participate by applying for Equity Shares in the Offer, except for the sale of Equity Shares by the Promoter Selling Shareholder and in accordance with the applicable law. It is clarified that a qualified institutional buyer who has rights under a shareholders' agreement or voting agreement entered into with any of the Promoters or members of the Promoter Group of our Company, veto rights or a right to appoint any nominee director on our Board, shall be deemed to be a person related to the Promoters or Promoter Group of our Company.

Bids by Anchor Investors

In accordance with the SEBI ICDR Regulations, in addition to details and conditions mentioned in this section the key terms for participation by Anchor Investors are provided below.

(a) Anchor Investor Application Forms will be made available for the Anchor Investor Portion at the offices of the BRLMs.

(b) The Bid must be for a minimum of such number of Equity Shares so that the Bid Amount exceeds ₹100,000,000.00. A Bid cannot be submitted for over 60% of the QIB Portion. In case of a Mutual Fund, separate Bids by individual schemes of a Mutual Fund will be aggregated to determine the minimum application size of ₹100,000,000.00.

(c) One-third of the Anchor Investor Portion will be reserved for allocation to domestic Mutual Funds.

(d) Bidding for Anchor Investors will open one Working Day before the Bid/Offer Opening Date, i.e., the Anchor Investor Bidding Date, and will be completed on the same day.

(e) Our Company, in consultation with the Book Running Lead Managers and subject to applicable law, may finalise allocation to the Anchor Investors on a discretionary basis, provided that the minimum number of Allottees in the Anchor Investor Portion will not be less than:

    (i) Maximum of two Anchor Investors, where allocation under the Anchor Investor Portion is up to ₹100,000,000.00;

    (ii) minimum of two and maximum of 15 Anchor Investors, where the allocation under the Anchor Investor Portion is more than ₹100,000,000.00 but up to ₹2,500,000,000.00, subject to a minimum Allotment of ₹5,00,00,000.00 per Anchor Investor; and

    (iii) in case of allocation above ₹2,500,000,000.00 under the Anchor Investor Portion, a minimum of five such investors and a maximum of 15 Anchor Investors for allocation up to ₹2,500,000,000.00, and an additional 10 Anchor Investors for every additional ₹2,500,000,000.00, subject to minimum Allotment of ₹50,000,000.00 per Anchor Investor.

(f) Allocation to Anchor Investors will be completed on the Anchor Investor Bidding Date. The number of Equity Shares allocated to Anchor Investors and the price at which the allocation is made will be made available in the public domain by the BRLMs before the Bid/Offer Opening Date, through intimation to the Stock Exchange.

(g) Anchor Investors cannot withdraw or lower the size of their Bids at any stage after submission of the Bid.

(h) If the Offer Price is greater than the Anchor Investor Allocation Price, the additional amount being the difference between the Offer Price and the Anchor Investor Allocation Price will be payable by the Anchor Investors on the Anchor Investor Pay-in Date specified in the CAN. If the Offer Price is lower than the Anchor Investor Allocation Price, Allotment to successful Anchor Investors will be at the higher price, i.e., the Anchor Investor Allocation Price shall still be the Anchor Investor Offer Price.

(i) 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion will shall be locked in for a period of 90 days from the date of Allotment, while the remaining 50% of the Equity Shares Allotted to Anchor Investors in the Anchor Investor Portion shall be locked in for a period of 30 days from the date of Allotment

(j) Neither the BRLMs or any associate of the BRLMs (except Mutual Funds sponsored by entities which are associates of the BRLMs or insurance companies promoted by entities which are associate of BRLMs or AIFs sponsored by the entities which are associate of the BRLMs or FPIs, other than individuals, corporate bodies or family offices sponsored by the entities which are associate of the BRLMs) nor any "person related to the Promoters or Promoter Group" shall apply in the Offer under the Anchor Investor Portion.

(k) Bids made by QIBs under both the Anchor Investor Portion and the QIB Portion will not be considered multiple Bids.

(l) For more information, see the General Information Document.

Bids by Mutual Funds

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the Bid cum Application Form. Failing this, our Company, in consultation with the BRLMs, reserves the right to reject any Bid without assigning any reason thereof.

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made.

In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the Bid has been made.

No Mutual Fund scheme shall invest more than 10% of its net asset value in equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any company's paid-up share capital carrying voting rights.

Bids by Eligible Non-Resident Indians

Eligible NRIs may obtain copies of Bid cum Application Form from the Designated Intermediaries. Only Bids accompanied by payment in Indian Rupees or freely convertible foreign exchange will be considered for Allotment. Eligible NRI Bidders bidding on a repatriation basis by using the Non-Resident Forms should authorize their respective SCSB (if they are Bidding directly through the SCSBs) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident External ("**NRE**") accounts, or Foreign Currency Non-Resident ("**FCNR**") Accounts, and eligible NRI Bidders bidding on a non-repatriation basis by using Resident Forms should authorize their respective SCSB (if they are Bidding directly through the SCSBs) or confirm or accept the UPI Mandate Request (in case of UPI Bidders Bidding through the UPI Mechanism) to block their Non-Resident Ordinary ("**NRO**") accounts for the full Bid Amount, at the time of the submission of the Bid cum Application Form. NRIs applying in the Offer through the UPI Mechanism are advised to enquire with the relevant bank, whether their account is UPI linked, prior to submitting a Bid cum Application Form.

Eligible NRIs Bidding on non-repatriation basis are advised to use the Bid cum Application Form for residents (White in colour). Eligible NRIs Bidding on a repatriation basis are advised to use the Bid cum Application Form meant for Non-Residents (Blue in colour).

Participation of Eligible NRIs in the Offer shall be subject to compliance with the FEMA NDI Rules. In accordance with the FEMA NDI Rules, the total holding by any individual NRI, on a repatriation basis, shall not exceed 5% of the total paid-up equity share capital on a fully diluted basis or shall not exceed 5% of the paid-up value of each series of debentures or preference shares or share warrants issued by an Indian company and the total holdings of all NRIs and OCIs put together shall not exceed 10% of the total paid-up equity capital on a fully diluted basis or shall not exceed 10% of the paid-up value of each series of debentures or preference shares or share warrant. Provided that the aggregate ceiling of 10% may be raised to 24% if a special resolution to that effect is passed by the general body of the Indian company.

NRIs will be permitted to apply in the Offer through Channel I or Channel II (as specified in the UPI Circulars). Further, subject to applicable law, NRIs may use Channel IV (as specified in the UPI Circulars) to apply in the Offer, provided the UPI facility is enabled for their NRE/ NRO accounts.

For details of investment by NRIs, see "*Restrictions on Foreign Ownership of Indian Securities*" on page 357. Participation of Eligible NRIs shall be subject to the FEMA Non-debt Instruments Rules, and any other applicable law.

Bids by Hindu Undivided Families

Bids by Hindu Undivided Families or HUFs are required to be made in the individual name of the *Karta*. The Bidder/Applicant are required to specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of sole or first Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta*". Bids/Applications by HUFs are considered at par with Bids/Applications from individuals.

Bids by Foreign Portfolio Investors

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

In terms of the SEBI FPI Regulations, the investment in Equity Shares by a single FPI or an investor group (which means multiple entities registered as FPIs and directly or indirectly having common ownership of more than 50% or common control) must be below 10% of our post-Offer Equity Share capital. Further, in terms of the FEMA Non-Debt Instruments Rules, the total holding by each FPI or an investor group shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together with effect from April 1, 2020, can be up to the sectoral cap applicable to the sector in which our Company operates (i.e., up to 100%). In terms of the FEMA Non-Debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

In case of Bids made by FPIs, a certified copy of the certificate of registration issued under the SEBI FPI Regulations is required to be attached to the Bid cum Application Form, failing which our Company reserves the right to reject any Bid without assigning any reason.

To ensure compliance with the above requirement, SEBI, pursuant to its circular dated July 13, 2018, has directed that at the time of finalisation of the Basis of Allotment, the Registrar shall (i) use the PAN issued by the Income Tax Department of India for checking compliance for a single FPI; and (ii) obtain validation from Depositories for the FPIs who have invested in the Offer to ensure there is no breach of the investment limit, within the timelines for issue procedure, as prescribed by SEBI from time to time.

A FPI may purchase or sell equity shares of an Indian company which is listed or to be listed on a recognized stock exchange in India, and/ or may purchase or sell securities other than equity instruments

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the Government from time to time. In terms of the FEMA Non-debt Instruments Rules, for calculating the aggregate holding of FPIs in a company, holding of all registered FPIs shall be included.

Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 21 of the SEBI FPI Regulations, an FPI, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only by persons registered as Category I FPIs; (ii) such offshore derivative instruments are issued only to persons eligible for registration as Category I FPIs; (iii) such offshore derivative instruments are issued after compliance with 'know your client' norms; and (iv) such other conditions as may be specified by SEBI from time to time.

In case the total holding of an FPI increases beyond 10% of the total paid-up Equity Share capital, on a fully diluted basis or 10% or more of the paid-up value of any series of debentures or preference shares or share warrants issued that may be issued by our Company, the total investment made by the FPI will be re-classified as FDI subject to the conditions as specified by SEBI and the RBI in this regard and our Company and the investor will be required to comply with applicable reporting requirements.

An FPI issuing offshore derivate instruments is also required to ensure that any transfer of offshore derivative instrument is made by, or on behalf of it subject to, *inter alia*, the following conditions:

(a) each offshore derivative instrument is transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the offshore derivative instruments are to be transferred to are pre-approved by the FPI.

The FPIs who wish to participate in the Offer are advised to use the Bid cum Application Form for non-residents.

