August 07, 2024

To,
National Stock Exchange of India Limited
Exchange Plaza, 5th Floor, Plot No. C-1,
Bandra Kurla Complex, Bandra (E),
Mumbai – 400051

NSE Symbol: MANYAVAR

To,
BSE Limited
Dept. of Corporate Services
Phiroze Jeejeebhoy Towers
Dalal Street, Fort,
Mumbai – 400001

BSE Scrip Code: 543463

Madam / Sir,

Sub: Submission of Notice of the 22nd Annual General Meeting of Vedant Fashions Limited along with the Annual Report for the Financial Year ended March 31, 2024

Pursuant to Regulations 30 and 34(1)(a) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("Listing Regulations"), we hereby inform you that the 22nd Annual General Meeting ("AGM") of Vedant Fashions Limited ("the Company") will be held on **Friday, August 30, 2024 at 3:00 P.M. (IST)** through Video Conferencing or Other Audio-Visual means. In this regard we wish to inform you that:

(i) Register of Members and Share Transfer Books of the Company will remain closed from Saturday, August 24, 2024 to Friday, August 30, 2024 (both days inclusive) for the purpose of AGM and Dividend.

(ii) The Cut-off date for reckoning the voting rights of the members for remote e-voting and voting at the AGM is Friday, August 23, 2024.

(iii) The record date for the purpose of payment of Dividend would be Friday, August 23, 2024. The Dividend, as recommended by the Board, if approved at the AGM, will be paid on or after Saturday, August 31, 2024 to shareholders whose names are registered in the Company's Register of Members as the Beneficial Owners as per the lists to be furnished by NSDL and CDSL in respect of the shares held in electronic form, and whose names appear as Members in the Register of Members of the Company in physical form which are maintained with the Registrar & Share Transfer Agent (RTA), as at the end of business hours on Friday, August 23, 2024.

(iv) The Company has appointed KFin Technologies Limited (KFin) for providing e-voting facility.

Further, pursuant to Regulation 34 of the Listing Regulations, we submit herewith the Notice of 22nd Annual General Meeting of the Company, along with Annual Report for the financial year 2023-24.

The said information is also being made available on the Company's website at www.vedantfashions.com.

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

For, **Vedant Fashions Limited**

NAVIN PAREEK
Digitally signed by NAVIN PAREEK
Date: 2024.08.07 23:00:43 +05'30'

Navin Pareek
Company Secretary and Compliance Officer
ICSI Memb. No.: F10672

Encl – As above

VEDANT FASHIONS LIMITED

REGD OFFICE : 19, CANAL SOUTH ROAD, PARIDHAN GARMENT PARK,
SDF 1, 4TH FLOOR, A501-A502, KOLKATA 700015, WB (IN)
CIN: L51311WB2002PLC094677 **PHONE:** 033-61255353
WEBSITE: www.vedantfashions.com
EMAIL: secretarial@manyavar.com

NOTICE OF THE TWENTY-SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF VEDANT FASHIONS LIMITED

Notice is hereby given that the **Twenty-Second (22nd) Annual General Meeting ("AGM")** of the Members of Vedant Fashions Limited ("the Company") will be held on **Friday, the 30th day of August, 2024, at 3:00 P.M. (IST),** through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), to transact the following business(es):

ORDINARY BUSINESS(ES):

1. **Adoption of Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon**

   To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

   To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and Rules thereunder, the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, comprising the Balance Sheet as on March 31, 2024, Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended as on that date, together with the Annexures/Schedules/Notes thereon and the Reports of Directors and Auditors thereon, as circulated to the Members, be and are hereby approved and adopted."

2. **Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the Report of the Auditors thereon**

   To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.

   To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and Rules thereunder, the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, comprising the Balance Sheet as on March 31, 2024, Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended as on that date, together with the Annexures/Schedules/Notes thereon and the Report of Auditors thereon, as circulated to the Members, be and are hereby approved and adopted."

3. **Declaration of Dividend**

   To declare a Dividend for the financial year ended March 31, 2024. The Board of Directors has recommended a Dividend of ₹ 8.50/- (Indian Rupees Eight and Paise Fifty only) per fully paid-up equity share of ₹ 1/- (Indian Rupee One only) each.

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 123 and other applicable provisions of the Companies Act, 2013, read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the power entrusted in the provisions of the Articles of the Company, the members of the Company do hereby approve a final dividend at the rate of ₹ 8.50/- (Indian Rupees Eight and Paise Fifty only) per equity share of ₹ 1/- (Indian Rupee One only), to be paid out of the surplus in the profit and loss account or out of the profits of the Company for the year ended March 31, 2024, as the case may be and remit the same to the respective members.

   RESOLVED FURTHER THAT the Board of Directors of the Company (which shall include any Committee and/or officer(s) authorised thereto) be and are hereby authorised to take all necessary steps to ensure remittance of the dividend to the Shareholders after complying with provisions of the applicable law, if any and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper and expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

4. **Re-appointment of Mrs. Shilpi Modi, as a Director liable to retire by rotation**

To appoint a Director in place of Mrs. Shilpi Modi (DIN: 00361954), who retires by rotation and being eligible, offers herself for re-appointment.

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Shilpi Modi (DIN: 00361954), who retires by rotation and being eligible offers herself for reappointment, be and is hereby re-appointed as Whole-time Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

5. **Continuation of appointment of Mr. Sunish Sharma as Non-Executive Director of the Company**

To approve continuation of appointment of Mr. Sunish Sharma (DIN: 00274432) as Non-Executive Director of the Company for the remaining period of his existing term i.e., up to March 31, 2027.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company, recommendation and approval of the Nomination and Remuneration Committee ('NRC') and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for continuation of appointment of Mr. Sunish Sharma (DIN: 00274432) as Director (designated as Non-Executive and Non-Independent Director) of the Company for the remaining period of his existing term i.e., up to March 31, 2027 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including to alter or vary the terms of appointment and/or remuneration of Mr. Sunish Sharma, including increase or decrease in the monetary value thereof, to the extent recommended by the NRC from time to time as may be considered appropriate, in accordance with the provisions of the Act and/or SEBI Listing Regulations, to seek all necessary approvals to give effect to this Resolution, to sign and execute all deeds, applications, documents, papers, forms and writings that may be required, for and on behalf of the Company, to settle all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such steps and decisions in this regard to give effect to this Resolution and for the matters connected therewith or incidental thereto."

Date: 29th July, 2024
Place: Kolkata

By Order of the Board of Directors,
VEDANT FASHIONS LIMITED

SD/-
NAVIN PAREEK
Company Secretary
(ICSI Memb. No. F10672)

Registered Office:
A501-A502, SDF-I, 4th Floor,
Paridhan Garment Park, 19, Canal South Road, Kolkata 700015, West Bengal (INDIA)
CIN- L51311WB2002PLC094677
Phone - 033 6125 5353
Website - *www.vedantfashions.com*

NOTES:

1. **Explanatory Statement:** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item No. 5 of the accompanying Notice, are annexed hereto.

2. **Holding of AGM through VC/OAVM:** Ministry of Corporate Affairs ("MCA") has vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and the SEBI vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 and October 7, 2023(collectively referred to as "Applicable Circulars") permitted holding of the Annual General Meeting through VC/OAVM, without the physical presence of the Members at a common venue till September 30, 2024.

   In compliance with the applicable provisions of the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with the Applicable Circulars, the Company has decided to convene the 22nd AGM as an e-AGM and the Members can attend and participate in 22nd AGM through VC/OAVM through log in credentials provided to them for the same. The deemed venue for 22nd AGM shall be the Registered Office of the Company, i.e., Paridhan Garment Park, 19 Canal South Road, SDF-1, 4th Floor, A501-A502, Kolkata - 700015.

3. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

4. Your Company has appointed KFin Technologies Limited ("KFin") to provide facility for voting through remote e-Voting, e-Voting during e-AGM and for participation in 22nd AGM through VC/OAVM Facility.

5. **Book Closure:** Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer Books will remain closed from Saturday, August 24, 2024 to Friday, August 30, 2024 (both days inclusive).

6. **Payment of Dividend:** The dividend, as recommended by the Board of Directors, if approved at the AGM, will be paid on or after Saturday, August 31, 2024 to those Members, whose names are registered in the Company's Register of Members:

a) as Beneficial Owners as at the end of business hours on Friday, August 23, 2024 as per the lists to be furnished by NSDL and CDSL in respect of the shares held in electronic form, and

b) whose names appear as Members in the Register of Members of the Company in physical form which are maintained with KFin having their address at Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 on Friday, August 23, 2024.

The Company shall make the payment of dividend to those Members directly in their bank accounts whose bank account details are available with the Company and those who have given their mandate for receiving dividends directly in their bank accounts through the National Electronic Clearing Service ("NECS").

In case, the Company is unable to electronically transfer the dividend to any Member due to non-availability of their bank account details, the Company shall dispatch the dividend warrant/cheque to them by post.

Pursuant to Finance Act 2020, dividend income is taxable in the hands of members w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to members at rates prescribed in the Income-Tax Act, 1961 (the "IT Act"). For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their Residential Status, PAN and category as per the IT Act with the Company/KFin Technologies Limited (in case of shares held in physical mode) and Depositories Participants (in case of shares held in demat mode).

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN/ valid PAN/operative PAN	20% or as notified by the GOI

* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under section 206AB of the Finance Act, 2021 i.e. 20%.

* As per section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during the financial year 2024-25 does not exceed ₹ 5,000 and also in cases where members provide Form 15G/Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the Income Tax Act. Registered Resident members may also submit any other document as prescribed under the Income Tax Act to claim a lower/

Nil withholding tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above. A Resident individual member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source, by uploading with KFin at ***https://ris.kfintech.com/form15*** or email to ***einward.ris@kfintech.com*** or ***complianceofficer@manyavar.com***.

With respect to shareholders being Mutual Funds, self-attested copy of registration certificate with SEBI and PAN card along with self-declaration that the mutual fund is notified mutual fund u/s 10(23D) (ii) of IT Act, 1961 will be required for non-deduction of TDS.

With respect to shareholders being Insurance Companies, documentary evidence that the provisions of Section 194 of the IT Act, 1961 are not applicable along with self-attested copy of PAN card and registration certificate with the IRDA will be required for non-deduction of TDS.

With respect to shareholders submitting order under Section 197 of the IT Act, lower/NIL withholding tax certificate obtained from Income Tax authorities along with self-attested copy of PAN card will be required. Accordingly, rate of tax mentioned in the order under Section 197 of the IT Act will be taken for the purpose of withholding tax.

With respect to shareholders being Alternative Investment Fund (AIF), a declaration that its income is exempt under Section 10(23FBA) of the IT Act and that they are established as Category I or Category II AIF under the SEBI Regulations will be required. Further, self-attested copy of registration documents and PAN card will also be required for non-deduction of TDS.

In case of entities exempt under Section 10 of the IT Act, the authorized signatory shall submit the declaration duly signed with stamp affixed for the purpose of claiming exemption from TDS (entities as provided in Circular No.18 of 2017 dated 29 May, 2017) along with self-attested copy of PAN card.

With respect to shareholders being corporation established by or under a Central Act/State Act which is, under any law for the time being in force, exempt from income- tax on its income including entities in which such corporations are the beneficial shareholders, any documentary evidence that the person is covered under section 196 of the Act along with self-declaration and self-attested copy of PAN card.

Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. copy of PAN Card, No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, electronically filed Form 10F or, any other document which may be required to avail the tax treaty benefits.

The Company is not obligated to automatically apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of Tax Treaty rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the non-resident shareholders.

In case of Foreign Institutional Investors/Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

For other non-resident shareholders without PAN/Invalid PAN/non-compliance of Section 206AB of the Act, tax shall be deducted at higher rates mentioned in section 206AA/206AB of the IT Act plus applicable surcharge and cess.

For non-resident shareholders, where Section 206AA and Section 206AB both are applicable on the same shareholder, higher of the applicable rate shall be deducted, i.e., 40% (plus surcharge and cess)

In terms of Rule 37BA of the Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should send a duly signed declaration with details of actual beneficial owner in excel sheet.

For this purpose the shareholder may submit the above documents (PDF/JPG Format) by uploading with KFin at ***https://ris.kfintech.com/form15*** or email to ***einward.ris@kfintech.com*** or ***complianceofficer@manyavar.com***. The aforesaid declarations and documents need to be submitted by the shareholders on or before Saturday, August 24, 2024.

Members may please note that in case the tax on said dividend is deducted at a higher rate in delay/absence of receipt of aforesaid documents, non-compliance of prescribed procedure or insufficiency of the details/documents from you, an option is available to you to file the return of income as per IT Act and claim appropriate refund, if eligible, but the Company shall not be liable for such taxes deducted. Shareholders, whose valid PAN is updated, will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account.

7. **Appointment/Re-appointment/Fixation of Remuneration of Directors:** Pursuant to the provisions of 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings ('SS2'), the relevant information in respect of the Directors seeking appointment/re-appointment/fixation of remuneration at the AGM is attached as an Annexure and forms an integral part of this Notice.

8. **Dispatch of Annual Report through Electronic Mode & Procedure for obtaining the Annual Report, AGM Notice, and e-voting instructions by Members whose email addresses are not registered with the Depositories/not submitted to the RTA:**

Pursuant to Section 101 and Section 136 of the Act read with the relevant Rules made thereunder, to support the "Green Initiative" announced by the Government of India; read with Applicable Circulars, the Annual Report 2023-24 including Notice of e-AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. It is accordingly requested that those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

Procedure for Registration of email and Mobile (for securities in physical mode):

Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/POD-1/P/CIR/2024/37, dated May 07, 2024, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: ***https://ris.kfintech.com/clientservices/isc/default.aspx*** or from the website of the Company at ***https://www.vedantfashions.com/wp-content/uploads/2024/04/Form-ISR-1.pdf***

ISR Form(s) and the supporting documents can be provided by any one of the following modes:

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

Name: KFIN Technologies Limited

Address: Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link: ***https://ris.kfintech.com/clientservices/isc/default.aspx#***

Detailed FAQ can be found on the link: ***https://ris.kfintech.com/faq.html***

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

A. In case of any query and/or assistance required, relating to attending the Meeting through VC/OAVM mode, members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC/OAVM' user manual available at the download Section of ***https://evoting.kfintech.com*** or contact Mr. Ganesh Chandra Patro, Asst. Vice President, KFin at the email ID ***evoting@kfintech.com*** on KFin's toll free No.: 1-800-309-4001 for any further clarifications/technical assistance that may be required.

Further, the Annual Report 2023-24 including Notice of 22nd AGM will be available on the Company's corporate website at ***www.vedantfashions.com***. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at ***www.bseindia.com*** and National Stock Exchange of India Limited at ***www.nseindia.com*** and on the website of KFin at ***https://evoting.kfintech.com***.

However, the Shareholders of the Company may request physical copy of the Annual Report (inclusive of AGM Notice) from the Company by sending a request at ***complianceofficer@manyavar.com***, in case they wish to obtain the same.

9. **Proxy & Authorized Representative:** Pursuant to Section 105 of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, who may or may not be a Member of the Company. In terms of the Applicable Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 22nd AGM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

However, in pursuance of Section 112 and Section 113 of the Act, Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or during the e-AGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at *info@mandaassociates.in* with a copy marked to *evoting@kfintech.com* and *secretarial@manyavar.com*.

10. **Attending the AGM:** Pursuant to the provisions of the circulars of AGM on the VC/OAVM:

    A. Members can attend the meeting through log in credentials provided to them to connect to Video Conferencing. Physical attendance of the Members at the Meeting venue is not required.

    B. The Members can join e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

    C. As per the Applicable Circulars up to 1,000 Members will be able to join e-AGM on a first-come-first-served basis. However, the large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend e-AGM without any restriction on account of first-come-first- served principle.

    D. Member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance of such member for e-AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

11. **Procedure/Instructions for joining the e-AGM through VC/OAVM:**

    A. Member will be provided with a facility to attend the e-AGM through Video Conferencing platform provided by KFin, which can be accessed at *https://emeetings.kfintech.com/* by clicking "Video Conference" and login by using the remote e-voting credentials. The link for e-AGM will be available in 'shareholders/members' login where the EVENT and the Name of the Company can be selected.

    B. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.

    C. Members are encouraged to join the Meeting through Desktop/Laptops with Google Chrome for better experience.

    D. Further, Members will be required to allow camera when they speak and hence Members are requested to use high speed Internet to avoid any disturbance during the meeting.

    E. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

    F. Members who will be present in the e-AGM and have not cast their vote through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting at the e-AGM. Please use your login credentials for accessing both the remote e-voting and e-AGM through VC/OAVM platform. If you forget your password, you can reset your password by using "Forgot user details/Password" option available on *https://evoting.kfintech.com*.

12. **Procedure to raise questions/seek clarifications with respect to the Annual Report**

    A. Submission of Questions/queries prior to e-AGM: Members desiring any additional information with regard to Accounts/Annual Reports or having any other question or query are requested to write to the Company Secretary on the Company's email id i.e. *secretarial@manyavar.com* at least 2 days before the date of the e-AGM so as to enable the Management to keep the information ready. Please note that, members questions will be answered only if they continue to hold the shares as of cut-off date. Alternatively, Members holding shares as on cut-off date may also visit *https://evoting.kfintech.com* and click on the tab "Post Your Queries Here" to post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID, mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the e-AGM.

    B. Speaker Registration before e-AGM: In addition to above, speaker registration may also be allowed during the remote e-voting period. Members who wish to register as speakers are requested to visit *https://emeetings.kfintech.com/* and click on 'Speaker Registration' during this period. Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM and may have to allow camera access during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Members shall be provided with a 'queue number' before the e-AGM. Members are requested to remember the same and wait for their turn to be called by the Chairman of the meeting during the Question Answer Session.

C. Due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker Session and/or limit the number of Speakers at its discretion, hence shareholders are encouraged to send their questions etc. in advance as provided hereinabove. Please note that, Members' questions will be answered only if they continue to hold shares as on the cut-off date.

13. **Electronic voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with Applicable Circulars, the Company is providing "remote e-Voting" facility to its Members in respect of the business to be transacted at 22nd AGM. The instructions for remote e-voting are mentioned herein.

    As per the SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

14. **Remote E-Voting:** The remote e-voting period commences on Tuesday, August 27, 2024 from 9.00 a.m. IST and ends on Thursday, August 29, 2024, at 5.00 p.m. IST and Members holding shares either in physical form or in dematerialized form, as on cut-off date, may cast their votes electronically. The remote e-voting module shall be disabled thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

15. **Voting during the e-AGM:** Only those Members, who will be attending the e-AGM and who have not already cast their votes by remote e-voting prior to the meeting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at e-AGM. Members who have cast their votes by remote e-voting prior to the meeting, may attend e-AGM but shall not be entitled to cast their votes again at the meeting. Kindly refer remote e-voting instruction to understand e-voting during the e-AGM.

    The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC/OAVM. The e-voting window shall be activated upon instructions of the Chairman of the AGM during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform, and no separate login is required for the same.

16. Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e., Friday, August 23, 2024. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the cut-off date, i.e., Friday, August 23, 2024, only shall be entitled to avail the facility of remote e-voting provided to cast votes or for participation and voting in the e-AGM.

17. **Instructions for Voting through electronic means (Remote e-voting)**

    A. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member	Login Method	
Individual Members holding securities in demat mode with NSDL	**1.**	**Existing Internet-based Demat Account Statement ("IDeAS") facility Users:**
	i.	Visit the e-services website of NSDL *https://eservices.nsdl.com* either on a personal computer or on a mobile.
	ii.	On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password.
	iii.	After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.
	iv.	Click on company name i.e., 'Vedant Fashions Limited' or e-voting service provider ("ESP") i.e., KFin.
	v.	Members will be re-directed to KFin's website for casting their vote during the remote e-voting period and voting during the AGM.

Type of Member	Login Method	
	2.	**Those not registered under IDeAS:**
	i.	Visit *https://eservices.nsdl.com* for registering.
	ii.	Select "Register Online for IDeAS Portal" or click at *https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp*.
	iii.	Visit the e-voting website of NSDL *https://www.evoting.nsdl.com/*.
	iv.	Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open.
	v.	Members will have to enter their User ID (i.e., the sixteen-digit demat account number held with NSDL), password/OTP and a verification code as shown on the screen.
	vi.	After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.
	vii.	Click on company name i.e., Vedant Fashions Limited or ESP name i.e., KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period and voting during the AGM.
	viii.	Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Members holding securities in demat mode with CDSL	**1.**	**Existing user who has opted for Electronic Access To Securities Information ("Easi/Easiest") facility:**
	i.	Visit *https://web.cdslindia.com/myeasitoken/home/login*
	ii.	Click on New System My easi.
	iii.	Login to Myeasi option under quick login
	iv.	Login with the registered user ID and password.
	v.	Members will be able to view the e-voting Menu.
	vi.	The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.
	2.	**User not registered for Easi/Easiest**
	i.	Visit *https://web.cdslindia.com/myeasitoken/home/login* for registering.
	ii.	Proceed to complete registration using the DP ID, Client ID (BO ID), etc.
	iii.	After successful registration, please follow the steps given in point no. 1 above to cast your vote.
	3.	**Alternatively, by directly accessing the e-voting website of CDSL**
	i.	Visit *www.cdslindia.com*
	ii.	Provide demat account number and PAN.
	iii.	System will authenticate user by sending OTP on registered mobile and email as recorded in the demat account.
	iv.	After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'Vedant Fashions Limited' or select KFin.

Type of Member	Login Method	
	v.	Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication
Individual Members login through their demat accounts/Website of DP	i.	Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.
	ii.	Once logged-in, Members will be able to view e-voting option.
	iii.	Upon clicking on e-voting option, Members will be redirected to the NSDL/CDSL website after successful authentication, wherein they will be able to view the e-voting feature.
	iv.	Click on options available against Vedant Fashions Limited or KFin.
	v.	Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through NSDL/CDSL:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at *evoting@nsdl.co.in* or call at toll free no.: **1800 1020 990 and 1800 22 44 30**
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at *helpdesk.evoting@cdslindia.com* or contact at **022- 23058738 or 022-23058542-43**

B. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode

(1) Members whose email IDs are registered with the Company/DPs, will receive an email from KFin which will include details of e-voting Event Number ("EVEN"), USER ID and password.

They will have to follow the following process:

i. Launch internet browser by typing the URL: *https://evoting.kfintech.com/*

ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, $, etc.,). The system will prompt the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.

v. Members would need to login again with the new credentials.

vi. On successful login, the system will prompt the Member to select the "EVENT" i.e., 'Vedant Fashions - AGM" and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A Member may also choose the option ABSTAIN. If a Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

ix. Voting must be done for each item of the Notice separately. In case Members do not desire to cast their vote on any specific item, it will be treated as abstained.

x. A Member may then cast their vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a Member has voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(2) Members whose email IDs are not registered with the Company/DPs, and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address, thereby not being in receipt of the Annual Report, Notice of AGM, and e-voting instructions, may get their email address and mobile number submitted with KFin, by registering/updating the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: ***https://ris.kfintech.com/clientservices/isc/default.aspx***

ISR Form(s) and the supporting documents can be provided by any one of the following modes:

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

Name: KFIN Technologies Limited

Address: Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link: ***https://ris.kfintech.com/clientservices/isc/default.aspx#***

Detailed FAQ can be found on the link: ***https://ris.kfintech.com/faq.html***.

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the AGM Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to ***einward.ris@kfintech.com***.

After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

C. Access to join the AGM on KFin system and to participate and vote thereat.

i. Members will be able to attend the AGM through VC/OAVM platform provided by KFin. Members may access the same at ***https://emeetings.kfintech.com/*** by using the e-voting login credentials provided in the email received from the Company/KFin.

ii. After logging in, click on the Video Conference tab and select the EVEN of the Company.

iii. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that Members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned above.

Other Instructions:

I. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

II. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., Friday, August 23, 2024, may obtain the User ID and Password in the manner as mentioned below:

a. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWDE-voting Event Number + Folio No. or DP ID Client ID to +91 9212993399

Example for NSDL:
MYEPWD IN12345612345678

Example for CDSL:
MYEPWD 1402345612345678

Example for Physical:
MYEPWD XXXX1234567890

b. If email ID of the Member is registered against Folio No./DP ID Client ID, then on the home page of ***https://evoting.kfintech.com***, the Member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.

c. Members may call KFin toll free number 1800 309 4001.

d. Members may send an email request to: ***evoting@kfintech.com***. If the Member is already registered with the KFin e-voting platform, then such Member can use his/her existing User ID and password for casting the vote through remote e-voting

General Information

18. **Documents for inspection:** The relevant documents referred to in this Notice are available for inspection by the Members through electronic mode. The Members may write to the Company at ***secretarial@manyavar.com*** in that regard, by mentioning "Request for Inspection" in the subject of the Email.

    The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act and the Certificate from Auditors of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, will also be made available for inspection by the Members on request made as above.

19. The Board of Directors of the Company has appointed Mr. Anil Kumar Dubey, Partner, M/s. M & A Associates, Practicing Company Secretaries, Kolkata, as the Scrutinizer to scrutinize the voting including remote e-voting process in a fair and transparent manner, and he has communicated his willingness for appointment and availability for this purpose.

20. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast vide e-voting at the e-AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, and make a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of voting forthwith.

21. Once declared, the Results along with the consolidated Scrutinizer's report will be placed on the Company's website at ***www.vedantfashions.com*** and website of KFin at ***https://evoting.kfintech.com***. The Company shall forward the results to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed, as also displayed in the Notice Board at the Registered Office of the Company, within 2 working days from the conclusion of the meeting. The Results on resolutions shall be declared not later than 2 working days from the conclusion of the meeting of the Company and subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the meeting date i.e., Friday, August 30, 2024.

22. **KPRISM- Mobile service application by KFin:** Members are requested to note that KFin has launched a mobile application - KPRISM and website ***https://kprism. KFintech.com/app/***for online service to Members. Members can download the mobile application, register themselves (one time) for availing host of services viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change/update bank mandate. Through the mobile application, Members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store.

23. **Submission of PAN:** The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or to KFin.

24. **Updation of Members' Details:** The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. This request should be submitted in Form ISR-1 which is available on the Website of the Company at ***https://www.vedantfashions.com/wp-content/uploads/2024/04/Form-ISR-1.pdf***. Members holding shares in physical form are requested to submit the filled in form to KFin

in physical mode, as per the instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

25. SEBI has mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and nomination details by all shareholders holding shares in physical form. The investor service requests forms for updating said details viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 at website of the Company at *https://www.vedantfashions.com/investors-category/reports-results/investor-referencer/kyc-details-nomination-form-for-shareholders-holding-shares-in-physical-form/* and the said SEBI Circular is available at *https://www.vedantfashions.com/investors-category/reports-results/investor-referencer/sebi-circulars/*. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. SEBI has mandated payment of dividend only in electronic form to physical shareholders whose folio is KYC compliant. In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest. Shareholders who hold shares in dematerialized form and wish to update their PAN, KYC and nomination details are requested to contact their respective Depository Participants.

26. **Transfer of Shares (held in Physical Form):** Members may note that, as mandated by SEBI, request for effecting transfer of securities held in physical mode is prohibited effective April 01, 2019, unless the securities are held in dematerialized form. Transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. In this regard, Members are requested to dematerialize their shares held in physical form, at the earliest possible.

    Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

27. **Nomination:** Pursuant to Section 72 of the Act read with the Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 to KFin. Members holding shares in electronic form may contact their respective DPs for availing this facility. The Nomination form can be downloaded from the Company's website at *https://vedantfashions.com/wp-content/uploads/2024/04/Form-No.-SH-13-1.pdf* or KFin's website at *https://ris.kfintech.com/clientservices/isr/sh13.aspx*.

28. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (*https://smartodr.in/login*) and the same can also be accessed through the Company's Website.

29. **Unclaimed Dividend:** The details of members who have not claimed their dividend for the financial year 2021-22 and 2022-23 are made available on the Company's website at *https://www.vedantfashions.com/investors-category/reports-results/unclaimed-dividend/*. Members who have not encashed/claimed their dividend pertaining to the financial year 2021-22 and 2022-23 are advised to write to the Company or KFin immediately, claiming dividends declared by the Company. Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016, the amount of dividend and the underlying shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) Authority as notified by the Ministry of Corporate Affairs.

30. **Gift distribution:** The Company does not give gifts, gift coupons or cash in lieu of gifts to its Members and also does not offer its products at discounted rates. However, the Company is committed to the Members' wealth maximization through superior performance reflected in corporate benefits like dividend and increased market capitalization.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts relating to the item of special business mentioned in this AGM Notice:

Item No. 5:

The Members may please note that pursuant to SEBI's amendment dated July 15, 2023, applicable with effect from April 1, 2024 read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the Members at a general meeting at least once in every five (5) years from the date of their appointment or reappointment, as the case may be.

Further, the continuation of director serving on the Board of Directors of a listed entity as on March 31, 2024, without the approval of the Members for a period of last five (5) years or more shall be subject to the approval of Members in the first general meeting to be held after March 31, 2024.