Further, Bids received from FPIs bearing the same PAN will be treated as multiple Bids and are liable to be rejected, except for Bids from FPIs that utilise the multiple investment manager structure in accordance with the Operational Guidelines for Foreign Portfolio Investors and Designated Depository Participants which were issued in November 2019 to facilitate implementation of SEBI (Foreign Portfolio Investors) Regulations, 2019 (such structure "**MIM Structure**") provided such Bids have been made with different beneficiary account numbers, Client IDs and DP IDs. Accordingly, it should be noted that multiple Bids received from FPIs, who do not utilise the MIM Structure, and bear the same PAN, are liable to be rejected. In order to ensure valid Bids, FPIs making multiple Bids using the same PAN, and with different beneficiary account numbers, Client IDs and DP IDs, were required to provide a confirmation along with each of their Bid cum Application Forms that the relevant FPIs making multiple Bids utilise the MIM Structure and indicate the names of their respective investment managers in such confirmation. In the absence of such confirmation from the relevant FPIs, such multiple Bids will be rejected.

Bids by Securities and Exchange Board of India registered Venture Capital Funds and Alternative Investment Funds

The SEBI FVCI Regulations, inter alia, prescribe the investment restrictions on VCFs and FVCIs registered with SEBI. Further, the SEBI AIF Regulations prescribe, amongst others, the investment restrictions on AIFs. Accordingly, the holding in any company by any individual VCF or FVCI registered with SEBI should not exceed 25% of the corpus of the VCF or FVCI. Further, subject to FEMA Rules, VCFs and FVCIs can invest only up to 33.33% of their investible funds in various prescribed instruments, including in public offerings.

Category I AIFs and Category II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A VCF registered as a migrated venture capital fund or a Category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Pursuant to the repeal of the SEBI VCF Regulations, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such fund shall not launch any new scheme after the notification of the SEBI AIF Regulations. Our Company, the Promoter Selling Shareholder and the Book Running Lead Managers will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

Participation of VCFs, AIFs or FVCIs in the Offer shall be subject to the FEMA Rules.

There is no reservation for Eligible NRI Bidders, AIFs and FPIs. All Bidders will be treated on the same basis with other categories for the purpose of allocation.

All non-resident investors should note that refunds (in case of Anchor Investors), dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Managers, subject to applicable law, reserves the right to reject any Bid without assigning any reason thereof.

Bids by banking companies

In case of Bids made by banking companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, and (ii) the approval of such banking company's investment committee are required to be attached to the Bid cum Application Form, failing which our Company in consultation with the Book Running Lead Managers and subject to applicable law, reserve the right to reject any Bid without assigning any reason.

The investment limit for banking companies in non-financial services companies as per the Banking Regulation Act, 1949 (the "**Banking Regulation Act**"), and Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016 is 10% of the paid-up share capital of the investee company or 10% of the bank's own paid-up share capital and reserves, whichever is less. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves. A banking company may hold up to 30% of the paid-up share capital of the investee company with the prior approval of the RBI, provided that the investee company is engaged in non-financial activities in which banking companies are permitted to engage under the Banking Regulation Act or the additional acquisition is through restructuring of debt/corporate debt restructuring/strategic debt restructuring, or to protect the bank's interest on loans/investments made to a company. The bank is required to submit a time-bound action plan for disposal of such shares within a specified period to the RBI. A banking company would require a prior approval of the RBI to make investment in excess of 30% of the paid-up share capital of the investee company, investment in a subsidiary and a financial services company that is not a subsidiary (with certain exceptions prescribed), and investment in a non-financial services company in excess of 10% of such investee company's paid-up share capital as stated in the Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, as amended. Bids by banking companies should not exceed the investment limits prescribed for them under the applicable laws.

Bids by Self Certified Syndicate Banks ("SCSBs")

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars (Nos. CIR/CFD/DIL/12/2012 and CIR/CFD/DIL/1/2013) dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for such applications.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDAI, a certified copy of certificate of registration issued by IRDAI must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Managers and subject to applicable law, reserves the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers are prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 as amended ("**IRDAI Investment Regulations**"), based on investments in the equity shares of a company, the entire group of the investee company and the industry sector in which the investee company operates. Insurance companies participating in the Offer are advised to refer to the IRDAI Investment Regulations for specific investment limits applicable to them and shall comply with all applicable regulations, guidelines and circulars issued by IRDAI from time to time.

Bids by provident funds/pension funds

In case of Bids made by provident funds/pension funds, subject to applicable laws, with minimum corpus of ₹250,000,000.00, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/pension fund must be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Managers and subject to applicable law, reserves the right to reject any Bid, without assigning any reason thereof.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney or by limited companies, corporate bodies, registered societies, Eligible FPIs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of the India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹250,000,000.00 (subject to applicable law) and pension funds with a minimum corpus of ₹250,000,000.00, a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws must be lodged along with the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Managers and subject to applicable law, reserves the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

Our Company in consultation with the Book Running Lead Managers and subject to applicable law, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the Bid cum Application Form subject to the terms and conditions that our Company in consultation with the Book Running Lead Managers and subject to applicable law, may deem fit.

Bids by Systemically Important Non-Banking Financial Companies

In case of Bids made by Systemically Important Non-Banking Financial Companies registered with RBI, certified copies of: (i) the certificate of registration issued by RBI, (ii) certified copy of its last audited financial statements on a standalone basis and a net worth certificate from its statutory auditor, and (iii) such other approval as may be required by the Systemically Important Non-Banking Financial Companies, are required to be attached to the Bid cum Application Form. Failing this, our Company in consultation with the Book Running Lead Managers and subject to applicable law, reserves the right to reject any Bid without assigning any reason thereof. Systemically Important NBFCs participating in the Offer shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

The investment limit for Systemically Important NBFCs shall be as prescribed by RBI from time to time.

In accordance with existing regulations issued by the RBI, OCBs cannot participate in this Offer.

The above information is given for the benefit of the Bidders. Our Company, the Promoter Selling Shareholder and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that any single Bid from them does not exceed the applicable investment limits or maximum number of the Equity Shares that can be held by them under applicable law or regulation or as specified in this Red Herring Prospectus and the Prospectus.

Information for Bidders

The relevant Designated Intermediary will enter a maximum of three Bids at different price levels opted in the Bid cum Application Form and such options are not considered as multiple Bids. It is the Bidder's responsibility to obtain the acknowledgment slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Equity Shares shall be allocated/Allotted. Such Acknowledgement Slip will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised acknowledgment slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Promoter Selling Shareholder, and/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the management or any scheme or project of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of the Pre-filed Draft Red Herring Prospectus, the Updated Draft Red Herring Prospectus-I, or this Red Herring Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

General Instructions

Please note that QIBs and Non-Institutional Bidders are not permitted to withdraw their Bid(s) or lower the size of their Bid(s) (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs can revise their Bid(s) during the Bid/ Offer Period and withdraw or lower the size of their Bid(s) until Bid/ Offer Closing Date. Anchor Investors are not allowed to withdraw their Bids after the Anchor Investor Bid/ Offer Period.

***Do's*:**

1. Check if you are eligible to apply as per the terms of this Red Herring Prospectus and under applicable law, rules, regulations, guidelines and approvals. All Bidders (other than Anchor Investors) should submit their Bids through the ASBA process only;

2. Ensure that you have Bid within the Price Band;

3. Read all the instructions carefully and complete the Bid cum Application Form, as the case may be, in the prescribed form;

4. Ensure that you have mentioned the correct ASBA Account number if you are not an UPI Bidder using the UPI Mechanism in the Bid cum Application Form and if you are an UPI Bidder using the UPI Mechanism ensure that you have mentioned the correct UPI ID (with maximum length of 45 characters including the handle), in the Bid cum Application Form;

5. UPI Bidders through the SCSBs and mobile applications shall ensure that the name of the bank appears in the list of SCSBs which are live on UPI, as displayed on the SEBI website. UPI Bidders shall ensure that the name of the app and the UPI handle which is used for making the application appears in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/COR/P/2019/85 dated July 26, 2019;

6. Ensure that your Bid cum Application Form bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time;

7. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB, before submitting the ASBA Form to any of the Designated Intermediaries;

8. UPI Bidders may submit their ASBA Forms with the Syndicate Member, Registered Brokers, RTAs or CDPs and should ensure that the ASBA Form contains the stamp of such Designated Intermediary;

9. If the first applicant is not the bank account holder, ensure that the Bid cum Application Form is signed by the account holder. Ensure that you have mentioned the correct bank account number in the Bid cum Application Form;

10. Ensure that the signature of the First Bidder in case of joint Bids, is included in the Bid cum Application Forms. If the first Bidder is not the ASBA Account holder, ensure that the Bid cum Application Form is also signed by the ASBA Account holder;

11. Ensure that you request for and receive a stamped acknowledgement counterfoil of the Bid cum Application Form for all your Bid options from the concerned Designated Intermediary;

12. Ensure that the name(s) given in the Bid cum Application Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the Bid cum Application Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names.;

13. The ASBA bidders shall ensure that bids above ₹500,000, are uploaded only by the SCSBs;

14. UPI Bidders Bidding in the Offer to ensure that they shall use only their own ASBA Account or only their own bank account linked UPI ID which is UPI 2.0 certified by NPCI (only for UPI Bidders using the UPI Mechanism) to make an application in the Offer and not ASBA Account or bank account linked UPI ID of any third-party;

15. Ensure that you submit the revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised acknowledgment;

16. Bidders not using the UPI Mechanism, should submit their Bid cum Application Form directly with SCSBs and not with any other Designated Intermediary;