Mr. Sunish Sharma is a Non-Executive Director (Category: Non-Independent) of the Company, not liable to retire by rotation. He was appointed as Director by the Board at its meeting held on August 24, 2017 w.e.f. the same day. His appointment as Director was regularised by the shareholders by passing a resolution at their Annual General Meeting ('AGM') held on September 29, 2017.

Since then, during FY 2022-23, the Board of Directors of the Company pursuant to the recommendation of the Nomination and Remuneration Committee ('NRC') in this regard, had approved the payment of remuneration to him for a term of 5 years with effect from April 01, 2022 and a letter of engagement was issued to him for the term of 5 years with effect from April 01, 2022.

The shareholders of the Company at their 21st AGM held on August 24, 2023 had passed a resolution to approve payment of remuneration [including fees for attending the meetings of Board/Committee(s) etc. if any] to him of an amount up to a limit of ₹ 30 lakhs per annum, for a period of five financial years i.e., from FY 2022-23 to FY 2026-27, with a delegation of power to the Board to alter or vary his terms of appointment and/or remuneration, including increase or decrease in the monetary value thereof, to the extent recommended by the NRC.

Considering the aforesaid Regulation 17(1D) of SEBI Listing Regulations, Mr. Sunish Sharma can continue as Director of the Company only if Members approve continuation of his appointment at the ensuing 22nd AGM.

It is pertinent to note here that Mr. Sunish Sharma, Non-Executive Director of the Company, bring with him significant professional expertise and rich experience across a wide spectrum of functional areas such as strategic leadership and management experience, financial management, banking, treasury, fund raising and internal controls, knowledge of governance and regulatory aspects etc. He actively engages with the Management for fostering the effectiveness of the Company's performance and setting high quality governance standards and norms for the Company. The Board believes that his continuation and guidance on the Board will significantly contribute to Company's growth and long-term value creation.

In view of the above and after careful consideration of his performance over the past years and on recommendation of the NRC, the Board subject to approval of the Members, approved the continuation of Mr. Sunish Sharma as Non-Executive and Non-Independent Director for the remaining period of his existing term i.e., up to March 31, 2027 and shall not be liable to retire by rotation.

The Board recommends passing of the resolution for continuation of appointment of Mr. Sunish Sharma as Non-Executive Non- Independent Director of the Company, as set out at Item no. 5 of this notice by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives, other than Mr. Sunish Sharma and his relatives to the extent of their shareholding interest in the Company, if any, are deemed to be concerned or interested financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

ANNEXURE

DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT/FIXATION OF REMUNERATION AT THE MEETING

(including information pursuant to Regulation 36(3) of the Listing Regulations and SS-2: Secretarial Standard on General Meetings)

Particulars	Mrs. Shilpi Modi	Mr. Sunish Sharma
Category of Director/Designation/ Position in the Company	Whole-time Director/Executive	Non-Executive Non-Independent Director
DIN	00361954	00274432
Date of Birth/Age	September 18, 1978/45 years	October 25, 1974/49 years
Profile/Background Details, Recognition or awards	Please refer to the detailed profile of the Directors given in the Annual Report. The same should be read as part of this explanatory statement/details of Director.	
Qualifications		
Experience and Expertise in specific functional areas	General management, sales and marketing management, interpersonal relations management, corporate social responsibility management etc.	General management, interpersonal relations management, private equity investment, Finance, Taxation, Banking and Treasury management, legal & regulatory knowledge etc.
Terms and conditions of appointment or reappointment	Mrs. Shilpi Modi retires by rotation and being eligible, offers herself for re-appointment.	Mr. Sunish Sharma has been appointed as a Non-Executive Director till March 31, 2027, and not liable to retire by rotation.
Remuneration last drawn by such person, if applicable	₹ 29.89 Millions in the financial year 2023-24 (in terms of the Agreement dated April 28, 2022 and the Addendum thereto dated July 26, 2023, executed between the Company and her)	₹ 30,00,000/- in the financial year 2023-24 (sitting fees & commission only)
Remuneration sought to be paid	It will be same as the existing remuneration as mentioned below: (a) Fixed salary of ₹ 20.00 million per annum; payable on monthly basis. (b) Variable salary will be ₹ 4.00 million per annum, payable in the manner as may be decided by the Board. In addition to above, other terms and conditions are as mentioned in the Agreement dated April 28, 2022 and the Addendum thereto dated July 26, 2023, executed between the Company and her.	It will be same as the existing remuneration as mentioned below: (a) ₹ 30,00,000/- per annum (including sitting fees). In addition to above, he will be entitled to reimbursement of reasonable expenses in connection with his travel and accommodation for attending Board and Committee meetings.

Particulars	Mrs. Shilpi Modi	Mr. Sunish Sharma
Date of first appointment on the Board	May 24, 2002	August 24, 2017
Membership/Chairmanship of Committees of the Board of the Company	Member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company.	Member of Nomination & Remuneration Committee of the Company.
Directorships in Unlisted Companies (excluding foreign companies)	• Manyavar Creations Private Limited • Sarwamangal Developers Consultants Private Limited • Modi Fiduciary Services Private Limited	• Care Health Insurance Limited • Avanse Financial Services Limited
Directorships in Other listed Companies (excluding foreign companies)	None	• Spandana Sphoorty Financial Limited
Membership/Chairmanship of Committees of other Boards	None	Member of CSR Committee in Spandana Sphoorty Financial Limited and member of Nomination & Remuneration Committee in Care Health Insurance Limited.
Resignation from listed entities in past three years	None	None
Shareholding in the Company	26,56,104 equity shares of Re. 1/- each, representing 1.09% of the paid-up share capital of the Company.	Nil
Relationship with other Directors, Manager and other KMP of the Company	She is the spouse of Mr. Ravi Modi, Chairman and Managing Director of the Company.	None
No. of Meetings of the Board attended during the year	During FY 2023-24: 6 out of 6 meetings. During FY 2024-25 (till date): 3 out of 3 meetings.	During FY 2023-24: 6 out of 6 meetings. During FY 2024-25 (till date): 3 out of 3 meetings.

By virtue of declarations received, Mrs. Shilpi Modi and Mr. Sunish Sharma are not disqualified under the Companies Act, 2013 (as amended) or disqualified and/or debarred by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs, any Court or any such other Statutory Authority, to be appointed/re-appointed/continue as a director in any company.

Proud Indian

VEDANT FASHIONS
— LIMITED —
ANNUAL REPORT 2023-24

Forward-looking statement

This document may contain statements about expected future events including financial and operating results of Vedant Fashions Limited, which may be forward looking. By their nature, forward-looking statements require the Company to make assumptions and are subject to inherent risks and uncertainties. There is a significant risk that the assumptions, predictions and other forward-looking statements will not prove to be accurate. Readers are cautioned not to place undue reliance on forward-looking statements as a number of factors could cause assumptions, actual future results and events to differ materially from those expressed in the forward-looking statements. Accordingly, this document is subject to the disclaimer and qualified in its entirety by the assumptions, qualifications and risk factors referred to in the management's discussion and analysis of the Vedant Fashions Limited Annual Report 2023-24

Contents

Proud Indian

At Vedant Fashions, it would be easy to be classified as a wedding and celebration wear apparel company.

We are more than that.

In our production units, we manufacture apparel.

In our stores, we market pride.

Pride in being Indian.
That has made all the difference.

Corporate *snapshot*

Vedant Fashions Limited. Reconciled India's rich traditional elegance with modern craftsmanship.

In doing so, the Company helped create a market for these timeless products in India's organised sector.

The Company's brands have emerged as preferred across India's wedding and celebration wear.

The Company widened its geographic footprint, extending across stores in the United States of America, Canada, United Kingdom and the United Arab Emirates.

The Company enjoyed 1.67 Million sq ft of domestic retail space and 1.7 Million sq ft the world over.

Taking the essence of India to deeper within India. And across the world.

At Vedant Fashions...

We firmly believe that our brands are deepening cultural bonds among countless fashion enthusiasts.

By promoting Indian celebration wear, we are influencing a shift in consumer behavior, enriching value for stakeholders, and driving the sustained growth of our business.

Transparency

As one of India's most reputable apparel brands, we ensure transparency through fair and ethical business practices.

Efficiency

We strive for efficiency in everything we do, whether it is in creating offerings of the highest calibre, putting industry best practices into reality, or providing superior customer service.

Use of technology & innovation

Since inception we have been innovating our processes by effectively implementing technologies including automated demand forecasting and inventory replenishment (upgraded with help of AI).

Inclusive growth of all stakeholders

Vedant Fashions is committed to fostering inclusive growth by engaging and enriching all stakeholders in the vibrant tapestry of our fashion ecosystem, strengthening relationship consistency with all stakeholders.

Our background

Vedant Fashions Limited (referred to as 'the Company' or 'Vedant Fashions' through this report) is a public company located in India that was incorporated on May 24, 2002. Our focus is designing Indian wedding and celebration wear for men, women and children. In doing so, we have been instrumental in reshaping the fashion landscape of Indian celebrations. The Company provides aspirational designs around superior value, covering a diverse selection of ensembles customised around styles and budgets.

Our portfolio

The Company's portfolio comprises celebratory wear needs for men, women and children, covering the entire family.

Men's wear: Kurta sets, Indo-Western set, sherwani set, jackets, accessories, short kurta and Jodhpuri

Women's wear: Lehenga, sarees, stitched suit, crop top lehenga, gown and accessories

Children's wear: Kurta set, jacket set and Indo-Western, among others.

Our brands

The Company's flagship Manyavar brand leads the branded Indian wedding and celebration wear for the men's category, enjoying a pan-India presence*. The Company provides a comprehensive eco-system of celebratory Indian wear through a complement of brands - Mohey, Twamev, Manthan and Mebaz – that address different consumer segments through their distinctive positioning and value proposition.

Our presence

Our brands Manyavar and Mohey enjoy a pan-India presence, marked by enhanced store presence and promotional visibility. The result is that the brand (and company) have evolved into a synonymous recall for Indian wedding and celebration wear. The Company deepened its presence in the international locations marked by the presence of the Indian diaspora. The Company established its first international exclusive brand outlet in Dubai, UAE, extending to USA, Canada and UK. As on March 31, 2024, the Company comprised 676 stores (including shop-in-shop) and 16 global stores in 255 Indian cities and 13 global cities.

** As per Crisil Report 2020*

Our vision

Instil pride in wearing Indian

Our mission

To be a dominant player in the Indian wedding and celebration wear space across genders and ages

Our values

Creating, enhancing, nurturing, inspiring and ornamenting respect

1999
Brand Manyavar commenced operations through a predecessor entity

2002
Incorporated Vedant Fashions Pvt. Ltd.

2017
Strategic acquisition of Mebaz. Attracted investment by Kedaara Capital

2018
Became the official sponsor of two IPL teams

2019
Launched Twamev (men's premium wear brand); crossed ₹10,000 Million in EBO revenue and 1 Million sq. ft. of EBO presence

2021
Appointed Celebration Wear Partner in Femina Miss India 2021

How we have evolved across the years

2008
Launched the first exclusive brand outlet (EBO) in Bhubaneshwar

2011
Launched the first international store in Dubai

2012
Surpassed ₹1,000 Million in EBO revenues

2013
Became the Official Indian Wear Partner of 3 IPL teams

2015
Launched Mohey (women's celebration wear label)

2016
Crossed ₹5,000 Million in EBO revenue; launched its first store in USA

2022
Listed on the stock exchanges following an initial public offer of equity shares

2023
Launched exclusive Twamev EBOs

2024
Launched the exclusive Mohey flagship EBO

Our awards and accolades

2004-2008

Best Men's Ethnic Wear Brand by Central Icons

2008-2010

Iconic Men's Ethnic Brand by Central Icons

2014

Fastest Growing Company-Maximum Turnover ₹300 Crore

ET Bengal Corporate Award

Pioneer in Ethnic Retail Business by ABP News

2017

Most Admired Fashion Brand of the Year: Men's Indian Wear by Images Fashion Award

2015

National Retailer of the Year Awards by 4th Annual Indian Retail & Indian eRetail

Excellence in Supply Chain Management & Fulfillment by Images Retail Tech Award

Highest Job Creator - above ₹300 Crore to ₹1000 Crore by ET Bengal Corporate Award

2018

Most Admired Retailer of the Year Marketing & Promotions Campaign by Images Retail Award

2019

Transformational Contribution to Indian Apparel and Retail Industry by Ministry of Textiles and the Clothing Manufacturers Association of India

Times Business Award for Best Men's Ethnic Wear Brand (East) by Times Group

Retail Marketing Campaign of the Year by ET Now

2020

Men's Indian wear by Images Excellence Award

Retail Marketing Campaign of the Year #TaiyaarHokarAaiye by ET Now

Excellence in Business Performance – Turnover between ₹300 Crore and ₹1,000 Crore by ET Bengal Corporate Award

2021

Most Admired Retailer of the year Marketing and Advertising Campaign by Mapic India

Best Employer Branding Award by World HRD Congress and Stars Group

2022

Dream Employer of the Year by World HRD Congress

The Best of Bharat Awards by E4M Pride of India

Most Admired Fashion Brand of the year: Men's Indian wear by Images Fashion Award

2023

Entrepreneur Of The Year for Consumer Products and Retail by EY

India Retail Champions Award by Apparel & Lifestyle category

2024

India Retail Champions Award for RAI Category by Apparel & Lifestyle category

Most Admired Fashion Brand of the year: Men's Indian wear by Images Fashion Award

Our brands portfolio

Manyavar

Brand Manyavar

Our flagship brand. More than a brand name. A category statesman. Manyavar brand is a category leader in the branded Indian wedding and celebration wear market with a pan-India presence#. Respected and trusted for its mid-premium pricing.

Year
1999*

Target group
Men and boys

Price spectrum
Mid-premium

Distribution
EBOs, MBOs, LFS and E-commerce

Products portfolio for men
Kurta sets, Indo-Western set, sherwani set, jackets, accessories, short kurta and Jodhpuris etc.

Products portfolio for children
Kurta set, jacket set, Indo-Western and accessories

Key attributes

Category leader in the branded Indian wedding and celebration wear market with a pan-India presence#

No end-of-season sales or discounts for the Manyavar brand

*Brand Manyavar commenced operations through an earlier entity in 1999

#Crisil Report 2020

Brand Mohey

Focused on the Indian women's wedding and celebration wear segment. Enjoys an extensive pan-India EBO footprint. Brand ambassador for Mohey is Kiara Advani (#DulhanWaliFeeling).

Year
2015

Target group
Women

Price spectrum
Mid-premium

Distribution
EBOs and e-commerce

Products portfolio
Lehenga, saree, skirt top, salwar suit, gown and accessories

Key attributes

Largest brand by the number of stores, with a pan-India presence#. Focusing on women's Indian wedding and celebration wear.

Benefits from Manyavar's leadership position and pan-India EBO footprint

Endorsed by a celebrity brand ambassador; promoted around campaigns like '#Dulhan wali feeling'

#Crisil Report 2020

Twamev

Brand Twamev

Targets the premium men cum women Indian wedding and celebration wear segment. Offers an upscale consumer experience. Bridges the gap between Manyavar and luxury boutique brands. Cross-sells premium offerings to Manyavar customers. Priced between Manyavar and luxury boutique brands.

Year	Target group	Price spectrum	Distribution
2019	Men's and Women's	Premium	EBOs along with e-commerce

Products portfolio

Men: Kurta set, sherwani, Indo-Western and accessories

Women: Saree, lehenga, skirt top, gown and accessories

Key attributes	Upscale consumer experience	Cross-sell premium offering to Manyavar customers	Priced between Manyavar and luxury boutique brands

Mebaz

Brand Mebaz

Regional brand with a strong presence in South India. Extensively present in Andhra Pradesh and Telangana. Addressing the needs of men, women and children. Offers mid-premium to premium ethnic wear. Positioned as a one-stop destination for the family's celebration needs.

Year	Target group	Price spectrum	Distribution
2017**	Men, women and children	Mid-premium to premium	EBOs

Products portfolio for men	Products portfolio for women	Products portfolio for children
Kurta, Indo-Western, sherwani, jacket, suit and accessories	Lehenga, saree and suits and kurti	Lehenga, gown, frock, kurta, suit and accessories

Key attributes			
	South India-focused regional brand; strong presence in Andhra Pradesh and Telangana	One-stop shop for the ethnic celebration needs of the entire family	Rich heritage brand with a strong legacy

**Brand Mebaz was launched in 2002 and acquired by the Company in 2017

Vedant Fashions: A widening and deepening presence within India and across the world

1.7 Million sq. ft.

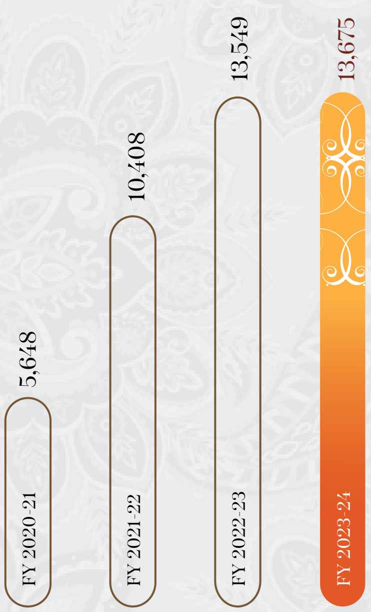
Total global retail presence

*Including shops in shops

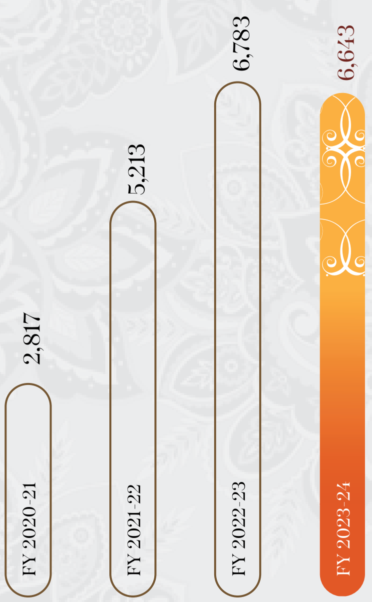
The numbers indicate the store count in that geography

How we have performed across the years

Revenue
(in ₹ Million)

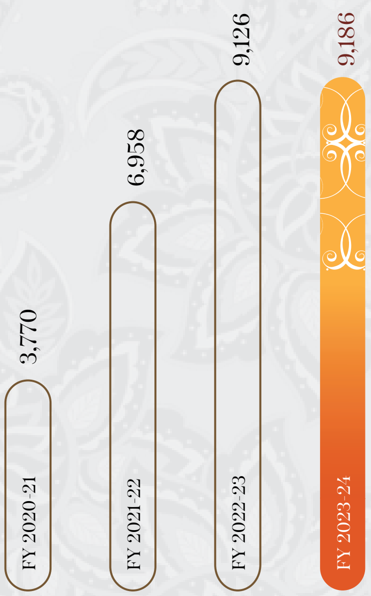


EBITDA
(in ₹ Million)



EBITDA margin
(%)

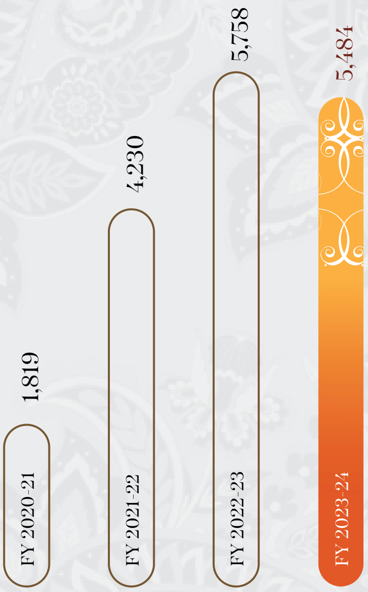
Gross profit
(in ₹ Million)



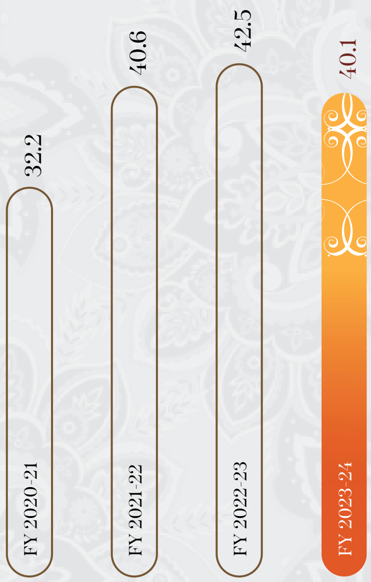
Gross profit margin
(%)

All figures included are based upon consolidated financial statements

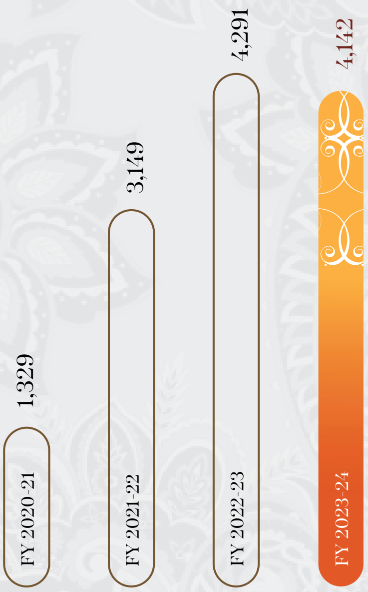
Profit before tax
(in ₹ Million)



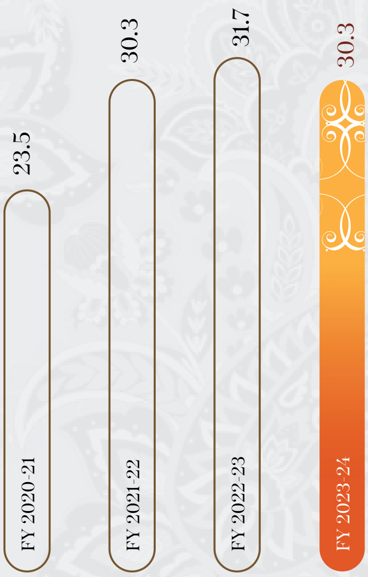
Profit before tax margin
(%)



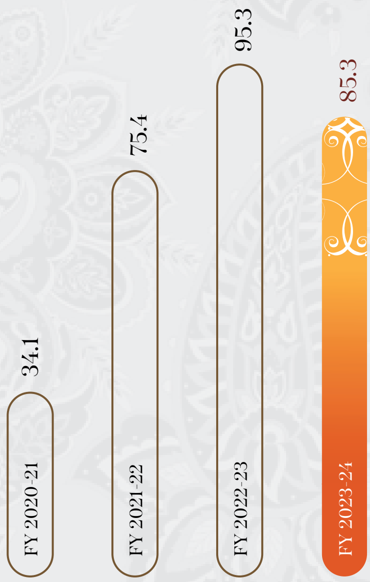
Profit after tax
(in ₹ Million)



Profit after tax margin
(%)



Pre-tax return on capital employed** (%)



***ROCE = Numerator = PBT + Finance cost – (Interest income on fixed deposits/ bonds/debentures + Profit on sale of investments + Profit on fair valuation of investments carried at FVTPL + Dividend income from mutual funds) Denominator = Net worth – (Current investment + Non current investment + Other bank balance)*

Our founder's message

The Company remains committed to graduating beyond 'Some Indian wear in a wardrobe' to 'Only Indian wear in every wardrobe.'

Overview

At Vedant Fashions, we are driven by the prospect of putting Indian wear in every Indian wardrobe.

This will warrant a life-consuming pursuit of excellence. India is the world's largest market by population; the population is growing annually larger than what is our capacity to service; within this population spread even the additional purchase of a single Indian wear item by each Indian could considerably widen the industry's space, scope and relevance.

In view of this, our challenge is not finding customers; our challenge is to design and make responsibly with the objective of creating the markets of the future and then capturing a disproportionate slice of that growth cum original market.

The addressable size of this growing space warrants not just a market-facing approach; it warrants an ongoing understanding of evolving consumer preferences, ability to place relevant products on shelves, increase the number of stores proximate to where customers want, find the sweet pricing spot between affordability and profitability, and in doing so, strengthen our brand around complete trust.

Vedant Fashions has effectively navigated the phygital journey, seamlessly integrating physical and digital experiences in a balanced and progressive manner.

Ravi Modi
Chairman and Managing Director

Back story

To explain where Vedant Fashions, our Company, has reached and where it is headed, it would be imperative to appreciate where it came from.

I was a 13-year-old transitioning from junior to senior school when I expressed an interest in attending the family's textile apparel store in the iconic (then) Air-Conditioned Market in Calcutta. A routine of school-store-school emerged, partly incentivised by the fact that I could eat street food while at the store. Over time, I noticed that our salesperson would display merchandise with interest to some customers and casually to the others. One day I asked why. He said that he could sense which customer was likely to purchase and which customer (by display of body language, facial expression and voice tone) was not.

The salesperson was insistent that his gut feel has been tried and tested across the years. I held a different opinion. I ventured to address all the customers that he felt could not be 'converted'. That became my first marketing test.

I influenced around eight out of every ten customers that had been 'passed over' by the shop salesperson; they not only bought but bought more than what had been presented. During subsequent visits, they began to seek me out and the result was that I developed my direct clientele. From those engagements emerged a simple understanding of 'There is no such thing as a good or bad customer; just different kinds of customers.' I was only a teenager.

There was something else that I observed during the sales engagements. The salespersons in our family store would be eager to conclude the sale, sometimes so prematurely that even before the customer could respond they would have been offered a discount ('*Daam theek kar denge*'). The result was that a number of customers would have possibly begun to wonder what the pricing approach of our store was: whether we marked up everything arbitrarily and whether persistent bargaining would eventually get them to the 'floor' of our price. From these interactions emerged my second conviction: 'Price right with no discounts.'

Precious learnings

I would have serviced more than 50,000 customers through my teenaged years in the family store.

If there was one thing that the early retail experience taught me was to think from the customer's perspective. One of the most precious insights during my storefront presence was the concept of 'perceived value'. Price was what we quoted; value was what the customer perceived. The skill lay in understanding how the customer appraised a product and the price she or he was willing to pay.

Those experiences did something else for me: they taught me that while most retail businesses - especially apparel - were influenced by what the proprietor felt was the right product for the customer, it was the reverse that would be more enduringly successful: the capacity to possess an understanding of what the customer needed and merchandise accordingly. Understanding customer taste and preference emerged as the core of my learning.

Going independent

In 1999, when I was 22, I left the family's retail business to start my own venture with nominal seed capital. The working capital discipline was something I deepened during that phase. I would get two months of credit from fabric suppliers; I would pay workers every fortnight; I would market products that generated immediate cash to ensure that I remained liquid.

In three years, the business had grown to an annual turnover of around ₹4 Crore. There were two choices: run the business the way everyone had, sweat all resources (including human) and stretch the Balance Sheet. The other choice was do the opposite. I selected the latter option and made some decisions that must have been considered dangerous at the time.

Around that time I decided to buy a car. When the dealer asked, 'Any budget?' I replied in the negative. The dealer introduced me to a Mercedes. I might have brought - within a handful of years of starting the business - but for a conversation with my father that became defining thereafter: My father asked 'Will the business grow? Will it warrant additional capital? Are you happy with your lifestyle?' He added an advisory thereafter 'Thode din ki takleef zindagi-bhar ka aaram, ya thode din ka aaram aur zindagi-bhar ki takleef (Pain for a few days, and you can have a lifetime of relaxation, or relax for a few days, and you could have pain for the rest of your life)'."

By extending the income-to-expenditure tenure - I usually advise youngsters today about a desired gap of five years in delaying the use of accruals to address personal needs - I was convinced that if one redeployed earnings into the business, the compounding would make it possible to grow revenues 25% each year. The business grew to four States (Uttar Pradesh, Bihar, Madhya Pradesh and Orissa) that were not necessarily the most prosperous in India. The frugal business eventually became pan-India by 2006.

Life changing

When the Company formally commenced business, I invested in Enterprise Resource Planning (ERP), probably the only such instance for a company of our size within the apparel sector. A number of people wondered why we had invested in this much before the business had matured. I held a different perspective: I felt that a systems-driven approach would empower informed decision-making. Besides, the system would liberate my time from repeat nuts-and-bolts engagements to strategic thinking. In turn, this would liberate our management bandwidth. At our Company we believed that technology investment would not be the outcome of business growth but its principal driver.

I remember one specific instance: we had given a large Indian retail brand four sizes of a specific apparel to stock; two sizes accounted for 70% of our sales but when it came to the reordering, it was still in the earlier ratio, no change.

We realised that if only we knew what the customer wanted, we would have increased the delivery of that product by that corresponding quantity. This single – and simple - switch would have reduced our working capital cycle; this single change would have increased inventory turns; this single tactical intervention would have increased revenues, margins and surplus. In short, this single investment in information technology would have enhanced the value that we created in our business.

This instance - where we could not access the data related to the sale of our products - convinced me that our days of an exclusive dependance on multi-brand outlets were numbered. We would need to extend to a retail format where we would enjoy an access to all the data we wanted, which would then influence every dimension of our business.
The result was that we were among the first within our space to invest in complete systemic automation - demand forecasting, design, manufacturing and

store replenishment - that generated rich granular data leading to informed decision-making.

Decisive improvements

This helped make two decisive improvements at our Company. One, by the virtue of knowing what to make that customers truly wanted to buy, we began to work with lower unsold inventories. Two, we enhanced our conviction that we possessed a consumer-preferred product mix and a 'trustable fixed price' approach.

This investment in retail science transformed our business hygiene. Inventory turns increased. Working capital efficiency strengthened. Margins began to harden. Cash on books extrapolated. We reinvested more than ever. We accelerated the sales momentum. We grew faster than the retail apparel sector average. We created a new organised sector category. We priced affordably and yet achieved the highest sectorial margins. We were now empowered to increase the market size and also increase our share of it.

Our contribution

I have often been asked: 'What has Vedant Fashions achieved in the last decade-and-a-half beyond its financials? What has been the Company's contribution?'

One, we pioneered the creation of an entire category – Indian wear - in the country's organised sector, promoting the category and the country's culture.

Two, we democratised aristocracy; we brought the power of aspirational dressing to the common Indian.

Three, we demonstrated that in a capital-intensive sector, it was possible to run an asset-light and capital-light business.

Four, we reconciled four diverse business imperatives in a single model – aspirational model, superior value-for-money, convenience of reach and personalised designs – to create among India's most preferred celebration wear brands.

Five, we created a compelling governance-driven model of operational transparency, efficiency, eco-system, technology and innovation.

Six, we showcased that it is possible to generate free cash flows larger than working capital outlays.

Performance review

The Company encountered a challenging FY 24 where sales and profits were relatively flat when compared with the previous financial year.

There were a number of sectorial realities that contributed to this including a decline in the number of weddings and a general consumer weakness that manifested across some segments of the Indian economy.

I must assure shareholders that your management continues to protect its financial hygiene and competitive advantages. During the last financial year, it continued to invest in retail expansion and broad base its presence from weddings to festive wear. By the virtue of staying responsive, we deepened our resilience and expect to soon return to our erstwhile growth momentum.

The big picture

From a more intangible perspective, our journey has only just begun.

There is a growing groundswell of pride in being, thinking and wearing Indian.

The extent of under-penetration of Indian wear in wardrobes provides the optimism that this momentum will accelerate.

The Company remains committed to graduating beyond 'Some Indian wear in a wardrobe' to 'Only Indian wear in every wardrobe.'

We have negligible dead stock with no price discount offered in our flagship brand Manyavar

We also remain committed to ensure that Indians do not only turn to Indian wear during weddings, festivals and events but for their regular everyday wear as well.

We possess a business model that is likely to ride every increase in demand to generate an even larger surplus, enhancing value for all those associated with our Company.

Ravi Modi

Ravi Modi
Chairman and Managing Director

Proud

Indian

Two words that capture the essence of our personality

Proud Indian

At Vedant Fashions, the term 'proud Indian' is not just about what we wear but how we think. It is not just about the personality of what we have been but what we wish to be

Big picture
We will never lose sight of the fact that our business is a means, gateway and vehicle to a higher existence

Potential
We will seek to inspire everyone whose lives we touch that our existence is about living to our fullest holistic potential

Pride
We will seek to enhance a pride of existence in everyone who we come across, believing that this responsible pride will lead to outperformance

Stakeholder
We will treat everyone who engages with us – directly and indirectly, visibly and invisibly – as a stakeholder in our Company

Value
We will be perpetually engaged in seeking to enhance value for all our stakeholders

Positioning
We will position ourselves as a forward-looking Indian and a responsible citizen of the world, living both responsibilities with pride, ownership and responsible action

Technology
We will invest in cutting-edge technologies with the objective to maximise the use of finite resources available to us and minimise waste

Liquidity
We will seek to run our business with effective working capital management and no debt

Responsibility
We will seek to be spoken of with respect when it comes to environment practices and community engagement

Living our role as a 'Proud Indian'

Higher existence	Living to our potential	Pride of existence
Stakeholder relevance	Value creation	Forword-looking positioning
Cutting-edge technology	Liquidity	Responsibility

We have often been asked 'How did you think of this business?'

FOR long, the 21st century is being referred to as 'India's century'

INDIA is the fastest growing major economy

INDIA'S space success story is considered disruptive the world over

INDIA is the software services back-office of the world

INDIA is seen as largely driving the global economic growth rate

And ironically this distinctive success still does not reflect in the clothes most Indians wear.

The consistent putting down of India's rich apparel tradition got us thinking...

We were not just one country when it came to our apparel transition; we were a world in ourselves marked by the fusion of regions, centuries, peoples and global influences.

We were among the most diversely rich textile cultures in the world and most of us did not even realise.

We did not just stand for an apparel culture frozen in time; we enjoyed a rich legacy of having absorbed and evolved across the centuries.

We did not wear something that had been curated in an international design room; we were proud to design in India, make in India and wear in India.

We did not accept unquestioningly what had been imported from another culture; we advocated wearing something our ancestors had worn with pride.

We felt that the term 'Indian wear' needed to be reinvented around a new approach towards fabrics, cuts, weaves and threads.

We did not just design and wear clothes; we embraced ageless stories of what had gone into them.

We pushed 'pride' above everything... and that has made all the difference

We consistently said, 'A well-draped lehenga will make more heads turn than anything else'

We said, 'If one has worn a sherwani, he will be resistant to try out anything else thereafter.'

We said, 'The dhoti is the most minimal, the most complex and the most stylish. Try beating this!'

We said, 'When you wear a jacket you send out a statement of what you stand for!'

We said, 'There can be nothing more relaxing than being in a kurta; it simplifies the way you think.'

Our pride is reflected in the choices we have made

We do not just make and market Indian wear; we champion Indian wear

For more than two decades, we have singularly focused on making and marketing Indian wear

We do not apologetically or narrowly use the term 'ethnic' when referring to our core product; we refer to it as 'Indian wear'

We practice what we preach; we do not think twice about being dressed in Indian wear at work in our office

Pride is paying off better and larger than we could have imagined

We have become synonymous with 'Indian wear'

Our customers are not mothballing their Indian wear through most of the year; they are finding more reasons to say *'Aaj kurta-pyjama repeat karoonga!'*

We are getting increasing requests from customers that 'Everyone in the family wants to wear Indian this *shaadi*.'

We get more customers saying 'Pant-shirt *se toh* better *hain* Indian wear.'

We are not just helping grow the market; we are capturing a large slice of that market growth as well.

Our dream

Only Indian wear

in every wardrobe.

Rahul Murarka, Chief Financial Officer

Chief Financial Officer's performance overview

A financial perspective into our business

How we protected our fundamentals in FY 2023-24 and prepared the Company for the next round of growth

Big picture: The big picture message is that the Company balanced the need to sustain business momentum and create a new foundation for the next phase of growth during the last financial year. This scenario presented cash flow and capital allocation priorities, making it imperative to sustain margins and capital efficiency. The fact that the Company could generate these along with strong profitability and margin metrics at attractive levels during the last financial year validated our business resilience.

Revenues: The Company generated the principal portion of its revenues through offtake across franchised stores and through channels like multi-brand outlets, large format stores and e-commerce platform etc.

Year	FY 2021-22	FY 2022-23	FY 2023-24
Revenues (₹ Million)	10,408	13,549	13,675

Margins: During the last financial year, the Company's gross margin, EBITDA and PAT margin remained steady. The sustained margins were on account of a consistent focus on improving cost efficiency, value-added products and stringent working capital management. The attractive margins also validated the Company's value-driven approach.

Particulars	FY 2021-22	FY 2022-23	FY 2023-24
Gross margin (%)	66.9	67.4	67.2
EBITDA margin (%)	50.1	50.1	48.6
PAT margin (%)	30.3	31.7	30.3

All figures included are based upon consolidated financial statements

The Company balanced the need to sustain business momentum and create a new foundation for the next phase of growth

Rating: The highlight of the Company's performance was how it was perceived by demanding credit rating agencies. Your Company's credit rating was upgraded to AA/Stable from AA-/Stable for its long-term bank facilities as appraised by CRISIL Ratings Limited, a wholly owned subsidiary of CRISIL Limited ('CRISIL'). This revision represents a validation of the Company's performance, promoter and prospects. This creditable rating is likely to generate positive spin-offs: empowering the Company to strengthen and enhance the confidence of all stakeholders.

Year	FY 2021-22	FY 2022-23	FY 2023-24
Credit rating	CRISIL AA-/ Stable	CRISIL AA-/ Stable	CRISIL AA/ Stable

Your Company's credit rating was upgraded to AA/ Stable from AA-/ Stable for its long-term bank facilities as appraised by CRISIL

Robust fundamentals: The Company protected its attractive fundamentals during the year under review. This was reflected in a sizable net worth and absence of debt.

Year	FY 2021-22	FY 2022-23	FY 2023-24
Net worth (₹ Million)	10,827	13,999	16,019

Capital efficiency: The Company continued to report attractive profitability during the year under review. This was a reflection of sustained competitiveness across volumes, economies, working capital management and value-added merchandise.

Year	FY 2021-22	FY 2022-23	FY 2023-24
Return on Capital Employed (%) **	75.4	95.3	85.3

***ROCE = Numerator = PBT + Finance cost – (Interest income on fixed deposits/ bonds/debentures + Profit on sale of investments + Profit on fair valuation of investments carried at FVTPL + Dividend income from mutual funds)*

Denominator = Net worth – (Current investment + Non current investment + Other bank balance)

More importantly, operating cash flows to net working capital remained attractively high.

The Company protected the overall integrity of its Balance Sheet while reporting credible financials. This was the result of long-term priorities: brand differentiation, enhanced consumer clarity, design-driven pricing, increased online offtake and additional store rollout

Liquidity: As a policy, the Company maximised the use of accruals in growing the business, eliminating the use of borrowed funds. This has worked best for the Company; it has inspired us to maximise the deployment of resources effectively, moderating costs and enhancing shareholder value. The Company placed a premium on liquidity, along with strong profitability when the alternative is between maximum revenues with stretched liquidity/margins and centrist revenues with enhanced liquidity with strong margins. The Company invested its liquid cash in financial instruments that generated a modest return when compared with the returns generated from the Company's core business.

Year	FY 2021-22	FY 2022-23	FY 2023-24
Cash and cash equivalents* (₹ Million)	5,163	7,971	9,809

* Includes investments value

The management's perspective

"Our financial controls cum asset-light business model, continued to protect and strengthen the Balance Sheet, marked by zero debt. The Company has consistently placed a premium on liquidity and has been able to generate significant cash every year, driven by a healthy cash conversion ratio.

Despite macro headwinds, the Company has been able to effectively maintain strong financial margins and profitability metrics every year, reflecting resilient business fundamentals.

During FY 2023-24, the Company increased its net worth by ₹202 Crore coupled with the generation of the industry leading gross margin of 67.2%, strong PAT margin of 30.3% and impressive ROCE of 85.3%."

Vedant Modi, Chief Revenue Officer

Corporate review

Vedant Fashions is graduating from individualisation to institutionalisation

Overview

At Vedant Fashions, the principal objective is to enhance long-term value in a sustainable way for all our stakeholders. This objective needs to be demonstrated across economic cycles, geographies, and time.

The Company was founded and driven by an individual. Gradually, as functions were added, more professionals joined. In line with this evolution, the structure of the organisation evolved from the individual-driven to the institutional.

At Vedant Fashions, this progressive transformation has not been a one-time event; it has been a work in progress, given the complexity of markets, evolving customer needs, the growing need to be present where consumers are, and the need to extract margins from within the system through enhanced efficiency.

The Company progressively institutionalised the business away from an excessive dependence on any individual, role, or function. In doing so, the Company reinforced its commitment to anytime and anywhere business sustainability. The result is that the Company has deepened its scalability, and long-term success.

Institutionalisation elements

The elements of Vedant Fashion's business institutionalisation comprise the following:

Culture: At our Company, we believe that the upside of a positive culture extends beyond the influence of strategy. The Company's culture has been developed around entrepreneurship, staying ahead of the market curve, and a humility in our consumer understanding and service.

Systems: Vedant Fashions believes that systems enhance predictability in response to changes in people, circumstances, and time. This systemic approach has not only been documented; it has been embedded into our IT network, which acts as a facilitator and circuit breaker as needed. This has moderated the risks arising from arbitrary engagement by limiting that risk at source and also alerting system users to probable related risks.

Team: The Company recruits professional, experienced, and validated talent, which is our most effective hedge against underperformance. It engaged some of the best professionals to head its various functions, deepening its commitment to competence. The Company's teams are led by some of the most accomplished business leaders, strengthening a culture of meritocracy. Each member of the organisation is responsible and accountable to a reporting structure, deepening a culture of outperformance. An enunciation of roles and responsibilities has enhanced the understanding of individual and team deliverables. The transfer of decision-making from individuals to teams has strengthened business de-risking. Additionally, every team or function has been provided with adequate redundancy and succession plan.

Governance: The biggest driver of the Company's business sustainability is a sense of governance. This represents a framework for doing the right things as distinct from doing things the right way. This comprises a commitment to ethical integrity, Board-driven

strategic navigation, merit respect, tactical guidelines, and financial conservatism, among others. At Vedant Fashions, institutionalisation has been deepened through progressive investments in environmental responsibility.

Knowledge: Sustainability is defined through a culture of continuous knowledge accumulation and learning—on the job and otherwise—that makes it possible to stay ahead of the sectorial curve.

Technology: Vedant Fashions believes that an investment in cutting-edge technologies will empower it to generate systemic information more effectively, leading to informed decision-making. The Company made a disproportionate technology investment some years ago, translating into a real-time understanding of markets, consumer preferences, and the Company's fundamentals.

Vedant Modi, Chief Revenue Officer

Institutionalisation at Vedant Fashions

Creating a self-sustaining organisation

Reducing dependence on individual performers

Building a strong middle-management layer

Developing a clear succession planning process

Encouraging collective ownership and responsibility

Fostering a culture of collaboration and teamwork

Establishing a strong brand and reputation

Building strategic partnerships and networks

Developing a long-term perspective

Embracing change and adaptability

What our senior management has to say about our performance, plans and prospects

At Vedant Fashions, we possess a deep understanding of customer preferences backed by data. Thereafter, data takes over to help us decide what new products we would likely to grow our presence. The result is that a combination of creativity and data helps drive our business.

Amar Sethia, Chief Product Officer

I have been associated with Vedant Fashions while I was working with Ginesys when Vedant Fashions' turnover was under ₹5 Crore. The Company took a leap in faith to install an ERP. Now, we have taken those systems to another level and into different horizons by embedding AI, customising the ERP to our needs and the advanced work coming out of our teams. The rich data availability has helped the Company utilise its systems more effectively, translating into enhanced outcomes."

Arjun Roy, Chief Technology Officer

Vedant Fashions deepened and enhanced the communication of emotion during the year under review. The Company extended its appeal to all wedding attendees and the result is that less than 3-4% Indian men would at one time prepare their wardrobe before weddings. Following our focused communication – 'Taiyyar hoke aiyye', we catalysed a positive shift among men attendees at weddings. By enhancing the appeal of this promotion, we seek to catalyse this mindset.

Anand Narang, Chief Marketing and Digital Officer

Twamev continued to service an important market opportunity between Manyavar and luxury boutique brands. It continued to address an evolving market by cross-selling premium offerings to Manyavar customers. We believe that this represents a growing opportunity to cater to increased affluence and consumer preferences.

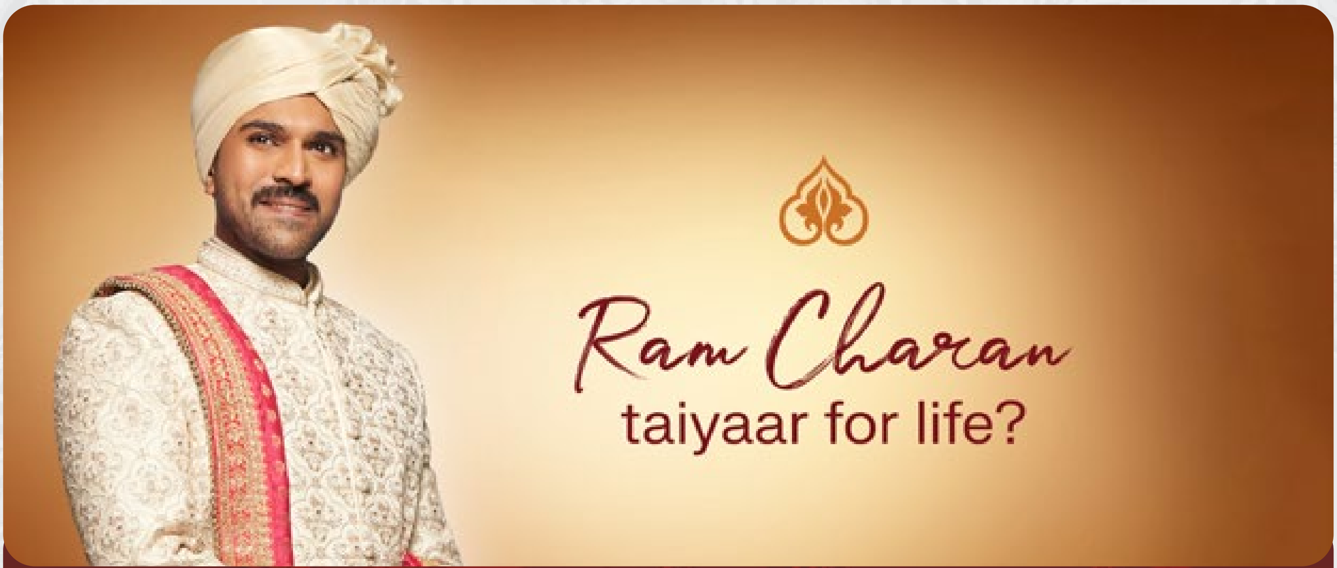
Raghav Agarwal,
Head of the Brand - Twamev

The emotion that makes Vedant Fashions a distinctive retail success story

South Indian-focused advertisement

In Manyavar's first South Indian commercial, 'Taiyyar Hoke Aaiye' takes on a new meaning. A groom - Ram Charan - is late at his own wedding. And the understandably upset bride starts asking him questions about whether he's actually 'Taiyyar' for this big event in his life. As the beautiful couple proceed with the wedding - the groom dressed in his finest Manyavar veshti - we see rituals that are specific to South Indian States: the entrance of the groom, escorted by the bride's family, the saptapadi, the special mangalsutra ceremony and the toe-ring ceremony, each giving the commercial a touch of South India. Finally, through a series of questions and answers, the groom manages to melt the bride's heart and convince her that he's 'Taiyyar' for her in all senses of the word. She smiles in acceptance, and they wedding concludes.

Youtube : https://www.youtube.com/watch?v=f1sJAXFDR0Q



Hindi advertisement

In the new 'Taiyaar Hoke Aaiye' campaign, the groom - Ram Charan - follows his father around the wedding venue and recounts the pearls of wisdom he has imbibed from his role model over the years. He sees his father's hard work and dedication in finishing a task; he sees his father doting over his mother and remembers how he has learnt all these qualities from him. Finally, we see that the father has paid no attention to himself and his own wedding attire, but right then, his son walks in with a beautiful sherwani that he has picked just for him. The advertisement provides a sense of caring for the people who care for you; loving elders the way they love you. The father is moved seeing this gesture and both the groom and the father get ready for the wedding. The father asks his son whether he is 'Taiyyar' for the big day, and the son replies that he has always been 'Taiyyar' because he has learnt from the best!

Youtube : https://www.youtube.com/watch?v=x0q2uVfOY8o

Analysis

Vedant Fashions is deepening its technology commitment around the cutting-edge

Arjun Roy, Chief Technology Officer

Overview

The Company that wins in the marketplace is the one that provides the customer with a wider product choice. This choice comes at an internal cost – the capacity to source a relatively small quantum of resources but spread across a larger choice of products. This is contrary to the conventional and limited 'This is all that we have to provide you' approach. This immediately puts a premium on the ability to aggregate a range of resources, keep a moderate stocking of each and replenish periodically as opposed to stocking large inventories of every resource. With the retail landscape widening and the need to treat capital employed as a critical resource, there is a premium on the ability to optimise, optimise and optimise. This brings into play a greater need for technology that enhances the availability of data leading to informed decision making.

There is a demand side need for the use of advanced technology as well. In the past, for franchise-led business like ours, what transpired at the retail counter was something that we would seldom get to know with a speed that could influence timely decision-making: what the customer liked, what the customer did not, what colours were preferred during what season in which region and at what price points the customer was likely to turn a 'no' into a 'yes'. In the absence of granular detail, brands like us gravitated towards instinct. Some of the most important decisions in businesses like ours began to be taken in an ivory tower. The result of these approaches was that much of the value of the business was perpetually locked within – in dead stock and resource inventory. As a result, there was a perception that the branded garments manufacturing business was one of thin margins and cut-throat competition.

At Vedant Fashions, we recognised these pain points; we arrived at the conclusion early in our existence that this was a great business generally done the wrong way; the business would be over-invested with assets but under-provided with data. There was something else that the promoters of the Company foresaw: that the more one invested the business with data, the less external capital would be required as the cash flows would provide growth capital to make the business profitable, responsible and sustainable.

Our focus difference

There is a critical difference in the way the information technology function is deployed in other companies and the importance it has been accorded within Vedant Fashions.

In most companies, data is of the functional and basic kind; at Vedant Fashions, the data that we generate is largely granular, providing us with a handle on how a small change at the building block level can generate a disproportionately positive outcome at the organisational level.

In most companies, data is the offshoot of business operations and often treated as such, whereby its role is considered secondary by senior managers who feel that they themselves possess a comprehensive understanding of the operations. At Vedant Fashions, data is considered as a critical raw material going into our business and a 'product' generated from the business that is, in turn, used for reinvestment – a continuum that makes our data lake richer, strengthening algorithmic maturity.

In most companies, technology is just one of the many functions of the organisation that plays a supporting role. At Vedant Fashions, technology is the backbone of our existence, quite like the brain that tells it what, when and how things need to be done. In view of this, there is a growing recognition that we are essentially a technology company engaged in the business of garments manufacture – and not the other way around.

In most companies, the focus is on engaging a specialised external vendor who helps the Company address the challenges of the day. At Vedant Fashions, we have created a technology 'company' within our Company that is so deeply entrenched within the business that this team is not just a provider of solutions asked for; on a number of occasions, the team pre-guesses what solutions could help take the Company ahead.

In most companies, the technology team largely plays the role of operations support that ensures that the Company is perpetually 'switched on'. At Vedant Fashions, the technology team has been positioned as a software development and applications unit that is more than a back-office; it is engaged in research and development, it is engaged in the development of new applications, and it is engaged in forecasting technology trends that could influence our business.

The result is that what used to be largely a manual operation, at Vedant Fashions has rapidly transformed towards responsible automation; what used to be an organisation driven largely by individual instinct is now driven by hard data.

Influencing the culture

The growing role of technology has had a number of positive influences on the culture of our Company. It has transformed the DNA of the organisation towards forward-looking, provoked the imagination of our managerial talent into asking what more data the system can generate to guide decision-making, has converged all our decision makers around a set of common data extracted from a given data lake, reduced strategic ambiguity, enhanced an understanding of our business health almost down to the minute and transformed the Company from a culture of reactiveness to proactiveness.

The result of this technology orientation is a cultural ferment: there is an organisationwide commitment to 'foresee' the future – whether it is in the areas of emerging fashion trends, changing consumer preferences, new fabric finishes, improving resource quality, and better workplace practices. Technology has helped provide the Company with a distinctive body language simply because it has embedded technology into every operation. There was a time when Vedant Fashions would be referred to as a textile company utilizing technology to enhance operations; during the last few years, Vedant Fashions has been described as a technology company that also makes textile products – a reference to the cultural transformation within.

By the virtue of being wired into cutting-edge technologies, we believe we have created a scalable foundation that prepares the Company to deliver disproportionate upsides.

Technology review, FY 2023-24

The Company made improvements across the following fronts:

One, the Company strengthened cloud operation and computing (re-architecting and then moving to cloud), which facilitated our maintenance and made processes simpler; this initiative is scalable and time-to-market will become quicker

Two, there was a secular increase in data-driven decision making, reducing the role of gut feel and intuition; this strengthened the overall organisational culture where a larger number of key decision makers began to insist 'Let us look at the data first'

Three, the Company strengthened its operating culture around algorithmic maturity, where resources were procured, orders placed with respective vendors and end products supplied to stores using technology (without human intervention), creating a suitable platform for the infusion of artificial intelligence to graduate decision making to the next level

Four, the Company strengthened its cyber security ahead of GDPR requirements, a directional change in the way the business is managed; designing the end-to-end solution commenced and should be complete by the middle of the current financial year

Five, the Company undertook a proof of concept (POC) for implementing RFID technology. This milestone highlights the promising benefits and efficiencies RFID technology can bring to our operations vis-a-vis enhanced inventory accuracy, increased operational efficiency, cost savings, and improved customer experience. The successful completion of this POC is a testament to the potential of RFID technology in transforming our supply chain

Six, the Company implemented SalesForce, which will deliver improved outcomes in customer operations (commerce, service and marketing clouds) through a consolidated dashboard that could enhance responsiveness and enhance customer delight

Widening technology role

What excites me is the vast ocean of technology application possibilities at the point of sale. During conventional engagement, a consumer walks into a store, looks around for what has been merchandised, asks for specific colours, size, styles and price. The process is usually manual and takes a while for the store attendant to decode the consumer.

At Vedant Fashions, we intend to take this experience ahead through the use of cutting-edge technology. We would like to map a consumer immediately as he or she enters our store; our store attendant would have the existing consumer's purchase pattern available so that we are able to respond to the consumer from an informed perspective rather than spend the first few minutes trying to assess and gauge the

consumer. We would like to do this across all our franchised outlets, irrespective of whether one may have purchased on the previous occasion from our one store in one city or another store in another city. Through this prudent use of technology, we believe that we will have graduated the 'moment of truth' (used to describe the purchase moment) to pleasant surprise and delight. By being in a position when one may 'know' the consumer even before the sales process has begun, we are in a better position to suggest an adjacent product range or ancillaries from a deeper understanding of our merchandise, graduating an elementary purchase into a holistic solution. The bottomline is that through the use of superior information, we would be able to account for a larger share of the consumer's wallet.

When one considers that we are presently addressing only a fraction of a fraction of the Indian population, the room for technology applications to map consumers is vast, bringing me back to the term increasingly used at our Company one deliberately used at the start of this answer – 'ocean of technology application possibilities.'

Our growing technology focus

Enhance data automation	Enhance per person productivity	Extract superior data quality	Redevelop data stacks to enhance data access
Enhance real-time data availability	Catalyse the role of innovation and patents	Understand customer needs better	Become an innovation-driven industry role model

The financial upsides of our technology application

Lower overall cost of staying in business	Declining time-to-market (visualistion to development); quicker portfolio replenishment	Quicker understanding of market realities (within 15 minutes of sale across 600 stores)	Technology-empowered complaint resolution at the point of service

The operational upsides of our technology application

Wider awareness of how the technology team works; stronger multi-functional collaboration	Comprehensive information dashboards for an informed understanding of the business	Proprietary software development through collaborative multi-function engagement – low rework	Quicker integration of new technologies into the organisational data lake
Technology platform with built-in data mining and artificial intelligence capabilities	Simulation of real-time data around probable changes for informed possibilities	Integrated all our suppliers and jobbers on our technology platform	

Value creation at Vedant Fashions

Vedant Fashions empowers its stakeholders through its Capitals

Our Capitals

An organisation grows sustainably through a combination of resources (Capitals). At Vedant Fashions, growth has been catalysed by these inter-related Capitals. Through strategic investments, we have translated these inputs into positive tangible outcomes.