17. Ensure that you have correctly signed the authorisation/undertaking box in the Bid cum Application Form, or have otherwise provided an authorisation to the SCSB or Sponsor Bank(s), as applicable, via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form, as the case may be, at the time of submission of the Bid. In case of UPI Bidders submitting their Bids and participating in the Offer through the UPI Mechanism, ensure that you authorise the UPI Mandate Request raised by the Sponsor Bank(s) for blocking of funds equivalent to Bid Amount and subsequent debit of funds in case of Allotment;

18. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of the SEBI circular no. MRD/DoP/Cir-20/2008 dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market for transacting in the securities market, (ii) submitted by investors who are exempt from the requirement of obtaining/specifying their PAN for transacting in the securities market, and (iii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the IT Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications in which PAN is not mentioned are liable to be rejected;

19. Ensure that the Demographic Details are updated, true and correct in all respects;

20. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;

21. Ensure that the category and the investor status is indicated in the Bid cum Application Form;

22. Ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;

23. Ensure that in case of Bids under power of attorney or by limited companies, corporates, trust, etc., relevant documents are submitted;

24. Ensure that Bids submitted by any person resident outside India is in compliance with applicable foreign and Indian laws;

25. Since the Allotment will be in demat form only, ensure that the Bidder's depository account is active, the correct DP ID, Client ID, the PAN, UPI ID, if applicable, are mentioned in their Bid cum Application Form and that the name of the Bidder, the DP ID, Client ID, the PAN and UPI ID, if applicable, entered into the online IPO system of the Stock Exchanges by the relevant Designated Intermediary, as applicable, matches with the name, DP ID, Client ID, PAN and UPI ID, if applicable, available in the Depository database;

26. Ensure that when applying in the Offer using UPI, the name of your SCSB appears in the list of SCSBs displayed on the SEBI website which are live on UPI. Further, also ensure that the name of the app and the UPI handle being used for making the application is also appearing in Annexure 'A' to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019;

27. UPI Bidders who wish to revise their Bids using the UPI Mechanism, should submit the revised Bid with the Designated Intermediaries, pursuant to which UPI Bidders should ensure acceptance of the UPI Mandate Request received from the Sponsor Bank(s) to authorise blocking of funds equivalent to the revised Bid Amount in the UPI Bidder's ASBA Account;

28. Anchor Investors should submit the Anchor Investor Application Forms to the BRLMs;

29. Ensure that you have accepted the UPI Mandate Request received from the Sponsor Bank(s) prior to 5:00 p.m. of the Bid/Offer Closing Date;

30. FPIs making MIM Bids using the same PAN, and different beneficiary account numbers, Client IDs and DP IDs, were required to submit a confirmation that their Bids are under the MIM structure and indicate the name of their investment managers in such confirmation which shall be submitted along with each of their Bid cum Application Forms. In the absence of such confirmation from the relevant FPIs, such MIM Bids are liable to be rejected;

31. UPI Bidders shall ensure that details of the Bid are reviewed and verified by opening the attachment in the UPI Mandate Request and then proceed to authorize the UPI Mandate Request using his/her UPI PIN. Upon the authorization of the mandate using his/her UPI PIN, an UPI Bidder may be deemed to have verified the attachment containing the application details of the UPI Bidders in the UPI Mandate Request and have agreed to block the entire Bid Amount and authorized the Sponsor Bank(s) to block the Bid Amount mentioned in the Bid Cum Application Form; and

32. Ensure that while Bidding through a Designated Intermediary, the Bid cum Application Form (other than for Anchor Investors and UPI Bidders bidding using the UPI Mechanism) is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at www.sebi.gov.in).

The Bid cum Application Form is liable be rejected if the above instructions, as applicable, are not complied with. Application made using incorrect UPI handle or using a bank account of an SCSB or SCSBs which is not mentioned in the Annexure ‘A’ to the SEBI circular no. SEBI/HO/CFD/DIL2/CIR/P/2019/85 dated July 26, 2019 is liable to be rejected.

Don’ts:

1. Do not Bid for lower than the minimum Bid size;

2. Do not Bid for a Bid Amount exceeding ₹200,000 (for Bids by RIBs);

3. Do not pay the Bid Amount in cheques, demand drafts or by cash, money order, postal order or by stock invest;

4. Do not send Bid cum Application Forms by post; instead submit the same to the Designated Intermediary only;

5. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);

6. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;

7. Do not submit the Bid for an amount more than funds available in your ASBA account.

8. Do not submit Bids on plain paper or on incomplete or illegible Bid cum Application Forms or on Bid cum Application Forms in a colour prescribed for another category of a Bidder;

9. In case of ASBA Bidders, do not submit more than one ASBA Forms per ASBA Account;

10. In case of ASBA Bidders (other than 3-in-1 Bids), Syndicate Members shall ensure that they do not upload any bids above ₹500,000;

11. If you are a UPI Bidder, do not submit more than one ASBA Form for each UPI ID;

12. Anchor Investors should not Bid through the ASBA process;

13. Do not submit the ASBA Forms to any Designated Intermediary that is not authorised to collect the relevant ASBA Forms or to our Company;

14. Do not Bid on a Bid cum Application Form that does not have the stamp of the relevant Designated Intermediary;

15. Do not submit the General Index Register (GIR) number instead of the PAN;

16. Do not submit incorrect details of the DP ID, Client ID, PAN and UPI ID, if applicable, or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;

17. Do not submit a Bid in case you are not eligible to acquire Equity Shares under applicable law or your relevant constitutional documents or otherwise;

18. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872 (other than minors having valid depository accounts as per Demographic Details provided by the depository);

19. Do not submit a Bid/revise a Bid Amount, with a price less than the Floor Price or higher than the Cap Price;

20. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Offer Closing Date; (for online applications) and after 12:00 p.m. on the Bid/ Offer Closing Date (for physical applications)

21. Do not Bid on another ASBA Form or the Anchor Investor Application Form, as the case may be, after you have submitted a Bid to any of the Designated Intermediaries;

22. Do not Bid for Equity Shares in excess of what is specified for each category;

23. Do not fill up the Bid cum Application Form such that the Equity Shares Bid for, exceeds the Offer size and/or investment limit or maximum number of the Equity Shares that can be held under applicable laws or regulations or maximum amount permissible under applicable laws or regulations, or under the terms of this Red Herring Prospectus;

24. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage if you are a QIB or a Non-Institutional Bidder. RIBs can revise or withdraw their Bids on or before the Bid/Offer Closing Date;

25. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage if you are a QIB or a Non-Institutional Bidder. Retail Individual Bidders can revise or withdraw their Bids on or before the Bid/ Offer Closing Date;

26. Do not submit Bids to a Designated Intermediary at a location other than the Bidding Centres;

27. If you are an UPI Bidders which is submitting the ASBA Form with any of the Designated Intermediaries and using your UPI ID for the purpose of blocking of funds, do not use any third-party bank account or third-party linked bank account UPI ID;

28. Do not link the UPI ID with a bank account maintained with a bank that is not UPI 2.0 certified by the NPCI in case of Bids submitted by UPI Bidders using the UPI Mechanism;

29. Do not submit more than one Bid cum Application Form for each UPI ID in case of UPI Bidders;

30. Do not submit a Bid cum Application Form with a third-party UPI ID or using a third-party bank account (in case of Bids submitted by UPI Bidders using the UPI Mechanism);

31. UPI Bidders using the incorrect UPI handle or using a bank account of an SCSB or bank which is not mentioned in the list provided in the SEBI website is liable to be rejected; and

32. Do not Bid if you are an OCB.

The Bid cum Application Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Further, in case of any pre-Offer or post Offer related issues regarding share certificates/demat credit/refund orders/unblocking etc, investors shall reach out to the Compliance Officer. For details of the Compliance Officer, see "*General Information*" on page 63.

For helpline details of the BRLMs pursuant to the SEBI RTA Master Circular, see "*General Information*" at page 63.

In case of any delay in unblocking of amounts in the ASBA Accounts (including amounts blocked through the UPI Mechanism) exceeding three Working Days from the Bid/Offer Closing Date, the Bidder shall be compensated in accordance with applicable law. The Book Running Lead Managers shall, in their sole discretion, identify and fix the liability on such intermediary or entity responsible for such delay in unblocking. Further, Bidders shall be entitled to compensation in the manner specified in the SEBI ICDR Master Circular, in case of delays in resolving investor grievances in relation to blocking/unblocking of funds.

Grounds for Technical Rejection

In addition to the grounds for rejection of Bids on technical grounds as provided in the GID, Bidders are requested to note that Bids maybe rejected on the following additional technical grounds:

(a) Bids submitted without instruction to the SCSBs to block the entire Bid Amount;

(b) Bids which do not contain details of the Bid Amount and the bank account or UPI ID (for UPI Bidders) details in the ASBA Form;

(c) Bids submitted on a plain paper;

(d) Bids submitted by UPI Bidders using the UPI Mechanism through an SCSBs and/or using a mobile application or UPI handle, not listed on the website of SEBI;

(e) Bids under the UPI Mechanism submitted by UPI Bidders using third-party bank accounts or using a third-party linked bank account UPI ID (subject to availability of information regarding third-party account from Sponsor Bank(s);

(f) ASBA Form by the UPI Bidders using third party bank accounts or using third party linked bank account UPI IDs;

(g) ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

(h) Bids submitted without the signature of the First Bidder or sole Bidder;

(i) The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

(j) Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular CIR/MRD/DP/ 22 /2010 dated July 29, 2010;

(k) GIR number furnished instead of PAN;

(l) Bids by RIIs with Bid Amount of a value of more than ₹200,000;

(m) Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

(n) Bids accompanied by cheque(s), demand draft(s), stock invest, money order, postal order or cash; and

(o) Bids uploaded by QIBs after 4.00 pm on the QIB Bid/Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/Offer Closing Date, and Bids by RIIs uploaded after 5.00 p.m. on the Bid/Offer Closing Date, unless extended by the Stock Exchanges. On the Bid/Offer Closing Date, extension of time may be granted by the Stock Exchanges only for uploading Bids received from Retail Individual Investors, after taking into account the total number of Bids received up to closure of timings for acceptance of Bid-cum-Application Forms as stated herein and as informed to the Stock Exchanges.