Financial capital	
Investors	▪ Shareholders' payout: ₹218.502 Crore.
Customers	▪ Aspirational brand, yet value-for-money ▪ Enhancing customer experience through improved customer service and a wide product basket, among others.
Employees	▪ Competitive wages and benefits ▪ Safe and healthy work environment
Value chain partners	▪ Fair and timely payments, enhancing engagement stability ▪ Collaboration and innovation
Communities	▪ CSR expenditure: ₹7.45 Crore

Manufacturing capital	
Investors	▪ Increased profitability and sustainable growth ▪ Industry-leading gross margins and strong profitability metrics
Customers	▪ Enhanced product quality ▪ Widened product offerings ▪ Superior store and online experience
Employees	▪ Upskilling and training ▪ Empowering work practices ▪ Improved working conditions
Value chain partners	▪ Collaboration and innovation ▪ Job creation, wider eco-system and economic development
Communities	▪ Local sourcing and job creation ▪ Clean and green manufacturing practices
Regulatory bodies	▪ Compliance with regulations

Intellectual capital	
Investors	▪ Strong brand reputation and competitive advantage
Customers	▪ Quicker products offtake ▪ Attractive products; superior price-value proposition
Employees	▪ Knowledge sharing and collaboration ▪ Upskilling and competence development programs ▪ Ideas recognition ▪ Recognition and rewards
Value chain partners	▪ Product cum process research and development ▪ Knowledge transfer and capacity building
Communities	▪ Public knowledge sharing and collaboration

Human capital	
Customers	▪ Superior customer service ▪ Qualified and experienced staff ▪ Fashion leads drawn from customer engagement ▪ Front-end male and female sales staff for segregated men and women's shopping
Employees	▪ Empowerment and ownership ▪ Work-life balance and well-being ▪ Career development and growth opportunities
Value chain partners	▪ Collaboration and knowledge sharing ▪ Development support
Communities	▪ Diversity and inclusion ▪ Volunteer programs and community engagements ▪ Livelihood creation

Social and relationship capital	
Investors	▪ Strong relationship with the investment community (increased visibility among potential investors) ▪ Deeper governance culture ▪ Responsive investment strategies
Customers	▪ Strong brand reputation and customer loyalty
Employees	▪ Positive work culture and employee engagement ▪ Employee recognition and social connection ▪ Employee advocacy and employer branding
Value chain partners	▪ Collaborative partnership and trusts ▪ Culture of best practices and ethical engagement ▪ Sustainable sourcing practices
Communities	▪ Advocacy on positive change

Natural capital	
Investors	▪ Sustainability and resource efficiency ▪ Fosters transparency with investors aligning with growing demands for ESG reporting
Customers	▪ Customised products and superior designs ▪ Sustainable labelling empowering customers to make informed purchasing decisions
Employees	▪ Environmental awareness and engagement ▪ Eco-friendly practices
Value chain partners	▪ Sustainable sourcing and supply chain management
Communities	▪ Environmental stewardship and conservation initiatives

Stakeholder engagement

How we are deepening stakeholder relationships

Overview

Vedant Fashions' inclusive, collaborative, and responsive approach has helped strengthen stakeholder relationships. Active stakeholder engagement has empowered the Company to derive insights into requirements. A structured engagement framework ensures that communication is timely, information transfer is precise, and interactions with stakeholders consistent.

Stakeholder group	Channels of communication	Frequency of engagement	Purpose and scope of engagement including key topics
Customers	▪ Consistent brand advertising ▪ Engagement events ▪ Shop floor interaction ▪ Periodic brand audit ▪ Participations in exhibitions / fairs / salon channels	Regular	▪ Quality and variety of products ▪ Quick and effective feedback adherence ▪ Product features and superior design ▪ Superior serviceability
Employees and Workers	▪ Performance review & feedback ▪ Onboarding induction and internal training ▪ Outbound exercises ▪ Employee wellness programs ▪ Employee grievance monitoring and redressals ▪ Safety meetings ▪ Interactions for celebrating days of individual, organisational, and national significance	Regular and need-basis as applicable	▪ Respecting human rights ▪ Workplace health and safety ▪ Career advancement and opportunities ▪ Training and development ▪ Rewards and recognition ▪ POSH training
Vendors	▪ Individual meetings with suppliers and vendors ▪ E-mail communication ▪ Vendor assessments and reviews ▪ Interactions regarding the quality of materials and ethical compliance	Periodical and on a need basis as applicable	▪ Receipt of material and payment ▪ Safety management ▪ Ethics and transparency
Investors and Shareholders	▪ Investor and analyst presentations and conference calls ▪ Attending physical Conferences (both domestic and International) across the year and meeting various class of Investors ▪ Arranging store visits for investors/ funds across pan-India basis ▪ Virtually meeting various investors across the year on a one-on-one basis ▪ Quarterly presentations and published results ▪ Annual General Meetings ▪ Investor section of the Corporate Website ▪ Designated Email ID and system for registering and redressal of investor complaints ▪ Roadshows and investor conference	Quarterly, annual and on a need basis	▪ Growth in revenue, EBITDA, and returns on investment ▪ Gearing, solvency, and liquidity position ▪ Highlighting performance including key financial metrics, retail presence and KPIs ▪ Security over assets, ethical stewardship of investments, and good corporate governance ▪ Transparent disclosures ▪ Improvements in ESG disclosures
Local Communities	▪ Community needs assessment ▪ Frequent community visits ▪ CSR centres	On a need basis	▪ Healthcare access ▪ Hygiene and sanitation facilities ▪ Quality education opportunities ▪ Student counselling and teacher training ▪ Livelihoods development ▪ Improving rural infrastructure

Landscape

The booming Indian wedding market...

How Vedant Fashions is attractively placed to capitalise

Overview

The wedding industry is the fourth-largest sector in India. (Source: India Business Trade)

There is a cultural shift towards glamorous and sophisticated wedding celebrations, marked by professional service providers and technology improvements.

There are about 80 Lakh to 1 Crore weddings a year in India. (Source: Economic Times)

On average, ₹12 Lakh is spent per wedding, nearly three times the average annual income of an Indian household and almost five times per capita GDP. (Source: Fortune India)

Out of the total spend of USD 130 Billion on weddings in 2023 in India (within the USD 84 Billion apparel retail market) approximately 11% of sales are driven by wedding and celebration wear. (Source: India Business Trade)

Credit rating major Crisil expects the Indian wear market to grow 15% to 17% to nearly ₹1.38 trillion by 2025. (Source: Forbes)

India's men's wedding and celebration wear market was estimated at approximately ₹13,300 Crore in FY 2019-20 and projected to increase to around ₹18,000 Crore by 2025. (Source: Forbes)

In FY 2023-24, 21% couples opted for destination weddings, (18% in 2022), influencing an upward trend in the spending on apparel – not just for the couple but the entire family. (Source: Live Mint)

India: World's largest wedding market

In terms of weddings by number, India leads the world. This provides a company like Vedant Fashions with a large opportunity canvas on which to build its business.

Country	Weddings / year (Million)
India	8 to 10
China	7 to 8
USA	2 to 2.5

(Source: Fortune India)

Second largest by wedding spending

India may be the fifth largest economy but when it comes to the wedding market, it is the second largest and nearly twice the size of what it is in the world's largest economy. This secures the market for a focused organised and apparel-driven company like Vedant Fashions.

Country	Market (USD Billion)
China	170
India	130
USA	70

(Source: CDC, The Knot, CEIC, Ministry of Civil Affairs (China), Confederation of All India Traders (CAIT), Jefferies)

Country	Wedding / GDP per capita (x)
India	5.1
Spain	0.7
Brazil	0.6
Italy	0.6
Australia	0.6
Mexico	0.6
Canada	0.4
UK	0.4
France	0.4
USA	0.4

(Source: The Knot Worldwide, Company Report (2022), Australian Securities and Investments Commission (ASIC), IMF, Jefferies)

Growing spending on the branded wedding and celebration market

At Vedant Fashions, we see sustainable growth on account of a growth in our market at one end and an accelerating transition in the market from the unbranded to the branded (of which Vedant Fashions is a part).

Year	Branded (%)	Unbranded (%)
FY 2014-15	10	90
FY 2019-20	15-20	80-85
FY 2024-25E	28-32	68-72

Source: Vedant Fashions Limited DRHP

Excellence driver

Our design and innovation competence

At Vedant Fashions, we provide diverse and novel products to customers by prioritising novel designs.

We employ data analysis and market research. This is coupled with artisan and vendor feedback, creating a comprehensive understanding of current fashion trends and consumer preferences.

Our merchandising team leverages this data to understand outcomes in specific markets, using these insights to inform our design process for new products.

Our multi-step evaluation and selection procedure, supported by a data analytics framework, enables us to track the success of new designs and improve our men's and women's wear merchandise.

Track record

Strength

Deep understanding of fashion trends and preferences

Team of focused design professionals and subject matter experts

Low quantity of obsolete or dead stock within the system

Investments

Committed to provide distinctive creations

Focus on leveraging India's rich design and craftsmanship

Process

Ongoing permutations across colours, fabrics, designs, cuts, threads and stitches

Leveraging the power of data analysis

Market research

Access to ongoing vendor feedback

Understanding customer's preferences

Design selection based on multi-layered evaluation starting from the founder downwards

Outcomes

Superior quality products

Committed to a 52-week design collection launch approach

Wide range of designs

676 stores (including shop in shop) as on March 31, 2024

Validated process integrity, resulting in more strikes than misses

Excellence driver

Our manufacturing competence

At Vedant Fashions, we have for long deployed an asset-light strategy, where a significant part of our production is delegated to external manufacturers.

Our manufacturing processes encompass cutting, embroidery, stitching, and finishing.

Although some procedures are conducted in-house, a competent eco-system of job workers manages a significant proportion of our production.

Our stable job worker eco-system comprises external manufacturers with whom we enjoy long-term partnerships.

We protect a high product quality standard by managing different manufacturing phases like design conceptualisation and finalisation, fabric sourcing, work allocation, quality control, testing, and job order allocation reviews.

Track record

We have responded to increasing demand through a scaled manufacturing approach

We have eliminated stock outs through an effective linkages between retail shelf offtake and our capacity to replenish products on retail shelves following timely manufacture

Outcome

There has been balanced and efficient inventory management, strengthening our capital efficiency

Excellence driver

Our supply chain

Track record

We procure fabrics, accessories and packaging materials and directly source certain completed products from manufacturers.

Our sustained success has been derived through the standardisation of resources and resource providers.

This ensures sustainable resource supply, preventing stockouts.

Discipline

Our supply chain has been reinforced by selective engagement, supplier reliability, supplier integrity and supplier systems

We invested in data to assess emerging demand, influencing our procurement

Our data systems are synced with our suppliers, resulting in seamless information flows

We have in place an automated inventory replenishment system that functions effectively without manual inputs.

We have created a vast sourcing network across locations, moderating the risk related to sourcing from a large number of suppliers.

Competencies

We enjoy a data-backed understanding of merchandising for men's and women's wear

We benefit from a precise forecasting and planning system

Systems-driven procurement

We possess automated stock replenishment and inventory management

We enjoy long-standing relationships with suppliers

Excellence driver

Our retail network

Overview

At Vedant Fashions, our business is spread pan-India and globally through a large network of exclusive brand outlets, complemented by multi-brand outlets, large format stores and e-commerce platforms (Brand.com and marketplace). This scalable franchisee network model is extensively wired into the Company, aggregating transaction data and feeding into the Company's information architecture for analysis and informed decision making.

Presence

The Company had 676 EBOs* in operation across 268 cities globally as on March 31, 2024

The Company had 16 EBOs in prominent retail destinations in United States, United Kingdom, Canada and the United Arab Emirates.

The Company's EBOs covered 1.70 Million square feet of retail space

The Company responded with a complement of retail formats aligned with the demographics of each urban cluster. The MBO and LFS formats (operated by third-party retail organisations) complement the EBOs, resulting in a diversified presence across smaller towns and districts. The Company's e-commerce presence (in Brand.com and prominent marketplaces) widened the omnichannel footprint, enhancing customer convenience. These partnerships played a significant role in strengthening the retail network and growing the Company's market presence.

E-commerce

The Company built a strong online presence through its website, and smart alliances with top lateral e-commerce platforms. With just a few clicks, clients can access our extensive digital inventory, select from a range of products, and place orders. The specialised in-house online sales team handles the processing and delivering of orders straight from the warehouse - a seamless shopping experience. Besides widening the reach, this end-to-end e-commerce solution showcases the Company as progressive and customer-focused in an ever-changing online retail landscape.

** EBOs include shops in shops*

Excellence driver

Talent management

Track record

We remain a preferred employer within the sector

We attract talent based on our market leadership, career growth prospects and financial robustness

We remain an extensively empowered organisation

Talent catalyst

We empower team members with skills and knowledge

We align employee interests with long-term corporate growth

We attract, train, empower and retain talent by providing fulfilling career pathways

We launched an Employee Stock Option Plan (ESOP)

Outcomes

We remained an employer of 754 individuals as on March 31, 2024

Employees			
FY 2020-21	FY 2021-22	FY 2022-23	FY 2023-24
692	704	744	754

Employees by gender				
	FY 2020-21	FY 2021-22	FY 2022-23	FY 2023-24
Male	609	617	644	637
Female	83	87	100	117

Excellence driver

Environment, Social and Governance (ESG) at our Company

Overview

At Vedant Fashions, we have grown our business around a simple conviction that what we make should be good for the customer and also good for the world.

This is a conviction with which we went into business more than two decades ago.

Our philosophy was simple: Vedant Fashions would provide apparel around the best price-value proposition to the customer and the world, directly or indirectly.

From the outset, Vedant Fashions committed to offer apparel that embodied the best price-value proposition for our customers. We believe that delivering value goes hand-in-hand with our responsibility to the environment. We have integrated sustainability into our business model, aiming to minimise our carbon footprint while maintaining affordability. Our dedication to sustainability has only intensified in response to the growing challenges of climate change. Since our dead stock is low, we are one of the lowest waste generating companies.

At Vedant Fashions, we emphasise the concept of 'holistic cost.' This means designing our products with optimised resources through carefully selected vendors. Our goal is to create offerings that ensure the lowest life cycle cost for consumers, while minimizing our environmental impact.

Measuring our commitment

At Vedant Fashions, the essence of what the corporate world champions today as a part of holistic responsibility was enshrined in our approach from the time we went into business. This commitment was encapsulated in a simple approach: 'Equitable treatment of all our stakeholders.'

This approach addressed with responsibility all our stakeholders. The more we took their interests into account, the more they would remain engaged with us, stabilizing our eco-system.

As the corporate litmus test extended beyond the tangible to ESG (Environment-Social-Governance), Vedant Fashions recognised that it had running the business in faithful alignment with these principles from day one. The Company is pleased to communicate that it is considered a responsible and respectable company by analysts, opinion makers, governance agencies, media, communities, and bankers.

The **Environment** segment of the business addresses initiatives to moderate carbon footprint through a responsible utilisation of finite resources coupled with compliances. This segment ensures that the Company consumes environmentally responsible resources, consumes only as much as is moderately needed, recycles waste, consumes moderate fossil fuels and a builds resistance to climate change.

The **Social** component of ESG comprises a mix of the Company's relationships – with vendors (land, capital equipment and raw materials), employees, customers and communities. The social component addresses the need to invest in employees, vendors, customers and community engagement, a framework of relationships that protects the Company from unexpected supply, demand, or production shocks.

The **Governance** component comprises a review of how the Company intends to manage its business, comprising an understanding of processes, practices and systems.

This combination of E, S and G covers virtually every relevant aspect of our operations. In a world marked by uncertainties, a consistent ESG commitment makes it possible to abbreviate troughs, coupled with long-term upcycles that enhance stakeholder value.

Vedant Fashions and ESG

At Vedant Fashions, we are committed to enhance our responsibility to people and the planet. This commitment to sustainability is integral to our purpose, vision and long-term goals. In support of our vision to sustainably grow by delighting more consumers, we are committed to be responsible, with sustainable practices extending to each facet of our business. The Company's ESG strategy prioritises issues that matter most to the Company's business and stakeholders, focusing on areas that have the greatest impact. This comprises three key pillars: Environmental stewardship, People first and Responsible governance.

Our goal is to build value among our Company's broad set of stakeholders by incorporating ESG practices within our own operations and across every stage of our supply chain. We are setting ambitious environmental goals, sourcing sustainably, improving the products we sell and making impactful advancements in communities – all with a commitment to transparency and two-way dialogue. This continues to be our way forward.



Community support

A key part of our corporate strategy is a commitment to people, aimed at making life better for communities. Our actions to support this commitment include initiatives in education and healthcare. We work closely with local communities in health and education, ensuring a lasting positive impact on society.

Environmental stewardship

Environmental stewardship begins with our operational footprint, where we actively strive to conserve energy, reduce emissions, minimise waste and make our packaging sustainable.

Addressing climate change: We understand the critical need to tackle climate change and mitigate environmental threats. To enhance our positive impact, we concentrate on two areas: waste management and emission reduction.

Digital interventions: To further our environmental goals, we have implemented digital solutions such as e-agreements and e-invoicing, significantly reducing our reliance on paper and minimizing waste.

Energy-efficient systems: We installed energy-efficient lighting and air conditioning systems in our premises.

Electric vehicles: We converted certain vehicles to electric.

Promoting sustainable consumer behaviour: We advocate conscious fashion consumption that becomes cherished keepsakes across generations. This practice extends the life cycle of our products and supports material circularity.

Responsible sourcing: At Vedant Fashions, we not only believe in striving to be better every day within our own operations, but aspire to work with our entire value chain to continually improve social and environmental factors. We contribute to responsible sourcing by partnering with local jobbers, ensuring ethical and sustainable practices throughout our supply chain. This approach supports inclusive growth for our partners and aligns with our commitment to high standards in sourcing and production.

Advanced inventory management system

We adopted an algorithm-based inventory management system that provides real-time monitoring across all locations. This system optimises inventory replenishment, reduces overstocking and minimises waste generation, aligning with our sustainability goals.

In FY 2023-24, we purchased 700 tonnes of carbon credit to offset the total Scope 1 & 2 emission of 677.75 tCO_2e in FY 2022-23. Additionally, our waste management programs emphasised the 3Rs: recycling, reusing, and reducing materials, aligning with our goal to minimise waste sent to landfills.

At Vedant Fashions, we believe that sustainable growth is not just an aspiration but a responsibility. Together, we can build a better, more sustainable future, preserving the essence of our heritage while embracing the possibilities of tomorrow.



Waste management

The Company strengthened waste management practices by evaluating resources, technologies, and processes. As part of our Plastic Extended Producer Responsibility (Plastic-EPR) compliance, the Company has partnered an authorised recycler to collect and recycle post-consumer plastic packaging waste on the Company's behalf. In FY 2023-24, the Company collected and recycled 13.180 MT of plastic packaging waste through this partnership. Similarly, it implemented a system to manage e-waste in accordance with relevant regulations. It collaborates with certified e-waste recyclers to ensure proper disposal, resulting in approximately 0.502 MT of e-waste being responsibly disposed through authorised recyclers during the last fiscal year.

Waste management

13,180
kg of plastic waste recycled in FY 2023-24

12,000
kg of plastic waste recycled in FY 2022-23

Warehouse management system

The Company implemented a Warehouse Management System (WMS) to optimise warehouse operations, particularly inventory management, including receiving, shipping, and order fulfilment. The WMS ensures effective inventory management by facilitating the timely and accurate delivery of goods. This system enhances our operational efficiency and accuracy, contributing significantly to our supply chain effectiveness.

Digital invoicing

The Company implemented a digital invoicing system at the store level. Every customer now receives a digital invoice instead of the traditional paper invoice. The Company plans to extend this digital invoicing system to suppliers and jobbers. This initiative significantly reduced paper consumption and reduced paper waste.

Elimination of plastic bags

The Company replaced plastic bags with paper bags at the store level. This change is a part of an ongoing commitment to sustainability and reducing environmental impact. By switching to paper bags, the Company minimised plastic waste and promoted the use of eco-friendly materials. This initiative not only supported environmental goals but also helped provide customers with sustainable packaging options.

ESG highlights, FY 2023-24

Environment	Social	Governance
Total GHG emission: **822.25** tCO2e	Total workforce: **1035**	**5** Committees to drive corporate governance within the organisation
GHG intensity: **0.06** tCO2e/₹ Million	Diversity and inclusion: **15%** women in our total workforce	
Water intensity: **0.011** Kilolitres/₹ Million	Occupational Health & Safety: **Zero** fatality at our premises	
Waste management: **13180** kg of plastic waste recycled	Learning and development: **100%** coverage for employees and workers on BRSR	
	Supply chain: **66%** input materials Sourced from MSMEs/small producers.	

Social commitment

At Vedant Fashions, we recognise the significance of strong relationships in driving our business. The stability and strength of these relationships contribute to making our business stable. We attribute our outperformance to the dedication and passion of experienced and young employees.

Employees: Vedant Fashions invested in recruitment, retention, training and safety measures to enhance operational efficiency, effectiveness and safety protocols.

Customers and vendors: Vedant Fashions strengthened its partnerships with vendors supplying capital equipment, raw materials and primary customers. To accommodate the diverse range of materials, the Company collaborated with a variety of resource providers.

Community: The Company is actively involved with the local community to expand the sphere of prosperity through targeted interventions aligned with the sustainable development goals.

Governance commitment

Overview

Vedant Fashions has endured across economic cycles, policy changes and consumer preferences on account of its governance bedrock.

Governance at our Company is about doing the right thing (as distinct from doing things the right way). This has established clarity of how we will engage with our stakeholders and what they may expect from us.

Clarity: We are engaged in a business to design, manufacture and market Indian wear. Given the vastness of the addressable market and a sustained growth in that space, we do not intend to diversify into unrelated business. Our principal focus is on putting Indian wear in every wardrobe.

Process-driven: We focus on the 'how' over the 'what'. We represent a balance of promoter engagement and professionalised management. We created a meritocratic culture comprising professionals possessing competence and qualifications. This approach has been complemented by a framework of processes, audits, IT investment, checks and balances that has translated into systemic predictability and relatively de-risked scalability.

Board of Directors: We place a premium on Board composition, comprising achievers of standing. These individuals have brought to our table a complement of values, bandwidth, business understanding and strategic direction. We aggregated a Board comprising a balance of Independent and non-Independent Directors leading to a free flow of perspectives for the Company's benefit.

Credibility: We put a premium on credibility - credibility in delivering what the customer wants, when it wants. We practiced a conservative interpretation of accounting policies resulting in credible financials that inspired trust. We created an operating discipline marked by a complete alignment with compliances and the laws of the land.

Ethical standard: We profess a zero tolerance for integrity transgressions; there is a commitment to recruit and appraise talent without prejudice; we are committed to protect environment integrity and run the organisation in a professionally progressive manner.

"At Vedant Fashions, we take pride in maintaining the highest standards of governance. Our long-standing relationship with Big 4 auditors for over a decade is a testament to our transparency, accountability, and integrity in financial reporting. This partnership underscores our dedication to deepening trust and respect within the corporate landscape."

Rahul Murarka
Chief Financial Officer

Long-term: We are engaged in our business for the long-term. We have resisted the temptation of seeking a short-term arbitrage; we are driven by a commitment to enhance value in a sustainable way.

Stakeholder value: We are engaged in business for the benefit of all stakeholders: our customers must benefit from business-strengthening products and service; our employee must derive holistic career fulfillment; our investor must generate superior returns; our vendors must benefit through the stable outsourcing; our community must benefit from our responsible presence; our government must benefit through the payment of taxes and livelihood creation.

Best over big: We believe that success is derived from being the best at what we can do. This is of critical relevance in the capital-intensive textile apparel retail sector marked by a perception that scale is more important than scope. We believe that the most passionately run textile apparel retail companies can deliver high technology-driven operating efficiencies (as in our case). As an extension of this conviction, we believe that core competence enhances brand acceptance, offtake velocity, operational efficiency and profitability leading to a reinvestment cycle that enhances scale: passion generating scale and sustainability and not the other way around.

Focused: We are an apparel retail player that has selected to specialise around Indian wear. This relatively focused field of competence represents our biggest insurance against mortality; the specialisation has strengthened our brand in a progressively generic and commoditised world, reinforcing customer accretion and retention.

Governance committees

5

Number of committees established to drive governance within the organisation

Policies

15

Number of policies covering various ESG aspects

Relationships: We have selected to carve away a larger customer wallet share. This has warranted integration deeper into customer plans, designing customised products, enhancing our service responsiveness and graduating from just another apparel retail company to a distinctive one.

Controlled growth: We have selected to grow our business to the extent our Balance Sheet and brand can permit without compromising quality or realisations; this controlled approach (where only accruals are being reinvested) has ensured our liquidity and profitability through market cycles.

Strong governance: Our governance is rooted in strong ethics and forward-looking policies, reflecting our culture and relationships with stakeholders.

Sedex Members Ethical Trade Audit (SMETA)

We conduct SMETA audits to assess labour standards, health and safety and environmental compliance. In FY 2022-23, we successfully conducted these audits at one of our premises, ensuring a compliance with legislation and continuous performance improvement.

Inventory management through technological intervention

We implemented an algorithm-based inventory management system providing real-time monitoring across all locations. This system optimises inventory replenishment, aligns with our commitment to sustainability by reducing overstocking and minimises waste generation.

The management's perspective

"At our Company, Environmental, Social and Governance (ESG) is a commitment to holistic responsibility, enhancing value and protecting the interests of all stakeholders. Within this, our social responsibility is about extending our prosperity across a larger number of stakeholders. The coming together of these priorities is helping us deepen our business sustainability and societal respect."

Navin Pareek
Company Secretary and Compliance Officer

Board of Directors

RAVI MODI
Chairman and Managing Director

Mr. Ravi Modi, the Chairman and Managing Director of our Company, has been a driving force behind our sustained growth and success. He has studied commerce from St. Xavier's College, Kolkata. Mr. Modi has been associated with our Company since inception, bringing with him a wealth of experience and expertise spanning over two decades.

He supervises the design and marketing operations of our Company and together with our senior management, is responsible for the execution of strategies related to these functions.

Under his leadership, we have ramped up our digitalisation efforts by building a strong online presence through our own website, and strategic alliances with leading e-commerce platforms.

Mr. Modi's contributions have not gone unnoticed, as he has been recognised with numerous awards and recognitions. He was awarded EY Entrepreneur of the Year 2022 under the Consumer Products and Retail category, a prestigious award in the business world, in addition to his previous recognitions such as the Entrepreneur of the Year Award in Trading Business - Retailer at the Entrepreneur Awards 2016, organised by ET Now and Franchise India. He was a finalist at the 2016 Entrepreneur of the Year Awards, organised by Ernst & Young. He has received the 'Bravery and Entrepreneur Award' and Certificate of Honour as the Top Entrepreneur of India by the Parwaz Media Group in 2015. He has been recognised with the Emerging Leader Award at the CMA Management Excellence Awards, 2015. He was awarded the Retail Leadership Award at the Awards for Retail Excellence at the Asia Retail Congress organised by ET Now in 2013. He was awarded the Jewels of Rajasthan award in 2012, presented by Maneesh Media Agency. He has been recognised with the Young Retailer of the Year award at the Asia Retail Congress, 2012. He has been recognised as one of the Retail Icons of India by the Images Group in 2019.

Mr. Modi is also a co-founder and trustee of Ashoka University and a trustee of Manas Foundation. He has been recognised by Forbes India as being one of the thirteen business leaders who have built big businesses without relying on external investors - Bootstrapped Bosses. He has also been recognised for his work by online platforms such as the International Retail Forum, Yourstory and CEOInsightsIndia. Under his innovative and strategic leadership, the Company has not only positioned itself as a leading brand in the Indian celebration and wedding wear industry, and has become synonymous with excellence and customer-centricity in the global retail landscape.

Mr. Modi supervises the design and marketing operations of our Company and together with our senior management, is responsible for the execution of strategies concerning such functions.

SHILPI MODI
Whole-time Director

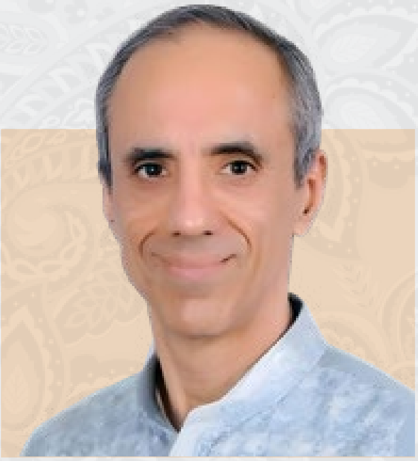
Shilpi Modi is a Whole-time Director a Vedant Fashions. She has studied commerce from Allahabad University. With over 25 years of extensive experience in the garment industry, Shilpi has played a pivotal role in the Company since inception. She oversees the Company's product lifecycle and collaborates with the senior management to implement strategic initiatives pertaining to these critical areas.

SUNISH SHARMA
Non-Executive Director

Sunish Sharma is the Founder and Managing Partner of Kedaara Capital. He holds the position of Non-Executive Director in the Company. He earned his Bachelor's degree in commerce (Honours) from the University of Delhi and is a qualified Cost Accountant, and did his MBA (Gold Medallist) from the Indian Institute of Management, Calcutta. He has been profiled as one of 'Asia's 25 most influential people in private equity' by Asian Investor. Sunish possesses 26 years of experience encompassing the full life cycle of private equity in India across financial services, consumer, business services and technology, health and industrial sectors across the private and public markets. He held senior leadership positions at McKinsey & Co. and General Atlantic Partners Private Limited before founding Kedaara Capital in 2012. Kedaara Capital advises / manages ~USD 5.5 Billion AUM. He has served on several Boards over 20 years, and serves as a Director for Avanse Financial Services Ltd., Spandana Spoorthy Financial Limited and Care Health Insurance Limited. In the past, he served on other Boards/led investments in Lenskart, Mahindra Logistics, Manjushree, Bill Forge, Hexaware Limited, IndusInd Bank, Jubilant Lifesciences, Cyient Limited and IBS Software Service Limited.

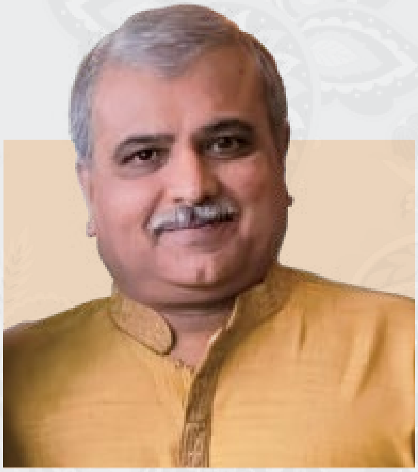
ABANTI MITRA
Independent Director

With over 23 years of experience, serves as an Independent Director on the Company's Board. She holds a bachelor's degree in business management from Andhra University and a postgraduate diploma in rural management from the Institute of Rural Management, Anand. Currently, she is a Director at Positron Consulting Services Private Limited, where she helps clients like PE/VC firms, DFIs, and start-ups enhance their performance. Abanti has also held managerial roles at ICICI Bank and Micro-Credit Ratings International, and she serves as an Independent Director for Spandana Spoorthy Financial Limited and Criss Financial Limited.



TARUN PURI
Independent Director

Tarun Puri serves as an Independent Director on the Vedant Fashions Board. He earned his Bachelor's degree (Honours) in Mechanical Engineering from the Birla Institute of Technology and Science, Pilani, and a post-graduate diploma in Management from the Indian Institute of Management, Calcutta. He is presently Senior Operating Partner of Lighthouse AMC Private Limited advising on investments and supporting portfolio companies to realise their long-term potential. This includes a wide array of companies from the retail, consumer durables, FMCG and footwear sectors, among others. He was a business leader for 30 years specializing in sustainable growth, business turnarounds, and maximizing team effectiveness at Unilever plc and Nike Inc. He most recently served as Vice President, Global Women's Sales, for Nike based in Portland, USA. His last assignment with Unilever was as Regional Vice-President for Haircare for South Asia and Southeast Asia.



MANISH MAHENDRA CHOKSI
Independent Director

Manish Mahendra Choksi is an Independent Director on the Board of the Company. He is a Bachelor of Chemical Engineering and an MBA with specialisation in Entrepreneurial Management and MIS Program from the University of Houston, USA. He has been a leader in the IT community and is an angel investor with an interest in companies that champion the cross-leverage of physical and e-commerce models with a focus on consumer, and artificial intelligence / data / analytics spaces.

He is non-executive Vice-Chairman on the Board of Directors of Asian Paints Limited. He has been associated with Asian Paints Limited since 1992 as an executive; he held various roles across the Sales, Information Technology, Supply Chain, Chemicals, International Business and HR functions at Asian Paints Limited. He is also Independent Director on the Board of Torrent Pharmaceuticals Limited, Birlasoft Limited and MSL Driveline Systems Limited and a Director in several unlisted companies; he also serves on the advisory boards of several start-ups. He serves on the global advisory board of Chiratae Ventures (formerly IDG Ventures), one of India's largest technology-focused venture capital companies.

Vedant Fashions' CSR commitment

CSR vision

We hope to help communities live with respect by actively contributing towards healthcare, education and overall development of people in need.

Overview

There is a growing acknowledgment that corporations must align their growth with the well-being of the communities they serve. Corporate Social Responsibility (CSR) is now regarded as a vital component of organisational success. As a result, there is increasing pressure for mandatory and comprehensive disclosures regarding CSR activities. Companies are largely concentrating on areas such as healthcare, education, and rural development to create a positive societal impact.

Vedant Fashions is dedicated to being a responsible corporate citizen by actively fostering inclusive societal growth. The Company's CSR initiatives prioritise healthcare, education, and the overall development of underprivileged communities. ₹7,45,17,722 was spent by the Company towards its CSR responsibility. Vedant Fashions remains committed to making a positive impact on society through various strategies and actions recommended by its CSR Committee and approved by the Board.

Vedant Fashions' long-term CSR outcomes

- Generated employment opportunities, reducing the unemployment rate
- Lowered school dropout rates
- Increased enrolment of female student
- Provided residential facilities for students in marginalised situations
- Enhanced healthcare services
- Reduced mortality rates
- Elevated the standard of living
- Supported marginalised communities, including SCs, STs and minorities, by addressing their health and education needs

Lives impacted

730
Parivaar Education Society

1907
Sunbird Trust

118
Narayana Hrudalaya Ltd – RTIICS

55
Eastern Indian Healthcare Foundation

75
Meridian Medical Research & Hospital LTD

1752
MUKTI

127
Kalinga Institute of Social Sciences

39
Ashoka University

6750
Friends of Tribal Society

14*
Akhand Jyoti Eye Hospital

** A major part of CSR contributions was made to Akhand Jyoti Eye Hospital for the construction of the general ophthalmology clinic (capex) and the balance amount was contributed towards performing free cataract surgeries.*

CSR initiatives, FY 2023-24

- The Company sponsored the cancer treatment of underprivileged patients at Medica Superspeciality Hospital, Kolkata.
- The Company supported non-cardiac treatment and surgeries of indigent patients at Narayana Superspeciality Hospital, Howrah.
- The Company collaborated with Rabindranath Tagore International Institute of Cardiac Sciences, Kolkata, for supporting the cardiac surgeries of vulnerable people.
- The Company provided financial assistance to 127 underprivileged tribal students studying at Kalinga Institute of Social Sciences ₹30,000/student with a total CSR fund of ₹38,10,000
- The Company financially aided 19 Mukti Support Schools for coaching support to underprivileged students from classes V-X in the Sundarban region of West Bengal, with a total CSR fund of ₹38,00,000
- The Company waived the tuition fees of 39 economically deprived and meritorious students at Ashoka University.
- The Company financially supported 260 children, at Parivaar Residential Institution located in West Bengal at an average cost of ₹38,470 amounting to a total CSR grant of ₹1,00,00,000 during FY 2023-24.
- The Company undertook the expenses of 470 resident children (boys) from underprivileged tribal families, at Parivaar residential institution located in Sandalpur village of Dewas district of Madhya Pradesh at an average cost of ₹32,100 amounting to a total CSR grant of ₹1,50,00,000 during FY 2023-24.
- The Company contributed ₹99,97,722 to Sunbird Trust for the construction of the second phase of Alpha Friendship School (AFS), Kachai in Manipur and sponsored the tuition and hostel fees of 1907 underprivileged students in the North-Eastern states of India
- The Company sponsored 250 Ekal Vidyalayas with the total CSR contribution amounting to ₹55,00,000. These 250 Ekal Vidyalayas supported 6750 number of students.

Case studies: transforming lives through CSR initiatives

1

In a remote village near Gangasagore, a 19-year-old young man was diagnosed with osteosarcoma of the left tibia, a severe form of bone cancer. He exhibited symptoms of fever, vomiting, and loss of appetite when he arrived at Medica Hospital. The young man's family had no regular source of income. Recognizing the urgency of the situation, Medica Hospital, with the support facilitated through Vedant Fashion's CSR initiatives, provided the immediate surgery necessary for his condition. This intervention was crucial not only for addressing his health crisis but also for ensuring that he could lead a normal life in the future. The surgery was successful and the young man recovered.

2

An 11-year-old boy was referred to Medica Hospital after a local doctor was unable to treat a tumor in his left thigh. His father, a house cleaner supporting a family of five, was overwhelmed by the situation. The boy underwent musculoskeletal oncosurgery at Medica Hospital. The surgery was successful and the boy made a 100% recovery.

3

At Alpha Friendship School, the introduction of Sunbird initiatives brought multifaceted support to many families. One parent shared her story, "My children were helped in many ways - like fees, water facility, hostel, nutrition programme, etc. They are also sponsoring my daughter's education at Don Bosco, something I would not have been able to do on my own."

VEDANT FASHIONS LIMITED

REGD OFFICE : 19, CANAL SOUTH ROAD, PARIDHAN GARMENT PARK,
SDF 1, 4TH FLOOR, A501-A502, KOLKATA 700015, WB (IN)
CIN: L51311WB2002PLC094677 **PHONE:** 033-61255353
WEBSITE: www.vedantfashions.com
EMAIL: secretarial@manyavar.com

NOTICE OF THE TWENTY-SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF VEDANT FASHIONS LIMITED

Notice is hereby given that the **Twenty-Second (22nd) Annual General Meeting ("AGM")** of the Members of Vedant Fashions Limited ("the Company") will be held on **Friday, the 30th day of August, 2024, at 3:00 P.M. (IST),** through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), to transact the following business(es):

ORDINARY BUSINESS(ES):

1. **Adoption of Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon**

   To receive, consider and adopt the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024, together with the Reports of the Board of Directors and the Auditors thereon.

   To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and Rules thereunder, the Audited Standalone Financial Statements of the Company for the Financial Year ended March 31, 2024, comprising the Balance Sheet as on March 31, 2024, Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended as on that date, together with the Annexures/ Schedules/Notes thereon and the Reports of Directors and Auditors thereon, as circulated to the Members, be and are hereby approved and adopted."

2. **Adoption of Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024 and the Report of the Auditors thereon**

   To receive, consider and adopt the Audited Consolidated Financial Statements of the Company for the financial year ended March 31, 2024, together with the Report of the Auditors thereon.

   To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 and Rules thereunder, the Audited Consolidated Financial Statements of the Company for the Financial Year ended March 31, 2024, comprising the Balance Sheet as on March 31, 2024, Statement of Profit and Loss, the Statement of Cash Flows and the Statement of Changes in Equity for the year ended as on that date, together with the Annexures/Schedules/Notes thereon and the Report of Auditors thereon, as circulated to the Members, be and are hereby approved and adopted."

3. **Declaration of Dividend**

   To declare a Dividend for the financial year ended March 31, 2024. The Board of Directors has recommended a Dividend of ₹ 8.50/- (Indian Rupees Eight and Paise Fifty only) per fully paid-up equity share of ₹ 1/- (Indian Rupee One only) each.

   To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

   "RESOLVED THAT pursuant to the provisions of Section 123 and other applicable provisions of the Companies Act, 2013, read with Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and as per the power entrusted in the provisions of the Articles of the Company, the members of the Company do hereby approve a final dividend at the rate of ₹ 8.50/- (Indian Rupees Eight and Paise Fifty only) per equity share of ₹ 1/- (Indian Rupee One only), to be paid out of the surplus in the profit and loss account or out of the profits of the Company for the year ended March 31, 2024, as the case may be and remit the same to the respective members.

   RESOLVED FURTHER THAT the Board of Directors of the Company (which shall include any Committee and/or officer(s) authorised thereto) be and are hereby authorised to take all necessary steps to ensure remittance of the dividend to the Shareholders after complying with provisions of the applicable law, if any and to do all such acts, deeds, matters and things as may be deemed necessary, desirable, proper and expedient for the purpose of giving effect to this resolution and for matters connected therewith or incidental thereto."

4. Re-appointment of Mrs. Shilpi Modi, as a Director liable to retire by rotation

To appoint a Director in place of Mrs. Shilpi Modi (DIN: 00361954), who retires by rotation and being eligible, offers herself for re-appointment.

To consider and, if thought fit, to pass, with or without modification(s) the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Shilpi Modi (DIN: 00361954), who retires by rotation and being eligible offers herself for reappointment, be and is hereby re-appointed as Whole-time Director of the Company, liable to retire by rotation."

SPECIAL BUSINESS:

5. Continuation of appointment of Mr. Sunish Sharma as Non-Executive Director of the Company

To approve continuation of appointment of Mr. Sunish Sharma (DIN: 00274432) as Non-Executive Director of the Company for the remaining period of his existing term i.e., up to March 31, 2027.

To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 152 of the Companies Act, 2013 ('the Act') read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('the SEBI Listing Regulations') (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the relevant provisions of the Articles of Association of the Company, recommendation and approval of the Nomination and Remuneration Committee ('NRC') and the Board of Directors of the Company, approval of the Members of the Company be and is hereby accorded for continuation of appointment of Mr. Sunish Sharma (DIN: 00274432) as Director (designated as Non-Executive and Non-Independent Director) of the Company for the remaining period of his existing term i.e., up to March 31, 2027 and that he shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company (which term shall be deemed to include any Committee thereof) be and is hereby authorised to do all such acts, deeds, matters and things as it may deem fit at its absolute discretion and to take all such steps as may be required in this connection including to alter or vary the terms of appointment and/or remuneration of Mr. Sunish Sharma, including increase or decrease in the monetary value thereof, to the extent recommended by the NRC from time to time as may be considered appropriate, in accordance with the provisions of the Act and/or SEBI Listing Regulations, to seek all necessary approvals to give effect to this Resolution, to sign and execute all deeds, applications, documents, papers, forms and writings that may be required, for and on behalf of the Company, to settle all such issues, questions, difficulties or doubts whatsoever that may arise and to take all such steps and decisions in this regard to give effect to this Resolution and for the matters connected therewith or incidental thereto."

Date: 29th July, 2024
Place: Kolkata

By Order of the Board of Directors,
VEDANT FASHIONS LIMITED

SD/-
NAVIN PAREEK
Company Secretary
(ICSI Memb. No. F10672)

Registered Office:
A501-A502, SDF-I, 4th Floor,
Paridhan Garment Park, 19, Canal South Road, Kolkata 700015, West Bengal (INDIA)
CIN- L51311WB2002PLC094677
Phone - 033 6125 5353
Website - *www.vedantfashions.com*

NOTES:

1. **Explanatory Statement:** The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("the Act") setting out material facts concerning the business under Item No. 5 of the accompanying Notice, are annexed hereto.

2. **Holding of AGM through VC/OAVM:** Ministry of Corporate Affairs ("MCA") has vide its circulars dated April 8, 2020, April 13, 2020, May 5, 2020, January 13, 2021, December 8, 2021, December 14, 2021, May 5, 2022, December 28, 2022, September 25, 2023 and the SEBI vide its circulars dated May 12, 2020, January 15, 2021, May 13, 2022 and January 5, 2023 and October 7, 2023(collectively referred to as "Applicable Circulars") permitted holding of the Annual General Meeting through VC/OAVM, without the physical presence of the Members at a common venue till September 30, 2024.

   In compliance with the applicable provisions of the Act, the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("the Listing Regulations") read with the Applicable Circulars, the Company has decided to convene the 22nd AGM as an e-AGM and the Members can attend and participate in 22nd AGM through VC/OAVM through log in credentials provided to them for the same. The deemed venue for 22nd AGM shall be the Registered Office of the Company, i.e., Paridhan Garment Park, 19 Canal South Road, SDF-1, 4th Floor, A501-A502, Kolkata - 700015.

3. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

4. Your Company has appointed KFin Technologies Limited ("KFin") to provide facility for voting through remote e-Voting, e-Voting during e-AGM and for participation in 22nd AGM through VC/OAVM Facility.

5. **Book Closure:** Pursuant to the provisions of Section 91 of the Act read with Rule 10 of the Companies (Management and Administration) Rules, 2014 and Regulation 42 of the Listing Regulations, the Register of Members and the Share Transfer Books will remain closed from Saturday, August 24, 2024 to Friday, August 30, 2024 (both days inclusive).

6. **Payment of Dividend:** The dividend, as recommended by the Board of Directors, if approved at the AGM, will be paid on or after Saturday, August 31, 2024 to those Members, whose names are registered in the Company's Register of Members:

a) as Beneficial Owners as at the end of business hours on Friday, August 23, 2024 as per the lists to be furnished by NSDL and CDSL in respect of the shares held in electronic form, and

b) whose names appear as Members in the Register of Members of the Company in physical form which are maintained with KFin having their address at Selenium Tower B, Plot Nos. 31 & 32, Financial District, Nanakramguda, Serilingampally Mandal, Hyderabad – 500032 on Friday, August 23, 2024.

The Company shall make the payment of dividend to those Members directly in their bank accounts whose bank account details are available with the Company and those who have given their mandate for receiving dividends directly in their bank accounts through the National Electronic Clearing Service ("NECS").

In case, the Company is unable to electronically transfer the dividend to any Member due to non-availability of their bank account details, the Company shall dispatch the dividend warrant/cheque to them by post.

Pursuant to Finance Act 2020, dividend income is taxable in the hands of members w.e.f. April 1, 2020 and the Company is required to deduct tax at source from dividend paid to members at rates prescribed in the Income-Tax Act, 1961 (the "IT Act"). For the prescribed rates for various categories, the members are requested to refer to the Finance Act, 2020 and amendments thereof. The members are requested to update their Residential Status, PAN and category as per the IT Act with the Company/KFin Technologies Limited (in case of shares held in physical mode) and Depositories Participants (in case of shares held in demat mode).

For resident shareholders, taxes shall be deducted at source under Section 194 of the IT Act as follows:

Members having valid Permanent Account Number (PAN)	10%* or as notified by the Government of India (GOI)
Members not having PAN/ valid PAN/operative PAN	20% or as notified by the GOI

* As per the Finance Act, 2021, Section 206AB has been inserted effective July 1, 2021, wherein the higher rate of tax (twice the specified rate) would be applicable on payment made to a shareholder who is classified as 'Specified Person' as defined under section 206AB of the Finance Act, 2021 i.e. 20%.

* As per section 139AA of the IT Act, every person who has been allotted a PAN and who is eligible to obtain Aadhaar, shall be required to link the PAN with Aadhaar. In case of failure to comply with this, the PAN allotted shall be deemed to be invalid/inoperative and he shall be liable to all consequences under the IT Act and tax shall be deducted at the higher rates as prescribed under the IT Act.

However, no tax shall be deducted on the dividend payable to a resident individual if the total dividend to be received by them during the financial year 2024-25 does not exceed ₹ 5,000 and also in cases where members provide Form 15G/Form 15H (applicable to individuals aged 60 years or more) subject to conditions specified in the Income Tax Act. Registered Resident members may also submit any other document as prescribed under the Income Tax Act to claim a lower/

Nil withholding tax. PAN is mandatory for members providing Form 15G/15H or any other document as mentioned above. A Resident individual member with PAN and who is not liable to pay income tax can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source, by uploading with KFin at ***https://ris.kfintech.com/form15*** or email to ***einward.ris@kfintech.com*** or ***complianceofficer@manyavar.com***.

With respect to shareholders being Mutual Funds, self-attested copy of registration certificate with SEBI and PAN card along with self-declaration that the mutual fund is notified mutual fund u/s 10(23D) (ii) of IT Act, 1961 will be required for non-deduction of TDS.

With respect to shareholders being Insurance Companies, documentary evidence that the provisions of Section 194 of the IT Act, 1961 are not applicable along with self-attested copy of PAN card and registration certificate with the IRDA will be required for non-deduction of TDS.

With respect to shareholders submitting order under Section 197 of the IT Act, lower/NIL withholding tax certificate obtained from Income Tax authorities along with self-attested copy of PAN card will be required. Accordingly, rate of tax mentioned in the order under Section 197 of the IT Act will be taken for the purpose of withholding tax.

With respect to shareholders being Alternative Investment Fund (AIF), a declaration that its income is exempt under Section 10(23FBA) of the IT Act and that they are established as Category I or Category II AIF under the SEBI Regulations will be required. Further, self-attested copy of registration documents and PAN card will also be required for non-deduction of TDS.

In case of entities exempt under Section 10 of the IT Act, the authorized signatory shall submit the declaration duly signed with stamp affixed for the purpose of claiming exemption from TDS (entities as provided in Circular No.18 of 2017 dated 29 May, 2017) along with self-attested copy of PAN card.

With respect to shareholders being corporation established by or under a Central Act/State Act which is, under any law for the time being in force, exempt from income- tax on its income including entities in which such corporations are the beneficial shareholders, any documentary evidence that the person is covered under section 196 of the Act along with self-declaration and self-attested copy of PAN card.

Non-resident shareholders [including Foreign Institutional Investors (FIIs)/Foreign Portfolio Investors (FPIs)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. copy of PAN Card, No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, electronically filed Form 10F or, any other document which may be required to avail the tax treaty benefits.

The Company is not obligated to automatically apply the Tax Treaty rates at the time of tax deduction/withholding on dividend amounts. Application of Tax Treaty rate shall depend upon the completeness and satisfactory review by the Company, of the documents submitted by the non-resident shareholders.

In case of Foreign Institutional Investors/Foreign Portfolio Investors, tax will be deducted under Section 196D of the IT Act @ 20% (plus applicable surcharge and cess).

For other non-resident shareholders without PAN/Invalid PAN/non-compliance of Section 206AB of the Act, tax shall be deducted at higher rates mentioned in section 206AA/206AB of the IT Act plus applicable surcharge and cess.

For non-resident shareholders, where Section 206AA and Section 206AB both are applicable on the same shareholder, higher of the applicable rate shall be deducted, i.e., 40% (plus surcharge and cess)

In terms of Rule 37BA of the Income Tax Rules 1962, if dividend income on which tax has been deducted at source is assessable in the hands of a person other than the deductee, then such deductee should send a duly signed declaration with details of actual beneficial owner in excel sheet.

For this purpose the shareholder may submit the above documents (PDF/JPG Format) by uploading with KFin at ***https://ris.kfintech.com/form15*** or email to ***einward.ris@kfintech.com*** or ***complianceofficer@manyavar.com***. The aforesaid declarations and documents need to be submitted by the shareholders on or before Saturday, August 24, 2024.

Members may please note that in case the tax on said dividend is deducted at a higher rate in delay/absence of receipt of aforesaid documents, non-compliance of prescribed procedure or insufficiency of the details/documents from you, an option is available to you to file the return of income as per IT Act and claim appropriate refund, if eligible, but the Company shall not be liable for such taxes deducted. Shareholders, whose valid PAN is updated, will be able to see the credit of TDS in Form 26AS, which can be downloaded from their e-filing account.

7. **Appointment/Re-appointment/Fixation of Remuneration of Directors:** Pursuant to the provisions of 36(3) of the Listing Regulations and the Secretarial Standard on General Meetings ('SS2'), the relevant information in respect of the Directors seeking appointment/re-appointment/fixation of remuneration at the AGM is attached as an Annexure and forms an integral part of this Notice.

8. **Dispatch of Annual Report through Electronic Mode & Procedure for obtaining the Annual Report, AGM Notice, and e-voting instructions by Members whose email addresses are not registered with the Depositories/not submitted to the RTA:**

   Pursuant to Section 101 and Section 136 of the Act read with the relevant Rules made thereunder, to support the "Green Initiative" announced by the Government of India; read with Applicable Circulars, the Annual Report 2023-24 including Notice of e-AGM is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. It is accordingly requested that those members who have not yet registered their email addresses are requested to get their email addresses registered by following the procedure given below:

   Procedure for Registration of email and Mobile (for securities in physical mode):

   Physical shareholders are hereby notified that based on SEBI Circular number: SEBI/HO/MIRSD/POD-1/P/CIR/2024/37, dated May 07, 2024, all holders of physical securities in listed companies shall register the postal address with PIN for their corresponding folio numbers. It shall be mandatory for the security holders to provide mobile number. Moreover, to avail online services, the security holders can register e-mail ID. Holder can register/update the contact details through submitting the requisite ISR 1 form along with the supporting documents.

   ISR 1 Form can be obtained by following the link: ***https://ris.kfintech.com/clientservices/isc/default.aspx*** or from the website of the Company at ***https://www.vedantfashions.com/wp-content/uploads/2024/04/Form-ISR-1.pdf***

   ISR Form(s) and the supporting documents can be provided by any one of the following modes:

   a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

   b) Through hard copies which are self-attested, which can be shared on the address below; or

      Name: KFIN Technologies Limited

      Address: Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

   c) Through electronic mode with e-sign by following the link: ***https://ris.kfintech.com/clientservices/isc/default.aspx#***

   Detailed FAQ can be found on the link: ***https://ris.kfintech.com/faq.html***

   For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

   A. In case of any query and/or assistance required, relating to attending the Meeting through VC/OAVM mode, members may refer to the Help & Frequently Asked Questions (FAQs) and 'AGM VC/OAVM' user manual available at the download Section of ***https://evoting.kfintech.com*** or contact Mr. Ganesh Chandra Patro, Asst. Vice President, KFin at the email ID ***evoting@kfintech.com*** on KFin's toll free No.: 1-800-309-4001 for any further clarifications/technical assistance that may be required.

      Further, the Annual Report 2023-24 including Notice of 22nd AGM will be available on the Company's corporate website at ***www.vedantfashions.com***. The same can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at ***www.bseindia.com*** and National Stock Exchange of India Limited at ***www.nseindia.com*** and on the website of KFin at ***https://evoting.kfintech.com***.

      However, the Shareholders of the Company may request physical copy of the Annual Report (inclusive of AGM Notice) from the Company by sending a request at ***complianceofficer@manyavar.com***, in case they wish to obtain the same.

9. **Proxy & Authorized Representative:** Pursuant to Section 105 of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf, who may or may not be a Member of the Company. In terms of the Applicable Circulars, since the physical attendance of Members has been dispensed with, there is no requirement of appointment of proxies. Accordingly, the facility of appointment of proxies by Members under Section 105 of the Act will not be available for the 22nd AGM, and hence the Proxy Form and Attendance Slip are not annexed to this Notice.

   However, in pursuance of Section 112 and Section 113 of the Act, Institutional/Corporate Shareholders (i.e., other than individuals/HUF, NRI, etc.) are required to send a scanned copy (PDF/JPG Format) of its Board or governing body Resolution/Authorization etc., authorizing its representative to attend the e-AGM on its behalf and to vote either through remote e-voting or during the e-AGM. The said Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at *info@mandaassociates.in* with a copy marked to *evoting@kfintech.com* and *secretarial@manyavar.com*.

10. **Attending the AGM:** Pursuant to the provisions of the circulars of AGM on the VC/OAVM:

    A. Members can attend the meeting through log in credentials provided to them to connect to Video Conferencing. Physical attendance of the Members at the Meeting venue is not required.

    B. The Members can join e-AGM 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice.

    C. As per the Applicable Circulars up to 1,000 Members will be able to join e-AGM on a first-come-first-served basis. However, the large shareholders (i.e., shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committee, Auditors, etc. can attend e-AGM without any restriction on account of first-come-first- served principle.

    D. Member's log-in to the Video Conferencing platform using the remote e-voting credentials shall be considered for record of attendance of such member for e-AGM and such Member attending the Meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.

11. **Procedure/Instructions for joining the e-AGM through VC/OAVM:**

    A. Member will be provided with a facility to attend the e-AGM through Video Conferencing platform provided by KFin, which can be accessed at *https://emeetings.kfintech.com/* by clicking "Video Conference" and login by using the remote e-voting credentials. The link for e-AGM will be available in 'shareholders/members' login where the EVENT and the Name of the Company can be selected.

    B. Please note that the Members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice.

    C. Members are encouraged to join the Meeting through Desktop/Laptops with Google Chrome for better experience.

    D. Further, Members will be required to allow camera when they speak and hence Members are requested to use high speed Internet to avoid any disturbance during the meeting.

    E. Please note that Participants connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

    F. Members who will be present in the e-AGM and have not cast their vote through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting at the e-AGM. Please use your login credentials for accessing both the remote e-voting and e-AGM through VC/OAVM platform. If you forget your password, you can reset your password by using "Forgot user details/Password" option available on *https://evoting.kfintech.com*.

12. **Procedure to raise questions/seek clarifications with respect to the Annual Report**

    A. Submission of Questions/queries prior to e-AGM: Members desiring any additional information with regard to Accounts/Annual Reports or having any other question or query are requested to write to the Company Secretary on the Company's email id i.e. *secretarial@manyavar.com* at least 2 days before the date of the e-AGM so as to enable the Management to keep the information ready. Please note that, members questions will be answered only if they continue to hold the shares as of cut-off date. Alternatively, Members holding shares as on cut-off date may also visit *https://evoting.kfintech.com* and click on the tab "Post Your Queries Here" to post their queries/views/questions in the window provided, by mentioning their name, demat account number/folio number, email ID, mobile number. The window shall be activated during the remote e-voting period and shall be closed 24 hours before the time fixed for the e-AGM.

    B. Speaker Registration before e-AGM: In addition to above, speaker registration may also be allowed during the remote e-voting period. Members who wish to register as speakers are requested to visit *https://emeetings.kfintech.com/* and click on 'Speaker Registration' during this period. Only those Members who have registered themselves as a speaker will be allowed to express their views/ask questions during the e-AGM and may have to allow camera access during the e-AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the e-AGM. Members shall be provided with a 'queue number' before the e-AGM. Members are requested to remember the same and wait for their turn to be called by the Chairman of the meeting during the Question Answer Session.

C. Due to limitations of transmission and coordination during the e-AGM, the Company may have to dispense with or curtail the Speaker Session and/or limit the number of Speakers at its discretion, hence shareholders are encouraged to send their questions etc. in advance as provided hereinabove. Please note that, Members' questions will be answered only if they continue to hold shares as on the cut-off date.