Further, in case of any pre-offer or post offer related issues regarding share certificates/demat credit/refund orders/unblocking etc., investors shall reach out to the Compliance Officer. For details of the Compliance Officer, see "*General Information*" on page 63.

Names of entities responsible for finalising the basis of allotment in a fair and proper manner

The authorised employees of the Stock Exchanges, along with the BRLMs and the Registrar, shall ensure that the basis of allotment is finalised in a fair and proper manner in accordance with the procedure specified in SEBI ICDR Regulations.

Method of allotment as may be prescribed by Securities and Exchange Board of India from time to time

Our Company will not make any allotment in excess of the Equity Shares through Red Herring Prospectus and the Prospectus except in case of oversubscription for the purpose of rounding off to make allotment, in consultation with the Designated Stock Exchange. Further, upon oversubscription, an allotment of not more than one per cent of the Offer may be made for the purpose of making allotment in minimum lots.

The allotment of Equity Shares to applicants other than to the RIBs, NIBs and Anchor Investors shall be on a proportionate basis within the respective investor categories and the number of securities allotted shall be rounded off to the nearest integer, subject to minimum allotment being equal to the minimum application size as determined and disclosed.

The allotment of Equity Shares to each RIBs shall not be less than the minimum bid lot, subject to the availability of shares in Retail Portion, and the remaining available shares, if any, shall be allotted on a proportionate basis. The allotment to each Non-Institutional Bidder shall not be less than the Minimum Non-Institutional Bidder Application Size, subject to the availability of Equity Shares in the Non–- Institutional Portion, and the remaining Equity Shares, if any, shall be allotted on a proportionate basis.

Not less than 15% of the Offer shall be available for allocation to Non-Institutional Bidders. The Equity Shares available for allocation to Non-Institutional Bidders under the Non-Institutional Portion, shall be subject to the following: (i) one-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹200,000, and up to ₹1,000,000 and (ii) two-third of the portion available to Non-Institutional Bidders shall be reserved for applicants with an application size of more than ₹1,000,000 provided that the unsubscribed portion in either of the aforementioned sub-categories may be allocated to applicants in the other sub-category of Non-Institutional Bidders.

Payment into Escrow Account(s) for Anchor Investors

Our Company in consultation with the Book Running Lead Managers and subject to applicable law, in its absolute discretion, will decide the list of Anchor Investors to whom the CAN will be sent, pursuant to which the details of the Equity Shares allocated to them in their respective names will be notified to such Anchor Investors. For Anchor Investors, the payment instruments for payment into the Escrow Account(s) should be drawn in favour of:

(a) In case of resident Anchor Investors: "VISHAL MEGA MART LIMITED – ANCHOR R ACCOUNT"

(b) In case of Non-Resident Anchor Investors: "VISHAL MEGA MART LIMITED – ANCHOR NR ACCOUNT"

Anchor Investors should note that the escrow mechanism is not prescribed by SEBI and has been established as an arrangement between our Company, the Promoter Selling Shareholder, the Syndicate, the Escrow Collection Bank and the Registrar to the Offer to facilitate collections of Bid amounts from Anchor Investors.

Pre- Offer Advertisement

Subject to Section 30 of the Companies Act, our Company shall, after filing this Red Herring Prospectus with the RoC, publish a pre-Offer advertisement, in the form prescribed by the SEBI ICDR Regulations, in: (i) all editions of Financial Express, an English national daily newspaper; and (ii) all editions of Jansatta, a Hindi national daily newspaper (Hindi also being the regional language of Delhi NCR, where our Registered and Corporate Office is located) each with wide circulation.

In the pre-Offer advertisement, we shall state the Bid/Offer Opening Date and the Bid/Offer Closing Date. This advertisement, subject to the provisions of Section 30 of the Companies Act, shall be in the format prescribed in Part A of Schedule X of the SEBI ICDR Regulations.

Allotment advertisement

Our Company, the Book Running Lead Managers and the Registrar shall publish an allotment advertisement in terms of Regulation 51(1) of SEBI ICDR Regulations not later than one Working Day after the commencement of trading, disclosing the date of commencement of trading in all editions of Financial Express, an English daily newspaper and all editions of Jansatta, a Hindi national daily (Hindi also being the regional language of Gurugram, where our Registered and Corporate Office is located).

The information set out above is given for the benefit of the Bidders/applicants. Our Company, the Promoter Selling Shareholder, and the Book Running Lead Managers are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders/applicants are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the prescribed limits under applicable laws or regulations.

Signing of the Underwriting Agreement and the Registrar of Companies Filing

(a) Our Company, the Promoter Selling Shareholder and the Underwriters intend to enter into an Underwriting Agreement on or immediately after the finalisation of the Offer Price but prior to the filing of Prospectus, in accordance with the nature of the undertaking which is determined in accordance with Regulation 40(3) of SEBI ICDR Regulations.

(b) After signing the Underwriting Agreement, an updated Red Herring Prospectus will be filed with the RoC in accordance with applicable law, which then would be termed as the 'Prospectus'. The Prospectus will contain details of the Offer Price, the Anchor Investor Offer Price, Offer size, and underwriting arrangements and will be complete in all material respects.

Undertakings by our Company

Our Company undertakes the following:

- adequate arrangements shall be made to collect all Bid cum Application Forms submitted by Bidders.
- the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;
- all steps for completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges where the Equity Shares are proposed to be listed shall be taken within three Working Days of the Bid/Offer Closing Date or such other period as may be prescribed;
- if Allotment is not made within the prescribed time period under applicable law, the entire subscription amount received will be refunded/unblocked within the time prescribed under applicable law. If there is delay beyond the prescribed time, our Company shall pay interest prescribed under the Companies Act, the SEBI ICDR Regulations and applicable law for the delayed period;
- that if our Company does not proceed with the Offer after the Bid/ Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/ Offer Closing Date. The public notice shall be issued in the same newspapers where the pre-Offer advertisements were published. The Stock Exchanges shall be informed promptly;
- where release of block on the application amount for unsuccessful bidders or part of the application amount in case of proportionate allotment, a suitable communication shall be sent to the applicants;
- that if the Offer is withdrawn after the Bid/ Offer Closing Date, our Company shall be required to file a fresh offer document with SEBI, in the event a decision is taken to proceed with the Offer subsequently
- the funds required for making refunds (to the extent applicable) as per the mode(s) disclosed shall be made available to the Registrar to the Offer by our Company;
- where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the applicant within the time prescribed under applicable law, giving details of the bank where refunds shall be credited along with amount and expected date of electronic credit of refund;
- Promoters' contribution, if any, shall be brought in advance before the Bid/Offer Opening Date and the balance, if any, shall be brought in on a pro rata basis before calls are made on the Allottees; and
- except for any allotment of Equity Shares to employees of our Company pursuant to exercise of options granted under the ESOP 2019, no further issue of the Equity Shares shall be made till the Equity Shares offered through this Red Herring Prospectus are listed or until the Bid monies are unblocked in ASBA Account/refunded on account of non-listing, under-subscription, etc.

Undertakings by the Promoter Selling Shareholder

The Promoter Selling Shareholder, undertakes in relation to itself and its the Offered Shares that:

- it is the legal and beneficial holder of and has clear legal, valid and marketable title to the Offered Shares, and that such Offered Shares shall be transferred in the Offer, free and clear of any encumbrance;

- the Offered Shares are eligible to be offered in the Offer for Sale in compliance with Regulation 8 of the SEBI ICDR Regulations;

- the Offered Shares offered shall be transferred to an escrow demat account in dematerialized form within such time period as may be agreed in the Share Escrow Agreement before filing of this Red Herring Prospectus;

- it shall not offer any incentive, whether direct or indirect, in any manner, whether in cash or kind or services or otherwise, to any person for making a Bid in the Offer except for fees or commission for services rendered in relation to the Offer; and

- it shall not have recourse to its portion of Offer proceeds which shall be held in escrow in its favour until the final listing and trading approvals from the Stock Exchanges have been obtained.

The statements and undertakings provided above, in relation to Promoter Selling Shareholder, are statements which are specifically confirmed or undertaken by Promoter Selling Shareholder in relation to itself and the Offered Shares. All other statements or undertakings or both in this Red Herring Prospectus in relation to Promoter Selling Shareholder, shall be statements made by our Company, even if the same relate to Promoter Selling Shareholder.

Utilisation of Offer proceeds

Our Board of Directors certifies and declares that all monies received out of the Offer shall be credited/transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013;

Impersonation

Attention of the Bidders is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act which is reproduced below:

"*Any person who –*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or

(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or

(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name, shall be liable for action under Section 447."

The liability prescribed under Section 447 of the Companies Act for fraud involving an amount of at least ₹1 million or 1% of the turnover of the company, whichever is lower, includes imprisonment for a term which shall not be less than six months extending up to 10 years and fine of an amount not less than the amount involved in the fraud, extending up to three times such amount (provided that where the fraud involves public interest, such term shall not be less than three years.) Further, where the fraud involves an amount less than ₹1 million or one per cent of the turnover of the company, whichever is lower, and does not involve public interest, any person guilty of such fraud shall be punishable with imprisonment for a term which may extend to five years or with fine which may extend to ₹5 million or with both.