13. **Electronic voting:** Pursuant to the provisions of Section 108 of the Act read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended), Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India ("ICSI") and Regulation 44 of Listing Regulations read with Applicable Circulars, the Company is providing "remote e-Voting" facility to its Members in respect of the business to be transacted at 22nd AGM. The instructions for remote e-voting are mentioned herein.

    As per the SEBI circular dated December 09, 2020, on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

14. **Remote E-Voting:** The remote e-voting period commences on Tuesday, August 27, 2024 from 9.00 a.m. IST and ends on Thursday, August 29, 2024, at 5.00 p.m. IST and Members holding shares either in physical form or in dematerialized form, as on cut-off date, may cast their votes electronically. The remote e-voting module shall be disabled thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently. A person who is not a Member as on the cut-off date should treat this Notice for information purpose only.

15. **Voting during the e-AGM:** Only those Members, who will be attending the e-AGM and who have not already cast their votes by remote e-voting prior to the meeting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system at e-AGM. Members who have cast their votes by remote e-voting prior to the meeting, may attend e-AGM but shall not be entitled to cast their votes again at the meeting. Kindly refer remote e-voting instruction to understand e-voting during the e-AGM.

    The procedure for e-voting during the AGM is same as the instructions mentioned above for remote e-voting since the AGM is being held through VC/OAVM. The e-voting window shall be activated upon instructions of the Chairman of the AGM during the AGM. E-voting during the AGM is integrated with the VC/OAVM platform, and no separate login is required for the same.

16. Voting Rights shall be reckoned on the paid-up value of equity shares registered in the name of the Members as on the cut-off date i.e., Friday, August 23, 2024. A person, whose name is recorded in the Register of Members or in the Register of beneficial owners (in case of electronic shareholding) maintained by the depositories as on the cut-off date, i.e., Friday, August 23, 2024, only shall be entitled to avail the facility of remote e-voting provided to cast votes or for participation and voting in the e-AGM.

17. **Instructions for Voting through electronic means (Remote e-voting)**

    A. Access to Depositories e-voting system in case of individual Members holding shares in demat mode.

Type of Member		Login Method
Individual Members holding securities in demat mode with NSDL	**1.**	**Existing Internet-based Demat Account Statement ("IDeAS") facility Users:**
	i.	Visit the e-services website of NSDL ***https://eservices.nsdl.com*** either on a personal computer or on a mobile.
	ii.	On the e-services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. Thereafter enter the existing user id and password.
	iii.	After successful authentication, Members will be able to see e-voting services under 'Value Added Services'. Please click on "Access to e-voting" under e-voting services, after which the e-voting page will be displayed.
	iv.	Click on company name i.e., 'Vedant Fashions Limited' or e-voting service provider ("ESP") i.e., KFin.
	v.	Members will be re-directed to KFin's website for casting their vote during the remote e-voting period and voting during the AGM.

Type of Member	Login Method	
	2.	**Those not registered under IDeAS:**
	i.	Visit *https://eservices.nsdl.com* for registering.
	ii.	Select "Register Online for IDeAS Portal" or click at *https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp*.
	iii.	Visit the e-voting website of NSDL *https://www.evoting.nsdl.com/*.
	iv.	Once the home page of e-voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open.
	v.	Members will have to enter their User ID (i.e., the sixteen-digit demat account number held with NSDL), password/OTP and a verification code as shown on the screen.
	vi.	After successful authentication, Members will be redirected to NSDL Depository site wherein they can see e-voting page.
	vii.	Click on company name i.e., Vedant Fashions Limited or ESP name i.e., KFin after which the Member will be redirected to ESP website for casting their vote during the remote e-voting period and voting during the AGM.
	viii.	Members can also download the NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience. 
Individual Members holding securities in demat mode with CDSL	**1.**	**Existing user who has opted for Electronic Access To Securities Information ("Easi/Easiest") facility:**
	i.	Visit *https://web.cdslindia.com/myeasitoken/home/login*
	ii.	Click on New System My easi.
	iii.	Login to Myeasi option under quick login
	iv.	Login with the registered user ID and password.
	v.	Members will be able to view the e-voting Menu.
	vi.	The Menu will have links of KFin e-voting portal and will be redirected to the e-voting page of KFin to cast their vote without any further authentication.
	2.	**User not registered for Easi/Easiest**
	i.	Visit *https://web.cdslindia.com/myeasitoken/home/login* for registering.
	ii.	Proceed to complete registration using the DP ID, Client ID (BO ID), etc.
	iii.	After successful registration, please follow the steps given in point no. 1 above to cast your vote.
	3.	**Alternatively, by directly accessing the e-voting website of CDSL**
	i.	Visit *www.cdslindia.com*
	ii.	Provide demat account number and PAN.
	iii.	System will authenticate user by sending OTP on registered mobile and email as recorded in the demat account.
	iv.	After successful authentication, please enter the e-voting module of CDSL. Click on the e-voting link available against the name of the Company, viz. 'Vedant Fashions Limited' or select KFin.

Type of Member		Login Method
	v.	Members will be re-directed to the e-voting page of KFin to cast their vote without any further authentication
Individual Members login through their demat accounts/Website of DP	i.	Members can also login using the login credentials of their demat account through their DP registered with the Depositories for e-voting facility.
	ii.	Once logged-in, Members will be able to view e-voting option.
	iii.	Upon clicking on e-voting option, Members will be redirected to the NSDL/ CDSL website after successful authentication, wherein they will be able to view the e-voting feature.
	iv.	Click on options available against Vedant Fashions Limited or KFin.
	v.	Members will be redirected to e-voting website of KFin for casting their vote during the remote e-voting period without any further authentication.

Important note: Members who are unable to retrieve User ID/Password are advised to use Forgot User ID and Forgot Password option available at respective websites.

Helpdesk for Individual Members holding securities in demat mode for any technical issues related to login through NSDL/CDSL:

Login type	Helpdesk details
Securities held with NSDL	Please contact NSDL helpdesk by sending a request at ***evoting@nsdl.co.in*** or call at toll free no.: **1800 1020 990 and 1800 22 44 30**
Securities held with CDSL	Please contact CDSL helpdesk by sending a request at ***helpdesk.evoting@cdslindia.com*** or contact at **022- 23058738 or 022-23058542-43**

B. Access to KFin e-voting system in case of Members holding shares in physical and non-individual Members in demat mode

(1) Members whose email IDs are registered with the Company/DPs, will receive an email from KFin which will include details of e-voting Event Number ("EVEN"), USER ID and password.

They will have to follow the following process:

i. Launch internet browser by typing the URL: ***https://evoting.kfintech.com/***

ii. Enter the login credentials (i.e., User ID and password). In case of physical folio, User ID will be EVEN xxxx, followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if a Member is registered with KFin for e-voting, they can use their existing User ID and password for casting the vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. Members will now reach password change Menu wherein they are required to mandatorily change the password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@, #, $, etc.,). The system will prompt the Member to change their password and update their contact details viz. mobile number, email ID etc. on first login. Members may also enter a secret question and answer of their choice to retrieve their password in case they forget it. It is strongly recommended that Members do not share their password with any other person and that they take utmost care to keep their password confidential.

v. Members would need to login again with the new credentials.

vi. On successful login, the system will prompt the Member to select the "EVENT" i.e., 'Vedant Fashions - AGM" and click on "Submit"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the cut-off date under "FOR/ AGAINST" or alternatively, a Member may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed the total shareholding as mentioned herein above. A Member may also choose the option ABSTAIN. If a Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat account.

ix. Voting must be done for each item of the Notice separately. In case Members do not desire to cast their vote on any specific item, it will be treated as abstained.

x. A Member may then cast their vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once a Member has voted on the resolution(s), they will not be allowed to modify their vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

(2) Members whose email IDs are not registered with the Company/DPs, and consequently the Annual Report, Notice of AGM and e-voting instructions cannot be serviced, will have to follow the following process:

i. Members who have not registered their email address, thereby not being in receipt of the Annual Report, Notice of AGM, and e-voting instructions, may get their email address and mobile number submitted with KFin, by registering/updating the contact details through submitting the requisite ISR 1 form along with the supporting documents.

ISR 1 Form can be obtained by following the link: *https://ris.kfintech.com/clientservices/isc/default.aspx*

ISR Form(s) and the supporting documents can be provided by any one of the following modes:

a) Through 'In Person Verification' (IPV): the authorized person of the RTA shall verify the original documents furnished by the investor and retain copy(ies) with IPV stamping with date and initials; or

b) Through hard copies which are self-attested, which can be shared on the address below; or

Name: KFIN Technologies Limited

Address: Selenium Building, Tower-B, Plot No 31 & 32, Financial District, Nanakramguda, Serilingampally, Hyderabad, Rangareddy, Telangana India - 500 032.

c) Through electronic mode with e-sign by following the link: *https://ris.kfintech.com/clientservices/isc/default.aspx#*

Detailed FAQ can be found on the link: *https://ris.kfintech.com/faq.html*.

For more information on updating the email and Mobile details for securities held in electronic mode, please reach out to the respective DP(s), where the DEMAT a/c is being held.

ii. Members are requested to follow the process as guided to capture the email address and mobile number for receiving the soft copy of the AGM Notice and e-voting instructions along with the User ID and Password. In case of any queries, Members may write to *einward.ris@kfintech.com*.

After receiving the e-voting instructions, please follow all the above steps to cast your vote by electronic means.

C. Access to join the AGM on KFin system and to participate and vote thereat.

i. Members will be able to attend the AGM through VC/OAVM platform provided by KFin. Members may access the same at *https://emeetings.kfintech.com/* by using the e-voting login credentials provided in the email received from the Company/KFin.

ii. After logging in, click on the Video Conference tab and select the EVEN of the Company.

iii. Click on the video symbol and accept the meeting etiquettes to join the meeting. Please note that Members who do not have the user id and password for e-voting or have forgotten the same may retrieve them by following the remote e-voting instructions mentioned above.

Other Instructions:

I. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the Depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM.

II. Any person who acquires shares of the Company and becomes a Member of the Company after dispatch of the Notice of AGM and holding shares as of the cut-off date i.e., Friday, August 23, 2024, may obtain the User ID and Password in the manner as mentioned below:

a. If the mobile number of the Member is registered against Folio No./DP ID Client ID, the Member may send SMS: MYEPWDE-voting Event Number + Folio No. or DP ID Client ID to +91 9212993399

   Example for NSDL:
   MYEPWD IN12345612345678

   Example for CDSL:
   MYEPWD 1402345612345678

   Example for Physical:
   MYEPWD XXXX1234567890

b. If email ID of the Member is registered against Folio No./DP ID Client ID, then on the home page of *https://evoting.kfintech.com*, the Member may click 'Forgot password' and enter Folio No. or DP ID Client ID and PAN to generate a password.

c. Members may call KFin toll free number 1800 309 4001.

d. Members may send an email request to: *evoting@kfintech.com*. If the Member is already registered with the KFin e-voting platform, then such Member can use his/her existing User ID and password for casting the vote through remote e-voting

General Information

18. **Documents for inspection:** The relevant documents referred to in this Notice are available for inspection by the Members through electronic mode. The Members may write to the Company at *secretarial@manyavar.com* in that regard, by mentioning "Request for Inspection" in the subject of the Email.

    The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act and the Certificate from Auditors of the Company in accordance with the Securities and Exchange Board of India (Share Based Employee Benefits & Sweat Equity) Regulations, 2021, will also be made available for inspection by the Members on request made as above.

19. The Board of Directors of the Company has appointed Mr. Anil Kumar Dubey, Partner, M/s. M & A Associates, Practicing Company Secretaries, Kolkata, as the Scrutinizer to scrutinize the voting including remote e-voting process in a fair and transparent manner, and he has communicated his willingness for appointment and availability for this purpose.

20. The Scrutinizer shall, immediately after the conclusion of voting at the meeting, first count the votes cast vide e-voting at the e-AGM and thereafter, unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company, and make a consolidated Scrutinizer's report of the total votes cast in favor or against, if any, and submit the same to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of voting forthwith.

21. Once declared, the Results along with the consolidated Scrutinizer's report will be placed on the Company's website at *www.vedantfashions.com* and website of KFin at *https://evoting.kfintech.com*. The Company shall forward the results to BSE Limited and the National Stock Exchange of India Limited, where the shares of the Company are listed, as also displayed in the Notice Board at the Registered Office of the Company, within 2 working days from the conclusion of the meeting. The Results on resolutions shall be declared not later than 2 working days from the conclusion of the meeting of the Company and subject to the receipt of requisite number of votes, the resolutions shall be deemed to be passed on the meeting date i.e., Friday, August 30, 2024.

22. **KPRISM- Mobile service application by KFin:** Members are requested to note that KFin has launched a mobile application - KPRISM and website *https://kprism. KFintech.com/app/*for online service to Members. Members can download the mobile application, register themselves (one time) for availing host of services viz., consolidated portfolio view serviced by KFin, dividend status and send requests for change of address, change/update bank mandate. Through the mobile application, Members can download annual reports, standard forms and keep track of upcoming general meetings and dividend disbursements. The mobile application is available for download from Android Play Store.

23. **Submission of PAN:** The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their DPs with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company or to KFin.

24. **Updation of Members' Details:** The format of the Register of Members prescribed by the MCA under the Act requires the Company/Registrars and Share Transfer Agents to record additional details of Members, including their PAN details, email address, bank details for payment of dividend, etc. This request should be submitted in Form ISR-1 which is available on the Website of the Company at *https://www.vedantfashions.com/wp-content/uploads/2024/04/Form-ISR-1.pdf*. Members holding shares in physical form are requested to submit the filled in form to KFin

in physical mode, as per the instructions mentioned in the form. Members holding shares in electronic form are requested to submit the details to their respective Depository Participants.

25. SEBI has mandated furnishing of PAN, KYC details (i.e. postal address with pin code, email address, mobile number, bank account details) and nomination details by all shareholders holding shares in physical form. The investor service requests forms for updating said details viz., Forms ISR-1, ISR-2, ISR-3, SH-13, SH-14 at website of the Company at *https://www.vedantfashions.com/investors-category/reports-results/investor-referencer/kyc-details-nomination-form-for-shareholders-holding-shares-in-physical-form/* and the said SEBI Circular is available at *https://www.vedantfashions.com/investors-category/reports-results/investor-referencer/sebi-circulars/*. It may be noted that any service request or complaint can be processed only after the folio is KYC compliant. SEBI has mandated payment of dividend only in electronic form to physical shareholders whose folio is KYC compliant. In view of the above, we urge the shareholders to submit the Investor Service Request form along with the supporting documents at the earliest. Shareholders who hold shares in dematerialized form and wish to update their PAN, KYC and nomination details are requested to contact their respective Depository Participants.

26. **Transfer of Shares (held in Physical Form):** Members may note that, as mandated by SEBI, request for effecting transfer of securities held in physical mode is prohibited effective April 01, 2019, unless the securities are held in dematerialized form. Transmission or transposition of securities held in physical or dematerialised form shall be effected only in dematerialised form. In this regard, Members are requested to dematerialize their shares held in physical form, at the earliest possible.

    Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company's RTA, the details of such folios together with the share certificates along with the requisite KYC documents for consolidating their holdings in one folio. Requests for consolidation of share certificates shall be processed in dematerialized form.

27. **Nomination:** Pursuant to Section 72 of the Act read with the Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 to KFin. Members holding shares in electronic form may contact their respective DPs for availing this facility. The Nomination form can be downloaded from the Company's website at *https://vedantfashions.com/wp-content/uploads/2024/04/Form-No.-SH-13-1.pdf* or KFin's website at *https://ris.kfintech.com/clientservices/isr/sh13.aspx*.

28. SEBI has established a common Online Dispute Resolution Portal ('ODR Portal') for resolution of disputes arising in the Indian Securities Market. Pursuant to this, post exhausting the option to resolve their grievance with the RTA/Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (*https://smartodr.in/login*) and the same can also be accessed through the Company's Website.

29. **Unclaimed Dividend:** The details of members who have not claimed their dividend for the financial year 2021-22 and 2022-23 are made available on the Company's website at *https://www.vedantfashions.com/investors-category/reports-results/unclaimed-dividend/*. Members who have not encashed/claimed their dividend pertaining to the financial year 2021-22 and 2022-23 are advised to write to the Company or KFin immediately, claiming dividends declared by the Company. Pursuant to the provisions of Section 124 of the Act read with the Investor Education and Protection Fund Authority (Accounting, Audit, Transfer & Refund) Rules, 2016, the amount of dividend and the underlying shares on which dividends remain unpaid or unclaimed for a period of seven consecutive years or more shall be transferred to the Investor Education and Protection Fund (IEPF) Authority as notified by the Ministry of Corporate Affairs.

30. **Gift distribution:** The Company does not give gifts, gift coupons or cash in lieu of gifts to its Members and also does not offer its products at discounted rates. However, the Company is committed to the Members' wealth maximization through superior performance reflected in corporate benefits like dividend and increased market capitalization.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("THE ACT")

The following Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, sets out all the material facts relating to the item of special business mentioned in this AGM Notice:

Item No. 5:

The Members may please note that pursuant to SEBI's amendment dated July 15, 2023, applicable with effect from April 1, 2024 read with Regulation 17(1D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'), the continuation of a Director serving on the Board of Directors of a listed entity shall be subject to the approval by the Members at a general meeting at least once in every five (5) years from the date of their appointment or reappointment, as the case may be.

Further, the continuation of director serving on the Board of Directors of a listed entity as on March 31, 2024, without the approval of the Members for a period of last five (5) years or more shall be subject to the approval of Members in the first general meeting to be held after March 31, 2024.

Mr. Sunish Sharma is a Non-Executive Director (Category: Non-Independent) of the Company, not liable to retire by rotation. He was appointed as Director by the Board at its meeting held on August 24, 2017 w.e.f. the same day. His appointment as Director was regularised by the shareholders by passing a resolution at their Annual General Meeting ('AGM') held on September 29, 2017.

Since then, during FY 2022-23, the Board of Directors of the Company pursuant to the recommendation of the Nomination and Remuneration Committee ('NRC') in this regard, had approved the payment of remuneration to him for a term of 5 years with effect from April 01, 2022 and a letter of engagement was issued to him for the term of 5 years with effect from April 01, 2022.

The shareholders of the Company at their 21st AGM held on August 24, 2023 had passed a resolution to approve payment of remuneration [including fees for attending the meetings of Board/Committee(s) etc. if any] to him of an amount up to a limit of ₹ 30 lakhs per annum, for a period of five financial years i.e., from FY 2022-23 to FY 2026-27, with a delegation of power to the Board to alter or vary his terms of appointment and/or remuneration, including increase or decrease in the monetary value thereof, to the extent recommended by the NRC.

Considering the aforesaid Regulation 17(1D) of SEBI Listing Regulations, Mr. Sunish Sharma can continue as Director of the Company only if Members approve continuation of his appointment at the ensuing 22nd AGM.

It is pertinent to note here that Mr. Sunish Sharma, Non-Executive Director of the Company, bring with him significant professional expertise and rich experience across a wide spectrum of functional areas such as strategic leadership and management experience, financial management, banking, treasury, fund raising and internal controls, knowledge of governance and regulatory aspects etc. He actively engages with the Management for fostering the effectiveness of the Company's performance and setting high quality governance standards and norms for the Company. The Board believes that his continuation and guidance on the Board will significantly contribute to Company's growth and long-term value creation.

In view of the above and after careful consideration of his performance over the past years and on recommendation of the NRC, the Board subject to approval of the Members, approved the continuation of Mr. Sunish Sharma as Non-Executive and Non-Independent Director for the remaining period of his existing term i.e., up to March 31, 2027 and shall not be liable to retire by rotation.

The Board recommends passing of the resolution for continuation of appointment of Mr. Sunish Sharma as Non-Executive Non- Independent Director of the Company, as set out at Item no. 5 of this notice by way of an Ordinary Resolution.

None of the Directors or Key Managerial Personnel or their relatives, other than Mr. Sunish Sharma and his relatives to the extent of their shareholding interest in the Company, if any, are deemed to be concerned or interested financially or otherwise, in the resolution set out at Item No. 5 of this Notice.

ANNEXURE

DETAILS OF DIRECTOR SEEKING APPOINTMENT/ RE-APPOINTMENT/FIXATION OF REMUNERATION AT THE MEETING

(including information pursuant to Regulation 36(3) of the Listing Regulations and SS-2: Secretarial Standard on General Meetings)

Particulars	Mrs. Shilpi Modi	Mr. Sunish Sharma
Category of Director/Designation/ Position in the Company	Whole-time Director/Executive	Non-Executive Non-Independent Director
DIN	00361954	00274432
Date of Birth/Age	September 18, 1978/45 years	October 25, 1974/49 years
Profile/Background Details, Recognition or awards	Please refer to the detailed profile of the Directors given in the Annual Report. The same should be read as part of this explanatory statement/details of Director.	
Qualifications		
Experience and Expertise in specific functional areas	General management, sales and marketing management, interpersonal relations management, corporate social responsibility management etc.	General management, interpersonal relations management, private equity investment, Finance, Taxation, Banking and Treasury management, legal & regulatory knowledge etc.
Terms and conditions of appointment or reappointment	Mrs. Shilpi Modi retires by rotation and being eligible, offers herself for re-appointment.	Mr. Sunish Sharma has been appointed as a Non-Executive Director till March 31, 2027, and not liable to retire by rotation.
Remuneration last drawn by such person, if applicable	₹ 29.89 Millions in the financial year 2023-24 (in terms of the Agreement dated April 28, 2022 and the Addendum thereto dated July 26, 2023, executed between the Company and her)	₹ 30,00,000/- in the financial year 2023-24 (sitting fees & commission only)
Remuneration sought to be paid	It will be same as the existing remuneration as mentioned below: (a) Fixed salary of ₹ 20.00 million per annum; payable on monthly basis. (b) Variable salary will be ₹ 4.00 million per annum, payable in the manner as may be decided by the Board. In addition to above, other terms and conditions are as mentioned in the Agreement dated April 28, 2022 and the Addendum thereto dated July 26, 2023, executed between the Company and her.	It will be same as the existing remuneration as mentioned below: (a) ₹ 30,00,000/- per annum (including sitting fees). In addition to above, he will be entitled to reimbursement of reasonable expenses in connection with his travel and accommodation for attending Board and Committee meetings.

Particulars	Mrs. Shilpi Modi	Mr. Sunish Sharma
Date of first appointment on the Board	May 24, 2002	August 24, 2017
Membership/Chairmanship of Committees of the Board of the Company	Member of Stakeholders Relationship Committee and Corporate Social Responsibility Committee of the Company.	Member of Nomination & Remuneration Committee of the Company.
Directorships in Unlisted Companies (excluding foreign companies)	• Manyavar Creations Private Limited • Sarwamangal Developers Consultants Private Limited • Modi Fiduciary Services Private Limited	• Care Health Insurance Limited • Avanse Financial Services Limited
Directorships in Other listed Companies (excluding foreign companies)	None	• Spandana Sphoorty Financial Limited
Membership/Chairmanship of Committees of other Boards	None	Member of CSR Committee in Spandana Sphoorty Financial Limited and member of Nomination & Remuneration Committee in Care Health Insurance Limited.
Resignation from listed entities in past three years	None	None
Shareholding in the Company	26,56,104 equity shares of Re. 1/- each, representing 1.09% of the paid-up share capital of the Company.	Nil
Relationship with other Directors, Manager and other KMP of the Company	She is the spouse of Mr. Ravi Modi, Chairman and Managing Director of the Company.	None
No. of Meetings of the Board attended during the year	During FY 2023-24: 6 out of 6 meetings. During FY 2024-25 (till date): 3 out of 3 meetings.	During FY 2023-24: 6 out of 6 meetings. During FY 2024-25 (till date): 3 out of 3 meetings.

By virtue of declarations received, Mrs. Shilpi Modi and Mr. Sunish Sharma are not disqualified under the Companies Act, 2013 (as amended) or disqualified and/or debarred by virtue of any order passed by the Securities and Exchange Board of India, Ministry of Corporate Affairs, any Court or any such other Statutory Authority, to be appointed/re-appointed/continue as a director in any company.

Board's Report

To,
The Members,
Vedant Fashions Limited

The Board of Directors of the Company hereby have pleasure in presenting the Twenty-Second Annual Report and the audited Annual Accounts on the business and operations of the Company for the year ended March 31, 2024 ("year under review"/"FY 23-24").

Financial Highlights

Your Company's financial performance for the year under review is summarized below:

(INR in Million)

Particulars	Standalone		Consolidated	
	For the Year Ended March 31,2024	For the Year Ended March 31,2023	For the Year Ended March 31,2024	For the Year Ended March 31,2023
Income:				
I. Revenue from operations	13,648.88	13,259.64	13,675.32	13,549.30
II. Other income	682.47	370.42	696.71	402.41
III. Total income (I+II)	**14,331.35**	**13,630.06**	**14,372.03**	**13,951.71**
IV. Expenses:				
Cost of materials consumed				
- Raw Materials	1,292.09	1,436.47	1,292.09	1,436.47
- Accessories & packing materials	156.97	190.54	156.97	190.54
Purchases of stock-in-trade	2,057.12	2,280.96	2,057.12	2,280.96
Changes in inventories of finished goods, stock-in-trade and work-in-progress	284.26	(403.53)	285.95	(388.61)
Employee benefits expense	566.20	551.80	567.78	566.30
Finance costs	444.66	303.51	445.00	314.64
Depreciation and amortisation expense	1,324.62	974.57	1,348.54	1,037.85
Other expenses	2,721.27	2,625.42	2,734.52	2,755.17
Total expenses	**8,847.19**	**7,959.74**	**8,887.97**	**8,193.32**
V. Profit before tax (III-IV)	**5,484.16**	**5,670.32**	**5,484.06**	**5,758.39**
VI. Tax expense:				
- Current Tax	1,317.74	1,425.59	1,318.40	1,444.69
- Deferred tax	20.68	15.82	23.94	22.62
Total Tax Expense	**1,338.42**	**1,441.41**	**1,342.34**	**1,467.31**
VII. Profit for the year (V-VI)	**4,145.74**	**4,228.91**	**4,141.72**	**4,291.08**
VIII. Other Comprehensive Income/(Loss)				
(i) Item that will not be reclassified to profit or loss.				
(a) Re-measurement gains/(loss) on defined benefit obligations	(5.18)	1.18	(5.16)	1.25
(b) Income tax effect on above	1.30	(0.30)	1.29	(0.32)

(INR in Million)

Particulars	Standalone		Consolidated	
	For the Year Ended March 31,2024	For the Year Ended March 31,2023	For the Year Ended March 31,2024	For the Year Ended March 31,2023
(ii) Item that will be reclassified to profit or loss.				
(a) Fair value changes in debt instruments through Other Comprehensive Income	7.34	47.38	7.34	47.38
(b) Income tax effect on above	(1.85)	(11.93)	(1.85)	(11.93)
Other comprehensive income for the year, net of tax	**1.61**	**36.33**	**1.62**	**36.38**
IX. Total comprehensive income for the year	**4,147.35**	**4,265.24**	**4,143.34**	**4,327.46**
Paid up equity share capital [face value of INR 1 each (PY: INR 1 each)]	242.87	242.78	242.87	242.78
Other Equity	15,731.61	13,707.69	15,775.93	13,756.02
X. Earnings per equity share (EPS) (face value of share of INR 1 each)				
Basic (in INR per share)	17.07	17.42	17.06	17.68
Diluted (in INR per share)	17.06	17.42	17.04	17.68

State of the Company's Affairs

During the year under review, the Company recorded Turnover of INR 13,648.88 Millions on a standalone basis, as against INR 13,259.64 Millions in the previous Financial Year 2022-23 ('FY 22-23'). The profit before tax (PBT) was INR 5,484.16 Millions in FY 23-24 as against INR 5,670.32 Millions in FY 22-23. The Company reported best-in-class profit after tax (PAT) margin of 30.37% and the PAT stood at INR 4,145.74 Millions during FY 23-24.

On a Consolidated basis, the Company recorded the Turnover of INR 13,675.32 Millions during FY 23-24, as against INR 13,549.30 Millions in FY 22-23 and the PBT of INR 5,484.06 Millions in FY 23-24, as against INR 5,758.39 Millions in FY 22-23. The Company reported best-in-class PAT margin of 30.29% and the PAT stood at INR 4,141.72 Millions during FY 23-24.

During FY 23-24, the Company continued with strong retail footprint expansion and successfully rolled out approximately 234 thousand square feet of net retail area. As of March 2024, the Exclusive Brand Outlets (EBOs) area, which is the dominant channel for the Company, stood at 1.70 million square feet, spanning 676 stores (including SIS) in 268 cities and towns globally. The national EBO footprint tally was at 660 stores (including SIS), spread across 255 cities and towns in India. The Company continued to enhance customer experience through its omni channel presence supported by online (own website) and offline retail channels.

In order to nurture its brands, the Company has been consistently involved in robust advertisement and brand promotion activities and have engaged leading celebrities including Ram Charan, Ranveer Singh, Kiara Advani, Sobhita Dhulipala and Tripti Dimri for endorsement/ promotional activities of its brands/products. Your Directors are hopeful that such promotion activities will go a long way in connecting with our customers and potential target demography, thus strengthening our brand equity. This supported with retail marketing, visual merchandising, strong focus on customer-centric orientation, use of new technology platforms like Salesforce, Adobe and inhouse software solutions in areas of customer experience, would help attract new customers and also retain them.

The Company have been able to effectively maintain strong financial margins and profitability metrices. Your Directors are happy to share that the fundamentals of the business have been sound and robust.

The Board at its meeting held on 25th January, 2024 has approved a draft scheme (the Scheme) for amalgamation of Manyavar Creations Private Limited (MCPL), a wholly owned subsidiary, with the Company, with 1st April, 2024 as the Appointed Date, subject to the sanction by the Hon'ble National Company Law Tribunal (NCLT), Kolkata bench. MCPL being a wholly owned subsidiary of the Company, no consideration is payable. The NCLT by passing an Order dated 6th March, 2024 has allowed dispensation of the meetings of the shareholders and creditors of the Company and MCPL. The Company has filed the petition (second motion application) before the NCLT on 25th April, 2024 to obtain sanction of the Scheme, which was heard by the NCLT as on the date of this Report and an order was passed to list the matter for further consideration at a later date.

Amounts Transferred to Reserves

The Board of the Company has decided to retain the entire amount of its profit earned in FY 2023-24 in the Retained Earnings account only.

Dividend

Your Company has a dividend policy that balances the dual objectives of rewarding shareholders through dividends, whilst also ensuring availability of sufficient funds for the growth of the Company. The Dividend Distribution Policy of the Company is available on the following weblink on the Company's website: ***https://www.vedantfashions.com/wp-content/uploads/2024/04/DIVIDEND-POLICY.pdf***.

The Board of Directors of your Company, after considering the above mentioned objectives, has decided to recommend a final dividend of INR 8.50/- (Indian Rupees Eight and Paise Fifty only) per equity share of INR 1/- (Indian Rupee One only) each fully paid-up for the FY 2023-24. This dividend is subject to approval of the shareholders at the ensuing annual general meeting and shall be subject to deduction of tax at source.

Material Changes affecting the Financial Position of the Company

During the year under review, there were no material changes and commitments affecting the financial position of the Company which have occurred between the end of the financial year to which these financial statements relate and date of this report. As such, no specific details are required to be given or provided.

Achievement of Minimum Public Shareholding (MPS)

Your Directors are pleased to inform that the Offer for Sale (OFS) of Shares through Stock Exchange Mechanism" made by a Promoter of the Company on 18th and 19th May, 2023 was successfully executed and saw a favourable response across categories, resulting into oversubscription of the same and as a result, the shareholding of the Promoter and the members of Promoter Group in the Company changed from 84.88% to 75.00% of the paid-up equity share capital of the Company. Accordingly, the Company has become compliant with the MPS requirements, as mandated under rules 19(2)(b) and 19A of the Securities Contracts (Regulation) Rules 1957, read with Regulation 38 of the SEBI (LODR) Regulations, 2015.

Capital Structure of the Company

There was no change in the authorised share capital of the Company during the year under review.

The Company has allotted 2,330 equity shares of INR 1/- each on May 24, 2023, 974 equity shares of INR 1/- each on July 26, 2023, 1,574 equity shares of INR 1/- each on August 03, 2023, 15,772 equity shares of INR 1/- each on September 27, 2023, 20,770 equity shares of INR 1/- each on November 07, 2023, 9,608 equity shares of INR 1/- each on December 15, 2023, 24,149 equity shares of INR 1/- each on January 25, 2024, 13,356 equity shares of INR 1/- each on March 01, 2024 and 1,340 equity shares of INR 1/- each on March 23, 2024, against exercising of options by the Eligible Employees/Participants in accordance with the VFL Employee Stock Option Scheme 2018. The equity shares so allotted rank pari-passu with the existing equity shares of the Company.

The Company has not issued equity shares with differential voting rights or any sweat equity shares, during the year under review. The paid-up equity shares capital of the Company as at 31st March, 2024 stood at INR 24,28,69,863/- consisting of 24,28,69,863 equity shares of INR 1/- each fully paid up.

Particulars of Employee Stock Option Scheme

Employees' Stock Options represent a reward system based on overall performance of the individual employee and the Company. The Company has framed an Employees Stock Option Plan with a view to attracting and retaining the best talent, encouraging employees to align individual performance with Company's objectives, and promoting increased participation by them in the growth of the Company. In accordance with the said Plan, the Company has introduced VFL Employee Stock Option Scheme 2018 ("the Scheme Pratham"), pursuant to the approval of the shareholders of the company at their extra-ordinary general meeting held on September 03, 2018, the amendment made in the same at their general meeting held on September 04, 2021 and ratified by passing a resolution in their annual general meeting held on September 08, 2022. No change was made in Scheme Pratham during the year under review and the said Scheme is in compliance with the relevant provisions of the Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 ["SEBI (SBEB & SE) Regulations"]. The detail of Employees' Stock Options forms part of the Notes to accounts of the Financial Statements for the year under review.

The disclosures as required under Regulation 14 of SEBI (SBEB & SE) Regulations have been placed on the website of the Company: ***www.vedantfashions.com***.

Changes in Directors and Key Managerial Personnel

There were no changes in the Directorships of the Company as well as in the Key Managerial Personnel of the Company during the year under review.

Mrs. Shilpi Modi, Whole-time Director (DIN: 00361954), retires by rotation at the ensuing Annual General Meeting (AGM) pursuant to the provisions of Section 152 of the Act and is eligible for reappointment. Your Directors recommend her reappointment.

The information prescribed by SEBI (LODR) Regulations, 2015 in respect of the above-named Director shall be given in the Notice of Twenty Second AGM.

Number of Board Meetings & Attendance

During the financial year 2023-24, 6 (Six) meetings of the Board of Directors of the Company were held, as per the details provided in the Corporate Governance Report forming part of Annual Report.

Number of Committee Meetings & Attendance

The details of the Committee Meetings and respective attendance of Members therein are provided in the Corporate Governance Report forming part of Annual Report.

Composition of Audit Committee

The Audit Committee constituted by the Board has Ms. Abanti Mitra as Chairperson, Mr. Manish Mahendra Choksi, Mr. Ravi Modi and Mr. Tarun Puri as the members. Further details are provided in the Corporate Governance Report. During the year all recommendations made by the Audit Committee were accepted by the Board.

Evaluation of the Board's Performance, Committee, and Individual Directors

The Company has devised a framework for performance evaluation of Board, its committees, and individual directors. The Nomination & Remuneration Committee carried out the evaluation of its own performance and that of its Committees and the individual Directors, which was noted and taken on record by the Board. The performance evaluation of Non-Independent Directors, the Board as a whole and the Chairperson was carried out by the Independent Directors in their separate meeting.

The evaluation process consisted of structured questionnaires covering various aspects of the functioning of the Board and its Committees, such as composition, experience and competencies, performance of specific duties and obligations, governance issues etc. The Nomination & Remuneration Committee also carried out the evaluation of the performance of Individual Directors based on criteria such as contribution of the director at the meetings, strategic perspective or inputs regarding the growth and performance of the Company etc., which was also noted by the Board.

Further, the performance evaluation criteria for the Independent Directors are disclosed in the Corporate Governance Report forming part of Annual Report.

Declaration by Independent Directors

Declarations pursuant to the Sections 164(2) and 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI (LODR) Regulations, 2015 and that they have registered their names in the Independent Directors' Databank, as well as affirmation of compliance with the Code of Conduct, by all the Independent Directors of the Company have been made. In the opinion of the Board, the Independent Directors hold highest standard of integrity and possess the requisite qualifications, experience, expertise, and proficiency.

Nomination and Remuneration Policy

A policy approved by the Nomination and Remuneration Committee and adopted by the Board is practiced by the Company for determining qualification, positive attributes, and independence of a director as well as for appointment and remuneration of Directors and Senior Management Employees, as per the details set out in the Corporate Governance Report. The policy has been placed on the website of the Company and the web link of the same is as follows: ***https://www.vedantfashions.com/wp-content/uploads/2024/04/NOMINATION-AND-REMUNERATION-POLICY.pdf***

Remuneration of directors and employees

Disclosure pertaining to Remuneration and other details as required under Section 197(12) of the Act read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (the Rules) is annexed and marked as ***Annexure I***. The information pursuant to Rules 5(2) and 5(3) of the Rules not annexed to this Report, is readily available for inspection by the members at the Company's Registered Office between 10:30 A.M. to 1:30 P.M. on all working days up to the date of ensuing Annual General Meeting. If any Member is interested in obtaining a copy thereof, such Member may write to the Company Secretary, on ***complianceofficer@manyavar.com***, whereupon a copy would be sent.

Human Resources

The Company has a workforce of 754 employees with a mix of people from different social, economic, and geographic backgrounds. The Company has maintained healthy, cordial, and harmonious industrial relations at all levels through proactive ER, development initiatives, gender diversity and community development.

Performance of the Company is anchored on its capabilities and productivity, customer-centric culture through a strong service orientation; happiness through purposeful behaviour by high-quality talent; value-oriented through a deep commitment to the values of Vedant Fashions Limited.

Directors' Responsibility Statement

In accordance with the provisions of Section 134(5) of the Companies Act 2013, your Directors confirm that:

a) in the preparation of the annual accounts for the financial year ended 31st March, 2024, the applicable IND-AS have been followed and there is no notable material departures;

b) the directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as of March 31, 2024 and of the profit of the Company for that period;

c) the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;

d) the directors have prepared the annual accounts on a going concern basis;

e) the directors have laid down internal financial controls for the Company which are adequate and are operating effectively; and

f) the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively. This has been done by identifying significant laws that are applicable to the Company.

Statement in Respect of Adequacy of Internal Financial Control with Reference to the Financial Statements

The Company has adequate internal financial control systems commensurate with its nature of business and size of the operations of the Company including adherence to Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information and to monitor and ensure compliance with applicable laws, rules, and regulations.

The Company has also appointed an Internal Auditor as per the provisions of the Companies Act, 2013. The internal audit process covers all significant operational areas and reviews the Process and Control. The Internal Auditor has authority to verify whether the policies and procedures, including financial transactions, are carried out in accordance with defined processes and variations and exceptions (if any) are justified and reported properly. The Statutory Auditor of the Company also gives their opinion on annual basis in their Audit Report regarding the adequacy and effectiveness of the Company's internal financial control with reference to financial statements.

Details in respect of report by Auditors under sub-section (12) of Section 143

During the year under review, there have been no frauds reported by the statutory auditors under subsection (12) of Section 143 of the Companies Act, 2013.

Details of Subsidiary, Joint Venture, or Associate

The Company has a wholly owned Subsidiary Company, namely Manyavar Creations Private Limited (MCPL). MCPL is engaged in the business of trading readymade Indian wedding and celebration wear garments and related accessories for men, women and kids. As mentioned hereinabove, the Board at its meeting held on 25th January, 2024 has approved a draft scheme for amalgamation of MCPL with the Company, with 1st April, 2024 as the Appointed Date, subject to the sanction by the Hon'ble National Company Law Tribunal (NCLT), Kolkata bench.

Further, there are no Associates or Joint Ventures as on March 31, 2024. A report containing the details required under Section 134 of the Companies Act, 2013 ('the Act') read with Rule 8(1) of the Companies (Accounts) Rules, 2014 in respect of performance and financial position for the financial year ended March 31, 2024, of the Subsidiary in the Form AOC-1 is annexed to this Report and marked as ***Annexure II.***

Deposits

The Company did not accept any deposits covered under Chapter V of the Companies Act, 2013 during the financial year ended March 31, 2024. Thus, there were no deposits which were unpaid or unclaimed and due for repayment, hence, there has been no default in repayment of deposits or payment of interest thereon.

Particulars of Loan, Guarantees and Investments under Section 186

The Company has not given/made any loans, guarantees and investments pursuant to the Section 186 of the Act during the year under review.

Particulars of Contracts or Arrangements with Related Parties

The particulars of contracts or arrangements entered into with related parties, referred to in Section 188(1) of the Companies Act 2013 during the FY 23-24 in the prescribed format (i.e., AOC 2) is attached with this report as ***Annexure III.***

Corporate Social Responsibility (CSR) Policy

The Report as required under Section 135 of the Companies Act 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014, as amended from time to time, is attached as ***Annexure IV*** to this Report. The brief outline of the CSR policy of the Company and the initiatives undertaken by the Company on CSR activities during the Financial Year under review are inter-alia set out therein. CSR Policy is available on the website of the Company at ***https://www.vedantfashions.com/wp-content/uploads/2024/04/CORPORATE-SOCIAL-RESPONSIBILITY.pdf***

Conservation of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo

The details of Energy, Technology, Absorption, Foreign Exchange Earnings and Outgo are as under:

Conservation of Energy and Technology Absorption:

The various details under this head are as follows –

(A) Conservation of energy-

(i) the steps taken or impact on conservation of energy: The Company is endeavouring to reduce the GHG emissions from its own operations. It has energy efficient lighting and air conditioning system in place at their own premises. Moreover, in FY 2023-24, the Company purchased 700 tonnes of carbon credit to offset the total Scope 1 and 2 GHG emissions of 677.75 tCO2e in the FY 2022-23.

(ii) the steps taken by the company for utilising alternate sources of energy: The Company has reduced the number of vehicles which consume petrol/diesel and have initiated the process of converting all its vehicles into electric vehicles.

(iii) the capital investment on energy conservation equipment: There has been no significant investment on this.

(B) Technology absorption-

(i) the efforts made towards technology absorption: Our adoption of technology is driven by the need to improve efficiency, enhance customer experience, and stay competitive in a rapidly evolving market landscape. We are collaborating with the best technology providers to implement innovative solutions tailored to our needs.

(ii) the benefits derived like product improvement, cost reduction, product development or import substitution:
We prioritize using technology to optimize our supply chain management, inventory control, and customer relationship management systems, leading to improved efficiency and reduced expenses. It also allows us to leverage data analytics enabling us to make data-driven decisions that can lead to cost savings and increased profitability.

(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year): N.A.

(a) the details of technology imported: N.A.

(b) the year of import: N.A.

(c) whether the technology been fully absorbed: N.A.

(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof: N.A.

(iv) the expenditure incurred on Research and Development: N.A.

- Foreign Exchange Earnings/Outgo:

Earnings	INR 29,86,27,279
Outgo	INR 1,18,15,206

Risk Management Policy

A Risk Management Policy to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating, and resolving risks associated with the Company's business has been adopted, which has been placed in the website of the Company at: ***https://www.vedantfashions.com/wp-content/uploads/2024/04/RISK-MANAGEMENT-POLICY.pdf***. The Risk Management Committee of the Board of Directors overviews the process of identification, monitoring, and review of all the elements of risk(s) associated with the Company. The detail of Committee and its terms of reference are elaborated in the Report on Corporate Governance which forms a part of this Report. The Company's management systems, organizational structures, processes, standards, code of conduct and behaviours together form the Risk Management System that governs how the Company conducts its business and manages associated risks. The Company has adequate risk management infrastructure in place capable of addressing those risks.

The Company has also designated an employee as 'Risk Manager' for the purpose of effective coordination of the risk management mechanism.

Disclosure on Establishment of a Vigil Mechanism

The Company has framed a Policy on Reporting Concerns so that Directors and employees can report their genuine concerns or grievance as and when they think fit. The Policy assures adequate safeguard against victimization of employees and directors who avail of the vigil mechanism policy. It also provides for action against frivolous complaints. This policy was communicated to all staff members of the Company for their knowledge and information and was made available on Company's website in the name and style of "Vigil Mechanism Policy (or Whistle Blower Policy)" - ***https://www.vedantfashions.com/wp-content/uploads/2024/04/WHISTLE-BLOWING-POLICY.pdf***

Secretarial Standards

During the year under review, the Company has complied with Secretarial Standards on Meetings of the Board of Directors ("SS-1") and on General Meetings ("SS-2") as amended and issued from time to time by the Institute of Company Secretaries of India in terms of Section 118(10) of the Companies Act, 2013.

Statutory Auditors & Auditor's Report

M/s B S R & Co. LLP, Chartered Accountants (FRN: 101248W/W-100022), were appointed as the Statutory Auditors of the Company at the 20th AGM of the Company held on 8th September, 2022 to hold such office for a period of five years till the conclusion of the 25th AGM.

The Auditor's Report on the standalone and consolidated financial statement for the year ended 31st March, 2024 does not contain any qualification or adverse remark.

Web Link of Annual Return

As required under the Section 134 of the Companies Act, 2013, a copy of Annual Return (referred to in Section 92(3) of the Act) for the Financial Year 2023-24, has been placed at the Company's website in the following URL – ***https://www.vedantfashions.com/investors-category/corporate-governance/annual-return/***

Disclosures under Sexual Harassment of Women at Workplace (Prevention, Prohibition & Redressal) Act, 2013

The Company has zero tolerance towards discrimination and harassments including sexual harassment and always strives to create and provide a healthy environment in the workplace(s). It has in place a Policy for prevention of Sexual Harassment at the Workplace in line with the requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, and Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment, which operates in the name and style of "POSH Committee". All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year under review, no complaints with allegation of sexual harassment were filed with the ICC.

Internal Auditors

In terms of the provisions of the Companies Act, 2013 and Rules made thereunder, Grant Thornton Bharat LLP, Chartered Accountants, Kolkata, were reappointed as the Internal Auditors of the Company. During the year under consideration, the Company continued to implement their suggestions and recommendations to improve the control environment.

Secretarial Auditor

Secretarial Audit has been conducted by Vivek Mishra & Co., a Firm of Company Secretaries, appointed by the Board and their report is annexed hereto and marked as ***Annexure V.*** The Secretarial Audit Report does not contain any qualification, reservation, or adverse remark.

Listing fees

The listing fees for the financial year ending on March 31, 2025 have been duly paid.

General Disclosures

During the year under review:

(i) There has been no change in the nature of business of the Company and the Company continues to carry on its existing business.

(ii) There has been no voluntary revision of Financial Statements or Board's Report.

(iii) No significant and material orders were passed against the Company by any regulators, courts or tribunal which impact Company's going concern status.

(iv) Maintenance of cost records, as specified by the Central Government under section 148(1) of the Companies Act, 2013 was not applicable to the Company. Hence, the provisions related to the appointment of Cost Auditor are not applicable.

(v) No application has been made under the Insolvency and Bankruptcy Code; hence the requirement to disclose the details of application made or any proceeding pending under the Insolvency and Bankruptcy Code, 2016 (31 of 2016) during the year along with their status as at the end of the Financial Year is not applicable.

(vi) The requirement to disclose the details of difference between amount of the valuation done at the time of onetime settlement and the valuation done while taking loan from the Banks or Financial Institutions along with the reasons thereof, is not applicable.

Acknowledgment

The Board of Directors expresses their sincere appreciation for the assistance and co-operation received from the stakeholders viz. financial institutions, bankers, Government and semi-Government authorities, customers, and shareholders during the year under review. The Board of Directors also wish to place on record its deep sense of appreciation for the committed services by the Company's executives, staffs, and workers.

For and on behalf of,
Board of Directors of Vedant Fashions Limited

	Ravi Modi	**Shilpi Modi**
Place: Kolkata	Chairman & Managing Director	Whole-time Director
Date: April 30, 2024	DIN 00361853	DIN 00361954

Annexure I of the Board's Report

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

Rule	Particulars			
(i)	The Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year.	a	Mr. Ravi Modi, Chairman & Managing Director	145.14
		b	Mrs. Shilpi Modi, Wholetime Director	96.76
(ii)	The percentage increase in remuneration of each Director, Chief Financial Officer, Chief Executive Officer, Company Secretary in the financial year.	a	Mr. Ravi Modi, Chairman & Managing Director	(45.33%)
		b	Mrs. Shilpi Modi, Wholetime Director	(45.33%)
		c	Mr. Rahul Murarka, CFO	13.44%
		d	Mr. Navin Pareek, Company Secretary	15.63%
(iii)	The percentage increase in the median remuneration of employees in the financial year			30.40%
(iv)	The number of permanent employees on the rolls of the Company			754
(v)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration.	Average percentage increase made in the salaries of employees other than the managerial personnel in the last financial year was 9.91%. There has been a decrease in the remuneration of the managerial personnel [refer (ii)a and (ii)b above] due to revision in their remuneration structure made during July 2023.		
(vi)	It is hereby affirmed that the remuneration is as per the Remuneration policy of the Company.			

Note:

1. The Non-Executive Directors of the Company are entitled to sitting fee and commission/other fees as per the statutory provisions of the Companies Act, 2013 and as per terms approved by the Board and Members of the Company. The details of remuneration paid to them have been provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for the Non-Executive Directors' Remuneration is, therefore, not considered for the purpose above.
2. For calculation of median remuneration of employees for the current and previous year, the remuneration (average remuneration of entire year) of employees who were on the payroll as on 31st March of each year respectively, have only been considered.

For and on behalf of,
Board of Directors of Vedant Fashions Limited

Ravi Modi
Chairman & Managing Director
DIN 00361853

Shilpi Modi
Whole-time Director
DIN 00361954

Place: Kolkata
Date: April 30, 2024

Annexure II of the Board's Report

FORM NO. AOC-I

Statement containing salient features of the financial statement of subsidiaries/ associate companies/joint ventures

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part -A: Subsidiaries

Sl. No.	1
Name of the subsidiary	Manyavar Creations Private Limited
Date since when subsidiary was acquired	10/03/2017
Reporting period for the subsidiary concerned, if different from the holding company's reporting period	N.A.
Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of Foreign subsidiaries	N.A.
	INR in Million
Share capital	40.10
Reserves & surplus	206.68
Total assets	267.65
Total Liabilities	20.87
Investments	215.09
Turnover	39.59
Profit/(Loss) before taxation	(1.43)
Provision for taxation (Tax Expense)	3.58
Profit/(Loss) after taxation	(5.01)
Proposed Dividend	-
% of shareholding	100%

Notes:

1. **Names of subsidiaries which are yet to commence operations:** Nil
2. **Names of subsidiaries which have been liquidated or sold during the year:** Nil.
3. The Board at its meeting held on 25th January, 2024 has approved a draft scheme (the Scheme) for amalgamation of Manyavar Creations Private Limited with the Company, with 1st April, 2024 as the Appointed Date, subject to the sanction by the Hon'ble National Company Law Tribunal (NCLT), Kolkata bench.

Part – B: Associates and Joint Ventures

Statement pursuant to Section 129(3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

The Company had no Associate Company or Joint Venture Company during the year ended 31st March, 2024.

For and on behalf of,
Board of Directors of Vedant Fashions Limited

Ravi Modi
Chairman & Managing Director
DIN 00361853

Shilpi Modi
Whole-time Director
DIN 00361954

Rahul Murarka
Chief Financial Officer

Navin Pareek
Company Secretary
ICSI Membership No. F10672

Place: Kolkata
Date: April 30, 2024

Annexure III of the Board's Report

Form No. AOC-2

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

Form for disclosure of particulars of contracts/arrangement entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arm's length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis - **None**
2. Details of material contracts or arrangement or transactions at arm's length basis - **None**

Although the Company has not entered into any such transaction covered in point 1 and 2 above, however to ensure better and transparent disclosure to all its members, the Company is disclosing hereinbelow the following particulars of certain contracts/arrangements/transactions entered with its related parties on a voluntary basis:

Particulars of contracts/arrangement entered into by the Company with the related parties during Financial Year 2023-24

Sale of Products

(a) Name(s) of the related party and nature of relationship	Manyavar Creations Private Limited Wholly owned subsidiary
(b) Nature of contracts/arrangements/transactions	Sale of products (net of returns) (including taxes)
(c) Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 15.31 Millions
(e) Date(s) of approval by the Board, if any:	27th March, 2023
(f) Amount paid as advances, if any:	Nil

(a) Name(s) of the related party and nature of relationship	Shenayah Retail Stores Private Ltd. Enterprises owned or significantly influenced by relative of KMP
(b) Nature of contracts/arrangements/transactions	Sale of products (net of returns) (including taxes)
(c) Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 316.87 Millions
(e) Date(s) of approval by the Board, if any:	27th March, 2023
(f) Amount paid as advances, if any:	Nil.

(a) Name(s) of the related party and nature of relationship	Pranit Fashions Enterprises owned or significantly influenced by relative of KMP
(b) Nature of contracts/arrangements/transactions	Sale of products (net of returns) (including taxes)
(c) Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 4.40 Millions
(e) Date(s) of approval by the Board, if any:	27th March, 2023
(f) Amount paid as advances, if any:	Nil

(a) Name(s) of the related party and nature of relationship	Vandana Enterprise Enterprises owned or significantly influenced by relative of KMP
(b) Nature of contracts/arrangements/transactions	Sale of products (net of returns) (including taxes)
(c) Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 210.39 Millions
(e) Date(s) of approval by the Board, if any:	27th March, 2023
(f) Amount paid as advances, if any:	Nil

Rental Income

(a) Name(s) of the related party and nature of relationship	Manyavar Creations Private Ltd. Wholly owned subsidiary
(b) Nature of contracts arrangements/transactions	Rental income (including taxes)
(c) Duration of the contracts/arrangements/transactions	Monthly
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 0.07 Million
(e) Date(s) of approval by the Board, if any:	27th March, 2023
(f) Amount paid as advances, if any:	Nil

(a) Name(s) of the related party and nature of relationship	Mohey Fashions Private Ltd Enterprises owned or significantly influenced by KMP
(b) Nature of contracts/arrangements/transactions	Rental income (including taxes)
(c) Duration of the contracts/arrangements/transactions	Monthly
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 0.07 Million
(e) Date(s) of approval by the Board, if any:	27th March, 2023
(f) Amount paid as advances, if any:	Nil

Recovery of Expenses (including Taxes)

(a) Name(s) of the related party and nature of relationship	Manyavar Creations Private Ltd. Wholly owned subsidiary
(b) Nature of contracts/arrangements/transactions	Recovery of expenses (including taxes)
(c) Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 0.08 Million
(e) Date(s) of approval by the Board, if any:	27th March, 2023
(f) Amount paid as advances, if any:	Nil

(a) Name(s) of the related party and nature of relationship	Shenayah Retail Stores Private Ltd. Enterprises owned or significantly influenced by relative of KMP
(b) Nature of contracts/arrangements/transactions	Recovery of expenses (including taxes)
(c) Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 0.25 Million
(e) Date(s) of approval by the Board, if any:	27th March, 2023
(f) Amount paid as advances, if any:	Nil

(a)	Name(s) of the related party and nature of relationship	Vandana Enterprise Enterprises owned or significantly influenced by relative of KMP
(b)	Nature of contracts/arrangements/transactions	Recovery of expenses (including taxes)
(c)	Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 1.54 Million
(e)	Date(s) of approval by the Board, if any:	27th March, 2023 & 23rd March, 2024
(f)	Amount paid as advances, if any:	Nil

(a)	Name(s) of the related party and nature of relationship	Pranit Fashions Enterprises owned or significantly influenced by relative of KMP
(b)	Nature of contracts/arrangements/transactions	Recovery of expenses (including taxes)
(c)	Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 0.03 Million
(e)	Date(s) of approval by the Board, if any:	27th March, 2023
(f)	Amount paid as advances, if any:	Nil

Reimbursement of Expenses

(a)	Name(s) of the related party and nature of relationship	Manyavar Creations Private Ltd. Wholly owned Subsidiary
(b)	Nature of contracts/arrangements/transactions	Reimbursement of expenses
(c)	Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 2.27 Million
(e)	Date(s) of approval by the Board, if any:	27th March, 2023
(f)	Amount paid as advances, if any:	Nil

(a)	Name(s) of the related party and nature of relationship	Mohey Fashions Private Ltd Enterprises owned or significantly influenced by KMP
(b)	Nature of contracts/arrangements/transactions	Reimbursement of expenses
(c)	Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 0.03 Million
(e)	Date(s) of approval by the Board, if any:	27th March, 2023
(f)	Amount paid as advances, if any:	Nil

(a)	Name(s) of the related party and nature of relationship	Shenayah Retail Stores Private Ltd. Enterprises owned or significantly influenced by relative of KMP
(b)	Nature of contracts/arrangements/transactions	Reimbursement of expenses
(c)	Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d)	Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 0.08 Million
(e)	Date(s) of approval by the Board, if any:	27th March, 2023
(f)	Amount paid as advances, if any:	Nil

(a) Name(s) of the related party and nature of relationship	Vandana Enterprise Enterprises owned or significantly influenced by relative of KMP
(b) Nature of contracts/arrangements/transactions	Reimbursement of expenses
(c) Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 0.16 Million
(e) Date(s) of approval by the Board, if any:	27th March, 2023
(f) Amount paid as advances, if any:	Nil

Transfer of Liability

(a) Name(s) of the related party and nature of relationship	Manyavar Creations Private Ltd. Wholly owned subsidiary
(b) Nature of contracts/arrangements/transactions	Transfer of liability
(c) Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 0.35 Millions
(e) Date(s) of approval by the Board, if any:	27th March, 2023
(f) Amount paid as advances, if any:	Nil

Security Deposits

(a) Name(s) of the related party and nature of relationship	Manyavar Creations Private Ltd Wholly owned subsidiary
(b) Nature of contracts/arrangements/transactions	Security deposit taken (net of repayment) (including transfers)
(c) Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 3.04 Millions
(e) Date(s) of approval by the Board, if any:	31st October, 2023
(f) Amount paid as advances, if any:	Nil

(a) Name(s) of the related party and nature of relationship	Manyavar Creations Private Ltd Wholly owned subsidiary
(b) Nature of contracts/arrangements/transactions	Security deposit given (net of refund) (including transfers)
(c) Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 0.04 Millions
(e) Date(s) of approval by the Board, if any:	31st October, 2023
(f) Amount paid as advances, if any:	Nil

(a) Name(s) of the related party and nature of relationship	Shenayah Retail Stores Private Ltd. Enterprises owned or significantly influenced by relative of KMP
(b) Nature of contracts/arrangements/transactions	Security deposit taken (net of repayment)
(c) Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 19.75 Millions
(e) Date(s) of approval by the Board, if any:	31st October, 2023
(f) Amount paid as advances, if any:	Nil.