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The responsibility of granting approval for foreign investment under the Consolidated FDI Policy (defined herein below) and FEMA has been entrusted to the concerned ministries / departments.

The Government has from time to time made policy pronouncements on foreign direct investment ("**FDI**") through press notes and press releases. The regulatory framework, over a period of time, thus, consists of acts, regulations, press notes, press releases, and clarifications among other amendments. The DPIIT, issued the Consolidated FDI Policy Circular of 2020 ("**FDI Policy**"), which, with effect from October 15, 2020, subsumes and supersedes all press notes, press releases, clarifications, circulars issued by the DPIIT, which were in force as on October 15, 2020. The FDI Policy will be valid and remain in force until superseded in totality or in part thereof and shall be subject to FEMA Non-debt Instruments Rules.

In terms of the FEMA Non-debt Instruments Rules and the FDI Policy, up to 100% foreign investment is currently permitted in a company engaged in manufacturing activities in India (including contract manufacturing in India) through automatic route. However, one of our Subsidiaries is engaged in the sectors which requires Government approval for procuring foreign investment, or where foreign investment is subject to sectoral conditionalities. Presently, our Company is owned and controlled by resident Indian entities, and accordingly any foreign investment in our Company is not considered to be 'indirect' or 'downstream' foreign investment in our Subsidiaries. Therefore, since one of our Subsidiaries undertakes businesses in the sector which falls under the Government approval route, the total foreign investment in our Company cannot exceed 49.90% of our Company's total issued and paid-up capital, on a fully diluted basis, and foreign investors cannot be deemed to own and control our Company. In terms of the FDI Policy, if our Company becomes a foreign owned and controlled company, we will be subject to additional restrictions on foreign investments under the FDI Policy. Any change in our Company's shareholding or control, as a result of which our Company ceases to be a "company owned by resident Indian citizens" or a "company controlled by resident Indian citizens", within the meaning of the FEMA Non-debt Instruments Rules and FDI Policy could have an adverse impact on our business and financial condition, and on our Company's investment in its subsidiaries.

For further details, please see "*Risk Factors - Our ability to raise foreign capital may be constrained by Indian law" on page 49*.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI, provided that (i) the activities of the investee company are under the automatic route under the FDI policy and transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in this Offer.

Further, in accordance with Press Note No. 3 (2020 Series), dated April 17, 2020 issued by the DPIIT and the Foreign Exchange Management (Non-debt Instruments) Amendment Rules, 2020 which came into effect from April 22, 2020, any investment, subscription, purchase or sale of equity instruments by entities of a country which shares land border with India or where the beneficial owner of an investment into India is situated in or is a citizen of any such country, will require prior approval of the Government, as prescribed in the FDI Policy and the FEMA Rules. Further, in the event of transfer of ownership of any existing or future foreign direct investment in an entity in India, directly or indirectly, resulting in the beneficial ownership falling within the aforesaid restriction/ purview, such subsequent change in the beneficial ownership will also require approval of the Government. Pursuant to the Foreign Exchange Management (Non-debt Instruments) (Fourth Amendment) Rules, 2020 issued on December 8, 2020, a multilateral bank or fund, of which India is a member, shall not be treated as an entity of a particular country nor shall any country be treated as the beneficial owner of the investments of such bank of fund in India. Each Bidder should seek independent legal advice about its ability to participate in the Offer. In the event such prior approval of the Government of India is required, and such approval has been obtained, the Bidder shall intimate our Company and the Registrar in writing about such approval along with a copy thereof within the Bid/Offer Period.

Further, in terms of the FEMA Non-debt Instruments Rules, the aggregate FPI investment limit is the sectoral cap applicable to Indian company as prescribed in the FEMA Non-debt Instruments Rules with respect to its paid-up equity capital on a fully diluted basis. See "*Offer Procedure*" on page 340.

The Equity Shares offered in the Offer have not been and will not be registered under the U.S. Securities Act or any other applicable law of the United States, and unless so registered, may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and in accordance with any applicable U.S. state securities laws. Accordingly, the Equity Shares are being offered and sold (a) outside the United States in offshore transactions as defined in and in compliance with Regulation S and the applicable laws of the jurisdictions where those offers and sales are made, and (b) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act) pursuant to Section 4(a) of the U.S. Securities Act.

The above information is given for the benefit of the Bidders. Our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION X: DESCRIPTION OF EQUITY SHARES AND TERMS OF ARTICLES OF ASSOCIATION

Capitalised terms used in this section have the meaning that has been given to such terms in the Articles of Association of our Company. Pursuant to Schedule I of Companies Act, 2013 and the SEBI ICDR Regulations, the main provisions of the Articles of Association of our Company are detailed below. Further, except for the following, there is no material clause of Article of Association which have been left out from disclosure having a bearing on the Offer:

SHARE CAPITAL AND VARIATION OF RIGHTS

The authorised share capital of the Company shall be such amount, divided into such class(es), denomination(s) and number of shares in the Company as may from time to time be provided in Clause V of the Memorandum of Association, with power to increase or reduce such capital from time to time and power to divide share capital into other classes and to attach thereto respectively such preferential, convertible, deferred, qualified, or other special rights, privileges, conditions or restrictions and to vary, modify or abrogate the same in such manner as may be determined by or in accordance with these Articles, subject to the provisions of applicable law for the time being in force.

Except so far as otherwise provided by the conditions of issue or by these Articles, any capital raised by the creation of new shares shall be considered as part of the existing capital, and shall be subject to the provisions herein contained, with reference to the payment of calls and installments, forfeiture, lien, surrender, transfer and transmission, voting and otherwise.

The Company may issue the following kinds of shares in accordance with these Articles, the Act and other applicable laws: (a)Equity share capital with voting rights; and/or with differential rights as to dividend, voting or otherwise in accordance with the Act; and (b) Preference share capital.

Subject to the provisions of the Act and these Articles, the shares in the capital of the Company shall be under the control of the Board of Directors who may issue, allot or otherwise dispose of all or any of such shares to such persons, in such proportion and on such terms and conditions and either at a premium or at par and at such time as they may from time to time think fit and, with the sanction of the Company in General Meeting, give to any person the option or right to call for any shares either at par or premium during such time and for such consideration as the Board of Directors think fit.

The Board of Directors may issue and allot shares of the Company as payment in full or in part, for any property purchased by the Company or in respect of goods sold or transferred or machinery or appliances supplied or for services rendered to the Company in the acquisition and/or in the conduct of its business; and any shares which may be so allotted may be issued as fully paid up shares and if so issued shall be deemed as fully paid up shares.

Subject to the provisions of the Act, the Company in its General Meetings may, by an Ordinary Resolution, from time to time: (a) increase the share capital by such sum, to be divided into shares of such amount as it thinks expedient; (b) divide, sub-divide or consolidate its shares, or any of them, and the resolution whereby any share is sub-divided, may determine that as between the holders of the shares resulting from such sub-division one or more of such shares have some preference or special advantage in relation to dividend, capital or otherwise as compared with the others; (c) cancel shares which at the date of such General Meeting have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled; (d) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares; provided that any consolidation and division which results in changes in the voting percentage of Members shall require applicable approvals under the Act; (e) convert all or any of its fully paid-up shares into stock, and reconvert that stock into fully paid-up shares of any denomination; and (f) The cancellation of shares under point (c) above shall not be deemed to be a reduction of the authorised share capital.

(1) Where at any time the Board or the Company, as the case may be, propose to increase the subscribed capital by the issue of further shares then such shares shall be offered, subject to the provisions of section 62 of the Act, and the rules made thereunder:

(A)

(i) to the persons who at the date of the offer are holders of the Equity Shares of the Company, in proportion as nearly as circumstances admit, to the paid-up share capital on those shares by sending a letter of offer subject to the conditions mentioned in (ii) to (iv) below;

(ii) The offer aforesaid shall be made by notice specifying the number of shares offered and limiting a time not being less than fifteen (15) days (or such lesser number of days as may be prescribed under the Act or the rules made thereunder, or other applicable law) and not exceeding thirty (30) days from the date of the offer, within which the offer if not accepted, shall be deemed to have been declined.

Provided that the notice shall be dispatched through registered post or speed post or through electronic mode or courier or any other mode having proof of delivery to all the existing shareholders at least three (3) days before the opening of the issue;

(iii) The offer aforesaid shall be deemed to include a right exercisable by the person concerned to renounce the shares offered to him or any of them in favour of any other person and the notice referred to in sub-clause (ii) shall contain a statement of this right;

(iv) After the expiry of time specified in the notice aforesaid or on receipt of earlier intimation from the person to whom such notice is given that the person declines to accept the shares offered, the Board of Directors may dispose of them in such manner which is not disadvantageous to the Members and the Company;

(B) to employees under any scheme of employees' stock option subject to Special Resolution passed by the shareholders of the Company and subject to the rules and such other conditions, as may be prescribed under applicable law; or

(C) to any person(s), if it is authorised by a Special Resolution, whether or not those persons include the persons referred to in clause (A) or clause (B) above either for cash or for a consideration other than cash, if the price of such shares is determined by the valuation report of a registered valuer subject to such conditions as may be prescribed under the Act and the rules made thereunder;

(2) Nothing in sub-clause (iii) of clause (1)(A) shall be deemed:

(i) To extend the time within which the offer should be accepted; or
(ii) To authorize any person to exercise the right of renunciation for a second time on the ground that the person in whose favour the renunciation was first made has declined to take the shares compromised in the renunciation.

(3) Nothing in this Article shall apply to the increase of the subscribed capital of the Company caused by the exercise of an option as a term attached to the debentures issued or loans raised by the Company to convert such debentures or loans into shares in the Company or to subscribe for shares of the Company. Provided that the terms of issue of such debentures or loans containing such an option have been approved before the issue of such debentures or the raising of such loans by a Special Resolution passed by the shareholders of the Company in a General Meeting.

(4) Notwithstanding anything contained in Clause (3) hereof, where any debentures have been issued, or loan has been obtained from any government by the Company, and if that government considers it necessary in the public interest so to do, it may, by order, direct that such debentures or loans or any part thereof shall be converted into shares in the Company on such terms and conditions as appear to the Government to be reasonable in the circumstances of the case even if terms of the issue of such debentures or the raising of such loans do not include a term for providing for an option for such conversion:

Provided that where the terms and conditions of such conversion are not acceptable to the Company, it may, within sixty days from the date of communication of such order, appeal to National Company Law Tribunal which shall after hearing the Company and the Government pass such order as it deems fit.

A further issue of shares may be made in any manner whatsoever as the Board may determine including by way of preferential offer or private placement, subject to and in accordance with the Act and the rules made thereunder.

If at any time the share capital of the Company is divided into different classes of shares, the rights attached to the shares of any class (unless otherwise provided by the terms of issue of the shares of that class) may, subject to provisions of the Act and whether or not the Company is being wound up, be varied with the consent in writing of the holders of not less than three-fourth of the issued shares of that class or with the sanction of a Special Resolution passed at a separate meeting of the holders of the issued shares of that class, as prescribed by the Act.

Subject to the provisions of the Act, to every such separate meeting, the provisions of these Articles relating to meeting shall *mutatis mutandis* apply.

ISSUE OF CERTIFICATE

Every Member shall be entitled, without payment, to one or more certificates in marketable lots, for all the shares of each class or denomination registered in his name, or if the Directors so approve (upon paying such fee as the Directors so determine) to several certificates, each for one or more of such shares and the Company shall complete and have ready for delivery such certificates, unless prohibited by any provision of law or any order of court, tribunal or other authority having jurisdiction, within two (2) months from the date of allotment, or within one (1) month of the receipt of application of registration of transfer, transmission, sub division, consolidation or renewal of any of its shares as the case maybe or within such other period as any other legislation for time being in force may provide or within a period of six (6) months from the date of allotment in the case of any allotment of debenture or within such other period as any other legislation for time being in force may provide. In respect of any share or shares held jointly by several persons, the Company shall not be bound to issue more than one (1) certificate, and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all such joint holders.

Every certificate shall specify the shares to which it relates and the amount paid-up thereon and shall be signed by two (2) directors or by a director and the company secretary, wherever the company has appointed a company secretary and the common seal, if any, shall be affixed in the presence of the persons required to sign the certificate.

TRANSFER AND TRANSMISSION OF SHARES

The Company shall keep a "Register of Transfers" and therein shall be fairly and distinctly entered particulars of every transfer or transmission of any shares. The Company shall also use a common form of transfer.

In respect of any transfer of shares registered in accordance with the provisions of these Articles, the Board may, at its discretion, direct an endorsement of the transfer and the name of the transferee and other particulars on the existing share certificate and authorize any Director or Officer of the Company to authenticate such endorsement on behalf of the Company or direct the issue of a fresh share certificate, in lieu of and in cancellation of the existing certificate in the name of the transferee.

The instrument of transfer of any share shall be in writing and all the provisions of the Act, and of any statutory modification thereof for the time being shall be duly complied with in respect of all transfer of shares and registration thereof. The Company shall use the form of transfer, as prescribed under the Act, in all cases. In case of transfer of shares, where the Company has not issued any certificates and where the shares are held in dematerialized form, the provisions of the Depositories Act, 1996 shall apply. The Board may decline to recognize any instrument of transfer unless (i) the instrument of transfer is in the form prescribed under the Act; (ii) the instrument of transfer is accompanied by the certificate of shares to which it relates, and such other evidence as the Board may reasonably require to show the right of the transferor to make the transfer; and (iii) the instrument of transfer is in respect of only one class of shares. No fee shall be charged for registration of transfer, transmission, probate, succession certificate and letters of administration, certificate of death or marriage, power of attorney or similar other document.

Every such instrument of transfer shall be executed, by or on behalf of both the transferor and the transferee and the transferor shall be deemed to remain holder of the shares until the name of the transferee is entered in the Register of Members in respect thereof.

Subject to compliance with the Act and other applicable law, the Board shall be empowered, on giving not less than seven (7) days' notice or such period as may be prescribed, to close the transfer books, Register of Members, the register of debenture holders at such time or times, and for such period or periods, not exceeding thirty (30) days at a time and not exceeding an aggregate forty five (45) days in each year as it may seem expedient.

Subject to the provisions of these Articles and other applicable provisions of the Act or any other law for the time being in force, the Board may (at its own absolute and uncontrolled discretion) decline or refuse by giving reasons, whether in pursuance of any power of the Company under these Articles or otherwise, to register or acknowledge any transfer of, or the transmission by operation of law of the right to, any securities or interest of a Member in the Company, after providing sufficient cause, within a period of thirty (30) days from the date on which the instrument of transfer, or the intimation of such transmission, as the case may be, was delivered to the Company. Provided that the registration of transfer of any securities shall not be refused on the ground of the transferor being alone or jointly with any other person or persons, indebted to the Company on any account whatsoever except where the Company has a lien on shares. Transfer of shares/debentures in whatever lot shall not be refused.

Where in the case of partly paid-up shares, an application for registration is made by the transferor alone, the transfer shall not be registered, unless the Company gives the notice of the application to the transferee in accordance with the provisions of the Act and the transferee gives no objection to the transfer within the time period prescribed under the Act.

The executors or administrators or the holders of a succession certificate issued in respect of the shares of a deceased Member and not being one of several joint holders shall be the only person whom the Company shall recognize as having any title to the shares registered in the name of such Members and in case of the death of one or more of the joint holders of any registered share, the survivor or survivors shall be entitled to the title or interest in such shares but nothing herein contained shall be taken to release the estate of a deceased joint holder from any liability on shares held by him jointly with any other person. Provided nevertheless that in case the Directors, in their absolute discretion think fit, it shall be lawful for the Directors to dispense with the production of a probate or letters of administration or a succession certificate or such other legal representation upon such terms (if any) (as to indemnify or otherwise) as the Directors may consider necessary or desirable.

No share shall in any circumstances be transferred to any infant, insolvent or a person of unsound mind, except fully paid-up shares through a legal guardian.

Subject to the provisions of the Act and these Articles, any person becoming entitled to shares in consequence of the death, lunacy, bankruptcy or insolvency of any Members, or by any lawful means other than by a transfer in accordance with these Articles, may with the consent of the Board (which it shall not be under any obligation to give), upon producing such evidence as the Board thinks sufficient, that he sustains the character in respect of which he proposes to act under this Article, or of his title, elect to either be registered himself as holder of the shares or elect to have some person nominated by him and approved by the Board, registered as such holder or to make such transfer of the share as the deceased or insolvent member could have made. If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects. Provided, nevertheless, if such person shall elect to have his nominee registered, he shall testify that election by executing in favour of his nominee an instrument of transfer in accordance with the provision herein contained and until he does so he shall not be freed from any liability in respect of the shares. Further, all limitations, restrictions and provisions of these regulations relating to the right to transfer and the registration of transfer of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the Member had not occurred and the notice or transfer were a transfer signed by that Member.

A person becoming entitled to a share by reason of the death or insolvency of the holder shall, subject to the Directors' right to retain such dividends or money, be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a Member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board may at any time give a notice requiring any such person to elect either to be registered himself or to transfer the share and if the notice is not complied with within ninety (90) days, the Board may thereafter withhold payment of all dividends, bonus or other moneys payable in respect of such share, until the requirements of notice have been complied with.

Before the registration of a transfer, the certificate or certificates of the share or shares to be transferred must be delivered to the Company along with (save as provided in the Act) properly stamped and executed instrument of transfer.

The Company shall incur no liability or responsibility whatever in consequence of its registering or giving effect to any transfer of shares made or purporting to be made by any apparent legal owner thereof (as shown or appearing in the Register) to the prejudice of persons having or claiming any equitable rights, title or interest in the said shares, notwithstanding that the Company may have had notice of such equitable rights referred thereto in any books of the Company and the Company shall not be bound by or required to regard or attend to or give effect to any notice which may be given to it of any equitable rights, title or interest or be under any liability whatsoever for refusing or neglecting to do so, though it may have been entered or referred to in some book of the Company but the Company shall nevertheless be at liberty to regard and attend to any such notice and give effect thereto if the Board shall so think fit.

The provisions of these Articles, shall, *mutatis mutandis*, apply to the transfer of or the transmission by law of the right to any securities including, debentures of the Company.

ALTERATION OF CAPITAL

The Company may issue share warrants subject to, and in accordance with provisions of the Act. The Board may, in its discretion, with respect to any share which is fully paid-up on application in writing signed by the person registered as holder of the share, and authenticated by such evidence (if any) as the Board may from time to time require as to the identity of the person signing the application, and the amount of the stamp duty on the warrant and such fee as the Board may from time to time require having been paid, issue a warrant.

Where shares are converted into stock (a) the holders of stock may transfer the same or any part thereof in the same manner as, and subject to the same Articles under which, the shares from which the stock arose might before the conversion have been transferred, or as near thereto as circumstances admit, Provided that the Board may, from time to time, fix the minimum amount of stock transferable, so, however, that such minimum shall not exceed the nominal amount of the shares from which the stock arose; (b) the holders of stock shall, according to the amount of stock held by them, have the same rights, privileges and advantages as regards dividends, voting at meetings of the Company, and other matters, as if they held the shares from which the stock arose; but no such privilege or advantage (except participation in the dividends and profits of the Company and in the assets on winding up) shall be conferred by an amount of stock which would not, if existing in shares, have conferred that privilege or advantage; (c) such of the Articles of the Company as are applicable to paid-up shares shall apply to stock and the words "share" and "shareholder"/"Member" shall include "stock" and "stock-holder" respectively.

The Company may, by a Special Resolution as prescribed by the Act, reduce in any manner and in accordance with the provisions of the Act (a) its share capital; and/or (b) any capital redemption reserve account; and/or (c) any share premium account and, in particular, without prejudice to the generality of the foregoing power may by (i) extinguishing or reducing the liability on any of its shares in respect of share capital not paid-up; (ii) either with or without extinguishing or reducing liability on any of its shares, cancel paid-up share capital which is lost or is unrepresented by available assets; or pay off any paid-up share capital which is in excess of the wants of the Company; and may, if and so far as is necessary, alter its Memorandum, by reducing the amount of its share capital and of its shares accordingly.

Notwithstanding anything contained in these Articles, but subject to all applicable provisions of the Act or any other law for the time being in force, the Company may purchase its own shares or other specified securities.

MEETINGS OF THE BOARD

The Board of Directors shall meet at least once in every quarter with a maximum gap of four (4) months between two (2) meetings of the Board for the dispatch of business, adjourn and otherwise regulate its meetings and proceedings as it thinks fit in accordance with the Act, provided that at least four (4) such meetings shall be held in every year. Place of meetings of the

Board shall be at a location determined by the Board at its previous meeting, or if no such determination is made, then as determined by the chairman of the Board.

The chairman may, at any time, and the secretary or such other Officer of the Company as may be authorised in this behalf on the requisition of Director shall at any time summon a meeting of the Board. Notice of at least seven (7) days in writing of every meeting of the Board shall be given to every Director and every alternate Director at his usual address and e-mail address whether in India or abroad, provided always that a meeting may be convened by a shorter notice to transact urgent business subject to the condition that at least one independent director, if any, shall be present at the meeting and in case of absence of independent directors from such a meeting of the Board, decisions taken at such a meeting shall be circulated to all the directors and shall be final only on ratification thereof by at least one independent director, if any.

The notice of each meeting of the Board shall include (i) the time for the proposed meeting; (ii) the venue for the proposed meeting; and (iii) an agenda setting out the business proposed to be transacted at the meeting.

To the extent permissible by applicable law, the Directors may participate in a meeting of the Board or any committee thereof, through electronic mode, that is, by way of video conferencing i.e., audio visual electronic communication facility. The notice of the meeting must inform the Directors regarding the availability of participation through video conferencing. Any Director participating in a meeting through the use of video conferencing shall be counted for the purpose of quorum.

GENERAL MEETINGS

The Company shall in each year hold a General Meeting as its Annual General Meeting in addition to any other meeting in that year. An Annual General Meeting of the Company shall be held in accordance with the provisions of the Act and other applicable law. All General Meetings other than the Annual General Meeting shall be called "Extraordinary General Meeting". Provided that, the Board may, whenever it thinks fit, call an Extraordinary General Meeting. Further, upon compliance with the relevant provisions of the Act, an Annual General Meeting or any General Meeting may be convened by giving a shorter notice than twenty one (21) days.

VOTE OF MEMBERS

Subject to any rights or restrictions for the time being attached to any class or classes of shares, on a show of hands every Member holding Equity Shares and present in person shall have one vote. On a poll, every Member holding Equity Shares shall have voting rights in proportion to his share in the paid-up equity share capital. A Member may exercise his vote at a meeting by electronic means in accordance with the Act and shall vote only once. In case of joint holders, the vote of first named of such joint holders in the Register of Members who tender a vote whether in person or by proxy shall be accepted, to the exclusion of the votes of other joint holders.

DIRECTOR

Unless otherwise determined by General Meeting, the number of Directors shall not be less than three (3) and not more than fifteen (15), and at least one (1) Director shall be resident of India in the previous year.

Provided that the Company may appoint more than fifteen (15) directors after passing a Special Resolution.

The following are the first Directors of the Company: 1. Rishiraj Khajanchi; 2. Anant Gupta.

The Board may, appoint a person, not being a person holding any alternate directorship for any other director in the Company, to act as an alternate director for a director during his absence for a period of not less than 3 (three) months from India (hereinafter in this Article called the "Original Director"). An alternate director shall not hold office for a period longer than that permissible to the Original Director in whose place he has been appointed and shall vacate the office if and when the Original Director returns to India. If the term of office of the Original Director is determined before he returns to India, the automatic re- appointment of retiring directors in default of another appointment shall apply to the Original Director and not to the alternate director.

If the office of any Director appointed by the Company in General Meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may, be filled by the Board of Directors at a meeting of the Board which shall be subsequently approved by members in the immediate next general meeting. The director so appointed shall hold office only up to the date which the director in whose place he is appointed would have held office if it had not been vacated.

A Director (other than a managing Director or whole-time Director) may receive a sitting fee not exceeding such sum as may be prescribed by the Act or the Central Government from time to time for each meeting of the Board of Directors or any committee thereof attended by him. The remuneration of Directors including managing Director and/or whole-time Director may be paid in accordance with the applicable provisions of the Act.

The Board of Directors may allow and pay or reimburse any Director who is not a bona fide resident of the place where a meeting of the Board or of any committee is held and who shall come to such place for the purpose of attending such meeting or for attending its business at the request of the Company, such sum as the Board may consider fair compensation for travelling, and out-of-pocket expenses and if any Director be called upon to go or reside out of the ordinary place of his residence on the Company's business he shall be entitled to be reimbursed any travelling or other expenses incurred in connection with the business of the Company.

The managing Directors/ whole-time Directors shall be entitled to charge and be paid for all actual expenses, if any, which they may incur for or in connection with the business of the Company. They shall be entitled to appoint part time employees in connection with the management of the affairs of the Company and shall be entitled to be paid by the Company any remuneration that they may pay to such part time employees.

DIVIDEND

The Company in General Meeting may declare dividends, but no dividend shall exceed the amount recommended by the Board. Subject to the provisions of the Act, the Board may from time to time pay to the members such interim dividends of such amount on such class of shares and at such times as it may think fit and as appear to it to be justified by the profits of the company.

DEMATERIALISATION OF SECURITIES

The Company shall recognise interest in dematerialised securities under the Depositories Act, 1996.

Subject to the provisions of the Act, either the Company or the investor may exercise an option to issue (in case of the Company only), deal in, hold the securities (including shares) with a Depository in electronic form and the certificates in respect thereof shall be dematerialized, in which event, the rights and obligations of the parties concerned and matters connected therewith or incidental thereof shall be governed by the provisions of the Depositories Act, 1996 as amended from time to time or any statutory modification(s) thereto or re-enactment thereof, the Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018 and other applicable law.

Dematerialisation/Re-materialisation of securities

Notwithstanding anything to the contrary or inconsistent contained in these Articles, the Company shall be entitled to dematerialise its existing securities, re materialise its securities held in Depositories and/or offer its fresh securities in the dematerialised form pursuant to the Depositories Act, 1996 and the rules framed thereunder, if any.

Option to receive security certificate or hold securities with the Depository

Every person subscribing to or holding securities of the Company shall have the option to receive the security certificate or hold securities with a Depository. Where a person opts to hold a security with the Depository, the Company shall intimate such Depository of the details of allotment of the security and on receipt of such information, the Depository shall enter in its Record, the name of the allottees as the beneficial owner of that Security.

Securities in electronic form

All securities held by a Depository shall be dematerialized and held in electronic form. No certificate shall be issued for the securities held by the Depository.

Beneficial owner deemed as absolute owner

Except as ordered by a court of competent jurisdiction or by applicable law required and subject to the provisions of the Act, the Company shall be entitled to treat the person whose name appears on the applicable register as the holder of any security or whose name appears as the beneficial owner of any security in the records of the Depository as the absolute owner thereof and accordingly shall not be bound to recognize any benami trust or equity, equitable contingent, future, partial interest, other claim to or interest in respect of such securities or (except only as by these Articles otherwise expressly provided) any right in respect of a security other than an absolute right thereto in accordance with these Articles, on the part of any other person whether or not it has expressed or implied notice thereof but the Board shall at their sole discretion register any security in the joint names of any two or more persons or the survivor or survivors of them.

Register and index of beneficial owners

The Company shall cause to be kept a register and index of members with details of securities held in materialised and dematerialised forms in any media as may be permitted by law including any form of electronic media in accordance with all applicable provisions of the Companies Act, 2013 and the Depositories Act, 1996 with details of shares held in physical and dematerialised forms in any medium as may be permitted by law including in any form of electronic medium. The register and index of beneficial owners maintained by a Depository under the Depositories Act, 1996 shall be deemed to be a register and index of members for the purposes of this Act. The Company shall have the power to keep in any state or country outside India, a branch register of beneficial owners residing outside India.

WINDING UP

Subject to the applicable provisions of the Act if the Company shall be wound up, the liquidator may, with the sanction of a Special Resolution of the Company and any other sanction required by the Act, divide amongst the members, in specie or kind, the whole or any part of the assets of the Company, whether they shall consist of property of the same kind or not. For the purpose aforesaid, the liquidator may set such value as he deems fair upon any property to be divided as aforesaid and may determine how such division shall be carried out as between the Members or different classes of Members. The liquidator may, with the like sanction, vest the whole or any part of such assets in trustees upon such trusts for the benefit of the contributories if he considers necessary, but so that no member shall be compelled to accept any shares or other securities whereon there is any liability. Any person who is or has been a Director or manager, whose liability is unlimited under the Act, shall, in addition to his liability, if any, to contribute as an ordinary member, be liable to make a further contribution as if he were at the commencement of winding up, a member of an unlimited company, in accordance with the provisions of the Act.

SECTION XI: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The copies of the following contracts which have been entered or are to be entered into by our Company (not being contracts entered into in the ordinary course of business carried on by our Company) which are or may be deemed material will be attached to the copy of this Red Herring Prospectus filed with the RoC. Copies of the contracts and also the documents for inspection referred to hereunder, may be inspected at the Registered and Corporate Office between 10 a.m. and 5 p.m. on all Working Days and shall also be available on the web link www.aboutvishal.com from date of this Red Herring Prospectus till the Bid/Offer Closing Date.

A. Material Contracts for the Offer

1. Offer Agreement dated July 29, 2024 between our Company, the Promoter Selling Shareholder and the BRLMs.

2. Registrar Agreement dated July 10, 2024 between our Company, the Promoter Selling Shareholder and the Registrar to the Offer.

3. Cash Escrow and Sponsor Bank Agreement dated December 4, 2024 between our Company, the Promoter Selling Shareholder, the Registrar to the Offer, the BRLMs, the Syndicate Members, the Escrow Collection Bank, Public Offer Account Bank, Refund Bank and Sponsor Bank(s).

4. Share Escrow Agreement dated November 21, 2024 among our Company, the Promoter Selling Shareholder, and the Share Escrow Agent.

5. Syndicate Agreement dated December 4, 2024 between our Company, the Promoter Selling Shareholder, the BRLMs, the Registrar to the Offer and Syndicate Members.

6. Underwriting Agreement dated [●] between our Company, the Promoter Selling Shareholder and the Underwriters.

B. Material Documents

1. Certified copies of the Memorandum of Association, and Articles of Association of our Company, updated from time to time.

2. Certificate of incorporation issued by the RoC, dated March 27, 2018 to our Company, under the name '*Rishanth Wholesale Trading Private Limited*'.

3. Certificate of incorporation issued by the RoC, dated May 28, 2020 to our Company, under the name '*Vishal Mega Mart Private Limited'*.

4. Certificate of incorporation issued by the RoC, dated May 10, 2024 to our Company, under the name '*Vishal Mega Mart Limited*'.

5. Resolutions of the Board of Directors dated July 4, 2024 authorising the Offer and other related matters.

6. Resolution of the Board of Directors dated July 29, 2024 approving the Pre-filed Draft Red Herring Prospectus.

7. Resolution of the Board of Directors dated October 17, 2024 approving the Updated Draft Red Herring Prospectus - I.

8. Resolution of the Board of Directors dated December 4, 2024 approving this Red Herring Prospectus.

9. Resolution of the Board dated July 29, 2024, taking on record the approval for the Offer for Sale by the Promoter Selling Shareholder.

10. Copies of the annual reports of our Company for the Financial Year ended 2024, 2023 and 2022.

11. The examination report dated November 19, 2024 of our Statutory Auditors on the Restated Consolidated Financial Information, included in this Red Herring Prospectus.

12. The report on statement of special tax benefits, dated November 19, 2024 from our Statutory Auditor, available to our Company and its shareholders, as included in this Red Herring Prospectus.

13. Consent in writing from the Directors, Promoter Selling Shareholder, CFO, KMPs, SMPs the Book Running Lead Managers, the Syndicate Members, Legal Counsel to our Company as to Indian Law, Registrar to the Offer, Bankers

to the Company, Escrow Collection Bank, Public Offer Account Bank(s), Refund Bank, Sponsor Bank(s), Company Secretary and the Compliance Officer as referred to in their specific capacities.

14. Written consent dated December 4, 2024 from our Statutory Auditor namely Walker Chandiok and Co LLP to include their name as required under Section 26 (5) of the Companies Act, 2013 read with SEBI ICDR Regulations, in this Red Herring Prospectus and as an "Expert" as defined under section 2(38) of the Companies Act, 2013 to the extent and in their capacity as our Statutory Auditors, and in respect of their (i) examination report dated November 19, 2024 on our Restated Consolidated Financial Information; and (ii) their report dated November 19, 2024 on the statement of special tax benefits available to our Company and its shareholders included in this Red Herring Prospectus and such consent has not been withdrawn as on the date of this Red Herring Prospectus. However, the term "Expert" shall not be construed to mean an "expert" as defined under the U.S. Securities Act.

15. Resolution dated December 4, 2024 passed by the Audit Committee approving the KPIs for disclosure.

16. Written consent letter dated December 4, 2024 from B.B. & Associates (FRN: 023670N), independent chartered accountants, to include their name as an "expert" as defined under section 2(38) of the Companies Act in respect of the certificates issued by them in their capacity as an independent chartered accountant to our Company and such consent has not been withdrawn as on the date of this Red Herring Prospectus.

17. KPI certificate dated December 4, 2024 from B.B. & Associates (FRN: 023670N), Chartered Accountants.

18. Report titled "India's Aspirational Retail Market" dated November 18, 2024 prepared by Redseer, commissioned and paid for by our Company, exclusively in connection with the Offer. The Redseer Report is available on the website of our Company at https://www.aboutvishal.com/Download/Industry_report.pdf till the Bid/Offer Closing Date.

19. Scheme of Amalgamation between Vishal Mega Mart Private Limited and Rishanth Wholesale Trading Private Limited sanctioned by the National Company Law Tribunal, Chandigarh, by way of its order dated March 16, 2020 and valuation report dated July 27, 2020.

20. Employment agreement dated June 27, 2024 entered into between our Company and Gunender Kapur, our Managing Director and Chief Executive Officer.

21. Memorandum of agreement dated July 23, 2020 executed between Kedaara Capital Fund II LLP and our Company.

22. Valuation report dated July 27, 2020 in relation to the memorandum of agreement dated July 23, 2020 executed between Kedaara Capital Fund II LLP and our Company.

23. Directives dated February 25, 2021 and December 1, 2023 as received from the Directorate of Enforcement, Ministry of Finance, Department of Revenue, Government of India.

24. Notices dated February 12, 2024 and the letter dated May 10, 2024 as received from the Deputy Registrar of Companies, Ministry of Corporate Affairs, Office of Registrar of Companies, New Delhi, Government of India ("MCA").

25. Due diligence certificate dated July 29, 2024 addressed to SEBI from the BRLMs.

26. In-principle approvals each dated September 3, 2024, issued by BSE and NSE, respectively.

27. Tripartite agreement dated May 13, 2024 amongst our Company, NSDL and Registrar to the Offer.

28. Tripartite agreement dated May 10, 2024 amongst our Company, CDSL and Registrar to the Offer.

29. SEBI final observation letter number SEBI/CFD/DIL2/2024/30447/1 dated September 25, 2024.

Any of the contracts or documents mentioned in this Red Herring Prospectus may be amended or modified at any time if so required in the interest of our Company or if required by the other parties, without notice to the shareholders subject to compliance of the provisions contained in the Companies Act and other relevant statutes.

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all statements made in this Red Herring Prospectus are true and correct.

Signed by the Director of our Company

Gunender Kapur
Managing Director and Chief Executive Officer

Place: Gurugram, Haryana
Date: December 4, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all statements made in this Red Herring Prospectus are true and correct.

Signed by the Director of our Company

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Manas Tandon
Non-Executive Director

Place: New York, USA
Date: December 4, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all statements made in this Red Herring Prospectus are true and correct.

Signed by the Director of our Company

Nishant Sharma
Non-Executive Director

Place: Phuket, Thailand
Date: December 4, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all statements made in this Red Herring Prospectus are true and correct.

Signed by the Director of our Company

Sanjeev Aga
Non-Executive Director

Place: Dubai, UAE
Date: December 4, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all statements made in this Red Herring Prospectus are true and correct.

Signed by the Director of our Company

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Neha Bansal
Chairperson and Independent Director

Place: New Delhi, Delhi
Date: December 4, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified thereunder, as the case may be. I further certify that all statements made in this Red Herring Prospectus are true and correct.

Signed by the Director of our Company

Soumya Rajan
Independent Director

Place: Mumbai, Maharashtra
Date: December 4, 2024

DECLARATION

I hereby certify and declare that all relevant provisions of the Companies Act and the rules, guidelines or regulations issued by the Government of India or the rules, guidelines or regulations issued by the SEBI, established under Section 3 of the SEBI Act, as the case may be, have been complied with and no statement made in this Red Herring Prospectus is contrary to the provisions of the Companies Act, the SCRA, the SCRR, the SEBI Act, each as amended or rules made or guidelines or regulations notified there under, as the case may be. I further certify that all statements made in this Red Herring Prospectus are true and correct.

SIGNED BY CHIEF FINANCIAL OFFICER OF OUR COMPANY

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Amit Gupta
(Chief Financial Officer)

Place: Gurugram, Haryana
Date: December 4, 2024

DECLARATION

We, Samayat Services LLP, acting as a Promoter Selling Shareholder, hereby confirm that all statements and undertakings specifically made or confirmed by us in this Red Herring Prospectus in relation to ourselves, severally and not jointly, as a Promoter Selling Shareholder and our Offered Shares, are true and correct. We assume no responsibility, for any other statements, disclosures and undertakings, including, any of the statements, disclosures or undertakings made or confirmed by or relating to the Company, or any other person(s) in this Red Herring Prospectus.

For and on behalf of Samayat Services LLP

Authorised Signatory
Name: Anant Gupta
Designation: Authorised signatory
Place: Mumbai, Maharashtra
Date: December 4, 2024