(a) Name(s) of the related party and nature of relationship	Vandana Enterprise Enterprises owned or significantly influenced by relative of KMP
(b) Nature of contracts/arrangements/transactions	Security deposit taken (net of repayment)
(c) Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 5.10 Millions
(e) Date(s) of approval by the Board, if any:	31st October, 2023
(f) Amount paid as advances, if any:	Nil

Remuneration of KMP

(a) Name(s) of the related party and nature of relationship	Ravi Modi Chairman and Managing Director,KMP
(b) Nature of contracts/arrangements/transactions	Remuneration
(c) Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 44.84 Millions
(e) Date(s) of approval by the Board, if any:	27th March, 2023 & 26th July, 2023
(f) Amount paid as advances, if any:	Nil

(a) Name(s) of the related party and nature of relationship	Shilpi Modi Wholetime Director, KMP
(b) Nature of contracts/arrangements/transactions	Remuneration
(c) Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 29.89 Millions
(e) Date(s) of approval by the Board, if any:	27th March, 2023 & 26th July, 2023
(f) Amount paid as advances, if any:	Nil

(a) Name(s) of the related party and nature of relationship	Rahul Murarka Chief Financial Officer, KMP
(b) Nature of contracts/arrangements/transactions	Remuneration
(c) Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 7.86 Millions
(e) Date(s) of approval by the Board, if any:	27th March, 2023 & 17th June, 2023
(f) Amount paid as advances, if any:	Nil

(a) Name(s) of the related party and nature of relationship	Navin Pareek Company Secretary,KMP
(b) Nature of contracts/arrangements/transactions	Remuneration
(c) Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 3.65 Millions
(e) Date(s) of approval by the Board, if any:	27th March, 2023 & 17th June, 2023
(f) Amount paid as advances, if any:	Nil

Salary to Relative of KMP

(a) Name(s) of the related party and nature of relationship	Vedant Modi Relative of KMP
(b) Nature of contracts/arrangements/transactions	Salary
(c) Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 5.12 Millions
(e) Date(s) of approval by the Board, if any:	27th March, 2023 & 17th June, 2023
(f) Amount paid as advances, if any:	Nil

Remuneration of Non-Executive Directors

(a) Name(s) of the related party and nature of relationship	Sunish Sharma Non-Executive Non-Independent Director
(b) Nature of contracts/arrangements/transactions	Remuneration (except reimbursements which has been paid at actuals)
(c) Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 3.00 Millions
(e) Date(s) of approval by the Board, if any:	26th July, 2023
(f) Amount paid as advances, if any:	Nil

(a) Name(s) of the related party and nature of relationship	Abanti Mitra Non-Executive Independent Director
(b) Nature of contracts/arrangements/transactions	Remuneration (except reimbursements which has been paid at actuals)
(c) Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 3.00 Millions
(e) Date(s) of approval by the Board, if any:	26th July, 2023
(f) Amount paid as advances, if any:	Nil

(a) Name(s) of the related party and nature of relationship	Manish Mahendra Choksi Non-Executive Independent Director
(b) Nature of contracts/arrangements/transactions	Remuneration (except reimbursements which has been paid at actuals)
(c) Duration of the contracts/arrangements/transactions	Multiple transactions during the year
(d) Salient terms of the contracts or arrangements or transactions including the value, if any:	₹ 3.00 Millions
(e) Date(s) of approval by the Board, if any:	26th July, 2023
(f) Amount paid as advances, if any:	Nil

(a) **Name(s) of the related party and nature of relationship**	Tarun Puri Non-Executive Independent Director
(b) **Nature of contracts/arrangements/transactions**	Remuneration (except reimbursements which has been paid at actuals)
(c) **Duration of the contracts/arrangements/transactions**	Multiple transactions during the year
(d) **Salient terms of the contracts or arrangements or transactions including the value, if any:**	₹ 3.00 Millions
(e) **Date(s) of approval by the Board, if any:**	26th July, 2023
(f) **Amount paid as advances, if any:**	Nil

For and on behalf of,
Board of Directors of Vedant Fashions Limited

Ravi Modi
Chairman & Managing Director
DIN 00361853

Shilpi Modi
Whole-time Director
DIN 00361954

Place: Kolkata
Date: April 30, 2024

Annexure IV of the Board's Report

Annual Report on Corporate Social Responsibility Activities for Financial Year 2023-24

1. Brief outline on CSR Policy of the Company:

Vedant Fashions Limited ("the Company") has been an early adopter of CSR initiatives, which are guided by its CSR Policy. This policy encompasses the Company's philosophy for giving back to society and lays down the guidelines and mechanism for undertaking socially useful initiatives for the less-privileged communities, in a sensitive and impactful manner and enable these communities to achieve a better quality of life.

As a responsible corporate citizen, the Company contributes towards inclusive growth by promoting healthcare, education and overall development of the underprivileged children. The Company would continue its endeavour to help the society at large through any means and mode as may, from time to time, be recommended by the Company's CSR Committee and approved by the Board.

Pursuant to the provisions of the Companies Act 2013 read with Companies (Corporate Social Responsibility Policy) Rules, 2014 and in line with its CSR Policy, the Company undertakes the CSR Activities either (i) directly and/or (ii) through Implementing Agencies registered with the Ministry of Corporate Affairs.

2. Composition of the CSR Committee:

Sl. No.	Name of Director	Designation/Nature of Directorship	Number of meetings of CSR Committee held during the year	Number of meetings of CSR Committee attended during the year
1.	Mr. Ravi Modi	Chairperson	2	2
2.	Mrs. Shilpi Modi	Member	2	2
3.	Mr. Tarun Puri	Member	2	2
4.	Ms. Abanti Mitra*	Member	2	1

**Inducted in the Committee as a Member w.e.f. July 26, 2023.*

3. The web-links where Composition of CSR Committee, CSR Policy and CSR Projects approved by the board is disclosed on the website of the company:

Composition of CSR Committee is available at the following URL –
https://www.vedantfashions.com/investors-category/corporate-governance/company-committees/

Company's CSR Policy is available at the following URL –
https://www.vedantfashions.com/wp-content/uploads/2024/04/CORPORATE-SOCIAL-RESPONSIBILITY.pdf

A brief on CSR Projects is available at the following URL –
https://vedantfashions.com/wp-content/uploads/2024/08/CSR-AAP-FY-2024.pdf

4. The executive summary along with web-link(s) of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social Responsibility Policy) Rules, 2014, if applicable – **Not applicable**

5. (a) Average net profit of the company as per Section 135(5): **INR 3,78,66,47,885/-**

(b) Two percent of average net profit of the company as per Section 135(5): **INR 7,57,32,958/-**

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

(d) Amount required to be set off for the financial year, if any - **INR 12,35,337/-**

(e) Total CSR obligation for the financial year (5b+5c-5d): **INR 7,44,97,621/-**

6. (a) Amount spent on CSR Projects (both Ongoing Project and other then Ongoing Project): **INR 7,45,17,722/-**

(b) Amount spent in Administrative Overheads: **NIL**

(c) Amount spent on Impact Assessment, if applicable: **NIL**

(d) Total amount spent for the Financial Year (6a+6b+6c): **INR 7,45,17,722/-**

(e) CSR amount spent or unspent for the financial year:

Total Amount Spent for the Financial Year (in Rs.)	Amount Unspent (in Rs.)				
	Total Amount transferred to Unspent CSR Account as per Section 135(6)		Amount transferred to any fund specified under Schedule VII as per second proviso to Section 135(5)		
	Amount	Date of transfer	Name of the Fund	Amount	Date of transfer
7,45,17,722/-	NOT APPLICABLE				

(f) Excess amount for set off, if any

Sl. No.	Particulars	Amount (in INR)
(i)	Two percent of average net profit of the company as per Section 135(5)	**7,44,97,621/-***
(ii)	Total amount spent for the Financial Year	**7,45,17,722/-**
(iii)	Excess amount spent for the financial year [(ii)-(i)]	**20,101/-**
(iv)	Surplus arising out of the CSR projects or programmes or activities of the previous financial years, if any	**Nil**
(v)	Amount available for set off in succeeding financial years [(iii)-(iv)]	**20,101/-**

**The Company has availed a set-off of INR 12,35,337/- being the excess CSR amount spent during the previous Financial Year 2022-23.*

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

Sl. No.	Preceding Financial Year	Amount transferred to Unspent CSR Account under Section 135 (6) (in INR)	Balance Amount in Unspent CSR Account under Section 135(6) (in INR)	Amount spent in the reporting Financial Year (in INR).	Amount transferred to a fund specified under Schedule VII as per Section 135(5), if any.		Amount remaining to be spent in succeeding financial years. (in INR)	Deficiency, if any
					Amount (in INR)	Date of transfer		
1	2020-21	1,97,540	1,97,540	1,97,540	Nil	NA	Nil	NA
2	2021-22	Not Applicable						
3	2022-23	Not Applicable						

8. Whether any capital asset has been created or acquired through CSR amount spent in the financial year – **No.**

If yes, enter the number of Capital assets created/acquired – **Not Applicable.**

Furnish the details relating to such asset(s) so created or acquired through Corporate Social Responsibility amount spent in the Financial Year: **Not Applicable.**

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

For and on behalf of,
Board of Directors of Vedant Fashions Limited

Place: Kolkata
Date: April 30, 2024

Ravi Modi
CMD & Chairperson of CSR Committee
DIN 00361853

Shilpi Modi
Whole-time Director & Member of CSR Committee
DIN 00361954

Annexure V of the Board's Report

FORM NO. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024

[Pursuant to the Section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and pursuant to the Regulation 24A of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015]

To,
The Members,
Vedant Fashions Limited
19, Canal South Road, Paridhan Garment Park
SDF-1, 4th Floor, A501-A502, Kolkata 700015 (WB)

1. We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices, under the Companies Act, 2013, by **VEDANT FASHIONS LIMITED** bearing **CIN: L51311WB2002PLC094677** (hereinafter to be referred as "the Company") for the financial year ended 31st March, 2024. The Secretarial Audit was conducted on test check basis, in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

2. Based on our verification of the Company's statutory registers, books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of Secretarial Audit, the explanations and clarifications given to us and the representations made by the Management, we hereby report that in our opinion, the Company has during the audit period covering the financial year ended on March 31, 2024, has complied with the statutory provisions listed hereunder and also that the Company has proper Board processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

   We have examined the books, papers, minute books, forms, and returns filed, and other records made available to us and maintained by the Company for the financial year ended on March 31, 2024, according to the applicable provisions of:

   i. The Companies Act, 2013 ('the Act') and the rules made thereunder;

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

   iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;

   iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings, wherever applicable;

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

      (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

      (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

      (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 and amendments from time to time; **(Not Applicable to the Company during the year under review)**

      (d) The Securities and Exchange Board of India (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 (erstwhile The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (repealed w.e.f. August 13, 2021);

      (e) The Securities and Exchange Board of India (Issue and Listing of Non-Convertible Securities) Regulations, 2021 (erstwhile The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 and the Securities and Exchange Board of India (Issue and Listing of Non-Convertible Redeemable Preference Shares) Regulations, 2013 (repealed w.e.f. August 9, 2021); **(Not Applicable to the Company during the year under review)**

(f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client; **(Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent during the financial year under review)**

(g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and the Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2021; **(Not Applicable to the Company during the year under review)**

(h) The Securities and Exchange Board of India (Buy-back of Securities) Regulations, 2018 **(Not Applicable to the Company during the year under review)**

(i) The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

vi. Other than fiscal, labour and environmental laws which are generally applicable to all manufacturing/trading companies, the following laws/acts are also inter alia applicable to the Company:

1. The Contract Labour (Regulation and Abolition) Act, 1970 & its State Rules if any;
2. Legal Metrology Act, 2009 and Rules thereunder;
3. Environment (Protection) Act, 1986 read with the Environment (Protection) Rules, 1986;
4. Factories Act, 1948 & the Central Rules, or Concerned State Rules, made thereunder and allied State Laws
5. The Employees' State Insurance Act, 1948 & its Central Rules/State Rules.
6. The Minimum Wages Act, 1948 & its Central Rules/State Rules/Notification of Minimum Wages applicable to various class of industries/trade.
7. The Payment of Wages Act, 1936 & its Central Rules/State Rules if any.
8. The Payment of Bonus Act, 1965 & its Central Rules/State Rules if any.
9. The Payment of Gratuity Act & its Central Rules/State Rules if any.
10. The Maternity Benefit Act, 1961 & its Rules.
11. Information Technology Act, 2000 and the rules made thereunder
12. The Indian Copyright Act, 1957
13. The Trade Marks Act, 1999

4. We have also examined compliance with the applicable clauses of the following:

i. Secretarial Standards issued by The Institute of Company Secretaries of India under Section 118(10) of the Companies Act, 2013 with respect to Board Meeting (SS-1) and General Meeting (SS-2) and to the best of our knowledge, belief and understanding, we are of the view that the Company has complied with the provisions of Section 118(10) of the Companies Act, 2013 during the aforementioned audit period.

ii. The Listing Agreements entered into by the Company with National Stock Exchange of India Limited (NSE) and Bombay Stock Exchange Limited (BSE) read with the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, to the extent applicable during the audit period and to the best of our knowledge, belief and understanding, we are of the view that the Company has complied with the secretarial functions and board processes to comply with the applicable provisions thereof, during the aforementioned audit period.

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

5. We further report that

a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors including one (01) Independent Woman Director and one (01) Executive Woman Director. There were no changes in the composition of the Board of Directors during the period under review.

Following were the changes in the Appointment & Re-appointment of Auditors during the year:

i. In the Board Meeting of the Company held on 26th July, 2023, M/s. B S R & Co. LLP, Chartered Accountants were reappointed as the Tax Auditors of the Company to carry out the Tax Audit of the company for the Financial Year ended March 31, 2024.

ii. M/s. Grant Thornton Bharat LLP were reappointed as the Internal Auditors of the Company for the Financial Year 2023-24 in the Board Meeting of the Company held on 26th July, 2023.

iii. M/s. Vivek Mishra & Co., A Firm of Company Secretaries, Kolkata, were reappointed as the Secretarial Auditor of the Company, for conducting Secretarial Audit of the Company for the Financial Year 2023-24 in the Board Meeting of the Company held on 26th July, 2023.

b. Adequate notice was given to all Directors to schedule the Board Meetings and Committee Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, except where consent of directors was received through resolutions by circulations at various point of time. Further, a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

c. None of the directors in any meeting dissented on any resolution and hence there was no instance of recording any dissenting member's view in the minutes.

d. We further report that based on review of compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with all applicable laws, rules, regulations and guidelines.

e. We further report that during the audit period, the Company has not undertaken any specific event/action that can have a major bearing on the Company's compliance responsibility in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc., **except** as follows:

i. In the meeting of the Nomination and Remuneration Committee of the Company held on 17th June, 2023 the approval for the revision in remuneration of Mr. Rahul Murarka, Chief Financial Officer and Mr. Navin Pareek, Company Secretary and Mr. Vedant Modi, Chief Marketing Officer was accorded in line with the approval and recommendation of the Audit Committee. Later on, Mr. Vedant Modi was re-designated as Chief Revenue Officer of the Company with effect from 4th September, 2023 on the existing terms and conditions.

ii. The Company in its Annual General Meeting dated August 24, 2023 declared dividend of INR 9/- per fully paid-up equity share of INR 1/- each for the financial year ended 31st March, 2023 as the final dividend which were duly credited in the respective shareholders account on 5th September, 2023.

iii. The Board at its meeting held on 25th January, 2024 had approved a draft scheme ('the Scheme') for amalgamation of Manyavar Creations Private Limited (MCPL), a wholly owned subsidiary (*Transferor Company*) with the Company, Vedant Fashions Limited (*Transferee Company*) and in this regard, the Company Application under Section 230-232 of the Companies Act, 2013 has been filed on 17th February, 2024 and pending before the Hon'ble National Company Law Tribunal (NCLT), Kolkata bench for sanctioning of the Scheme as on the date of the reporting .

iv. The Promoter of the Company made an Offer for Sale (OFS) of shares through "Stock Exchange Mechanism" on 18th and 19th May, 2023 and as a result, the shareholding of the Promoter and the members of Promoter Group in the Company decreased from 84.88% to 75.00% of the paid-up equity share capital of the Company for ensuring the Compliance with Rules 19(2)(b) and 19A of the Securities Contracts (Regulation) Rules 1957, read with Regulation 38 of the SEBI (LODR) Regulations, 2015.

v. Pursuant to the VFL Employee Stock Option Scheme 2018, the Company has allotted 89,873 equity shares of INR 1/- each to the Eligible Employees/Participants during the Financial Year 2023-24.

For Vivek Mishra & Co
(*A Firm of Company Secretaries*)

Vivek Mishra
Partner
FCS 8540
CP No.: 17218
UDIN: F008540F000278911
Peer review: 1720/2022

Place: Kolkata
Date: 30.04.2024

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

'Annexure A'

(to the Secretarial Audit Report of M/s. Vedant Fashions Limited for the financial year ended 31st March, 2024)

To,
The Members,
Vedant Fashions Limited
19 Canal South Road, Paridhan Garment Park,
SDF-1, 4th Floor, A501-A502 Kolkata 700015

Our Secretarial Audit Report for the financial year ended 31st March 2024 of even date is to be read along with this letter.

Management's Responsibility

1. It is the responsibility of the Management of the Company to maintain secretarial record, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

Auditor's Responsibility

2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

3. We have conducted the Audit as per the applicable Auditing Standards issued by the Institute of Company Secretaries of India.

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

5. Wherever required, we have obtained the Management Representation about the Compliance of laws, rules and regulations and happening of events etc.

6. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.

Disclaimer

7. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

8. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.

9. We further report that, based on the information provided by the Company, its officers, authorised representatives during the conduct of the audit and also on the review of quarterly compliance report by the respective departmental heads/Company Secretary/Director taken on record by the Board of the Company, in our opinion adequate systems and process and control mechanism exist in the Company to monitor compliance with applicable general laws like labour laws & environmental laws.

10. We further report that the compliance by the Company of applicable financial laws like Direct & Indirect tax laws have not been reviewed in this audit since the same has been subject to review by the statutory financial audit and other designated professionals.

For Vivek Mishra & Co
(*A Firm of Company Secretaries*)

Vivek Mishra
Partner
FCS 8540
CP No.: 17218
UDIN: F008540F000278911
Peer review: 1720/2022

Place: Kolkata
Date: 30.04.2024

Management Discussion and Analysis

Indian economic review

The National Statistical Office (NSO), in its second advance estimate of national income expects Indian economy to have GDP growth rate of 7.6% in FY 2023-24 as compared to 7% growth rate in FY 2022-23[1]. India is ranked 5th in world's GDP rankings in 2024. India's economy boasts diversity and swift growth, fuelled by key sectors such as information technology, services, agriculture, and manufacturing[2].

Overview of apparel retail market in India

The Indian Apparel industry is one of the most distinctive in the world because of its ancient techniques and cultural traditions. In the vastness of India, it is but natural that its different parts, in addition to having their own unique cultures and languages, also have a variety in clothing. With the rise of urbanization and the country adopting traditional values at an increasing pace, the fashion and apparel industries are on the wheel of adaptation.

The revenue in the Apparel market in India is projected to reach US$105.50bn in 2024[3].

Factors contributing to the growth in domestic apparel retail market.

- Young demographics in India
- Rising urbanization
- Rising share of working women
- Shift towards RMG
- Deeper penetration of branded players
- Increasing awareness of fashion trends
- Increasing retail penetration
- E-Commerce

Source: CRISIL Research

[1] *https://mospi.gov.in/sites/default/files/press_release/PressNote_onGDP_SAE_Q3_FRE_SRE_TRE01032024.pdf*

[2] *As per Forbes India report published on 10th Apr 2024*

[3] *https://www.statista.com/outlook/cmo/apparel/india*

The Indian men's wear segment is fuelled by rising disposable incomes, a growing middle class and a newfound fashion focus among men.

The trend of embracing traditional wear underscores a significant shift in India's fashion scene, extending beyond major urban hubs to meet the aspirations of a wider consumer base. As more men seek to express their cultural heritage through their clothing choices, the demand for garments such as kurtas, sherwanis, and Nehru jackets has been on an upturn, creating a lucrative market opportunity for both established and emerging brands.

Furthermore, it is expected to continue over the coming years, driven by factors such as growing awareness of Indian heritage, the influential presence of celebrities endorsing ethnic wear, and the expanding range of stylish and affordable options available online.

The Indian women's wear market experienced significant growth in recent years, propelled by rising disposable incomes and greater female participation in the workforce. India's rich tapestry of religious and cultural diversity, which embraces various occasions and festivities, serves as a pivotal driver for the expansion of the women's wear segment in the country. The growth in women's segment can be attributed to various factors, such as a growing middle class, rising disposable income, and an increasing preference for traditional clothing.

An overview of the ethnic-wear market in India

Women's ethnic wear is the largest segment of the overall market as it has found acceptance in both daily wear and office-wear categories, apart from the Indian wedding and celebration wear category. It includes lehengas, kurtis, sarees and salwar kameez. Men's ethnic wear is the second-largest category and has a share of approximately 10% of the overall ethnic market. It is dominated by the Indian wedding and celebration wear market which accounted for approximately 80% of men's ethnic wear sales and includes sherwanis, kurta jacket sets, kurta pajama, Indo-western apparel, etc. Acceptance of ethnic wear during festivals and wedding functions is leading to overall growth of the men's ethnic wear market. Kids' ethnic wear accounts for the remaining 9% of the ethnic apparel market[1].

An overview of the Indian wedding and celebration wear market in India[4]

The term "Indian wedding and celebration wear" can be defined as apparel worn on special occasions such as weddings; close-knit family functions such as puja, housewarming, etc.; festivals such as Diwali, Eid, Holi, and Raksha Bandhan; and other events such as Independence Day and Republic Day.

The Indian wedding and celebration wear apparel market is led by multiple factors including the increasing trend of multi-day wedding functions in India, higher spending per consumer etc. Not only is the Indian wedding and celebration wear market driven by the immediate family of the bride and the groom but also their close friends. The Indian wedding and celebration category is also driven by frequent festivities in India.

Growth drivers

- Huge domestic market of 9.5 million to 10 million weddings per year
- Multi-day and multi-event wedding celebrations
- Rising income levels leading to higher discretionary spending
- Increasing tendency of wearing appropriate celebration wear for respective festive events
- Increasing association with brands in celebration ethnic apparel
- Shift from tailored to ready-to-wear celebration ethnic apparel.
- Addition of new categories such as Indo-western wear
- Increased penetration of branded players in tier-II and tier-III markets

Company overview and segment performance

Incorporated in 2002, Vedant Fashions is the largest Company in India in the men's Indian wedding and celebration wear segment in terms of revenue, OPBDIT and profit after tax.[4] 'Manyavar' brand is a category leader in the branded Indian wedding and celebration wear market with a pan-India presence.[4]

We have established a multi-channel network and introduced brands by identifying gaps in the under-served and high-growth Indian wedding and celebration wear category.

We focus on spreading India's vibrant culture, traditions, and heritage through our aspirational yet value for money brands at a diverse range of price points. We offer a one-stop destination with a wide-spectrum of product offerings for every celebratory occasion and aim to deliver an aristocratic yet seamless purchase experience to our customers through our aesthetic franchisee-owned exclusive brand stores.

We are focused on strengthening their leadership position in the organised Indian wedding and celebration wear market and establishing dominance in the premium and value segments of the men's Indian wedding and celebration wear market, respectively, through their brands 'Twamev' and 'Manthan', and in the women's Indian wedding and celebration wear market, through their brand 'Mohey', which was launched in 2015.

[4]*(Source: CRISIL Report)*

'Mebaz' is a one-stop heritage brand of ethnic celebration wear catering to the entire family, with an established presence in the states of Andhra Pradesh and Telangana.

The Company's portfolio of products includes a diverse range of attires and accessories, each conceptualised by their designers who have experience in serving the distinct regional preferences of the Indian customer.

The organisation leverages effective brand advertising with distinct targeted marketing campaign using digital and social media, billboards, multiplex theatres, television advertisements and live events, to build a stronger connection with its customers.

Based on the Company's operating structure and available information, the Company has only one reportable segment i.e., branded fashion apparel and accessories.

The below table highlights our bouquet of brands, along with their relevant positioning in the market, the price spectrum of the product mix of each brand and the distribution channel through which each brands' products are available in the market.

Brand	Year	Brand Positioning	Price Spectrum	Distribution Channel
Manyavar	1999*	Men's and boys' flagship brand	Mid-premium	EBOs, MBOs, LFS, e-commerce
Mohey	2015	Women's flagship brand	Mid-premium	EBOs and ecommerce
twamev	2019	Men's and Women's premium brand	Premium	EBOs
Mebaz	2017**	Men's, women's, and kids' brand for the South Indian market	Mid-premium to premium	EBOs
MANTHAN	2018#	Men's value brand	Value	MBOs, LFS, ecommerce

* The brand 'Manyavar' commenced operations through a predecessor entity in 1999.

**The brand 'Mebaz' commenced operations in 2002 and was acquired by the Company in financial year 2018.

#Large scale operations commenced following a refreshed launch in 2018.

Competitive Strengths/Opportunities & Challenges

The Company's key competitive strengths act as a barrier for entry of other players in the organised Indian wedding and celebration wear market. The strengths include:

- Market-leader in the Indian celebration wear segment with a diverse portfolio of brands catering to the aspirations of the entire family.
- Large and growing Indian wedding and celebration wear market driven by increased customer spending on such wear.
- Omni-channel network with the seamless integration of our offline and online channels
- Differentiated business model combining the strengths of retailing with branded consumer play.
- Technology-based strong supply chain and inventory replenishment systems driven by system-wide data analytics, strong processes, and long-standing vendor relationships.
- Experienced and professional founder-led leadership team.

The industry in which the Company operates may face challenges due to high concentration on Indian wedding and celebration wear and vulnerable to variations in demand, as well as changes in consumer preferences. Our business and operations could be adversely affected by health epidemics like COVID-19 pandemic. Also, other competitors may increase competition for any Company falling under the said industry. The risk management strategy of the Company is geared to identify risks/threats to the business promptly and respond to emergencies in a timely manner.

Business Outlook

We are asset-light in respect of our plant, property and equipment which enables us to achieve a high return on capital employed, primarily due to the nature of our sourcing and manufacturing operations, with a substantial majority of our sales being generated through our franchisee-owned EBOs. As a result, we do not need to invest in developing manufacturing facilities or a distribution system and by using economies of scale, we are able to optimize several costs such as our production and procurement costs, distribution costs and employee costs, thereby leading to improved profitability. Our omni-channel presence, through EBOs and online platforms, is designed in a manner such that products across our brands are available under one universal platform. As a result, we are able to make our products available to our customers through their preferred mode of shopping and purchasing. Through our network of over 300 franchisees, we have a track record of commanding a high initial capital commitment from our franchisees and in return, provide all necessary support in connection with identifying and approving potential locations for new stores, managing multi-channel advertising on a national and regional basis, store development and inventory management, management of the supply chain and provide detailed training programmes for store staff and franchisees. We also incur lease costs in connection with EBOs operated by our franchisees on premises leased by us.

As of, Mar 31, 2024, we had a retail footprint of 1.7 million square feet covering 676 EBOs globally (including 127 shop-in-shops) spanning across 255 cities and towns in India, and 13 overseas across the United States, Canada, UK and the UAE, which are countries with a large Indian diaspora. In addition to our offline retail presence, our consumers also have the option of placing orders through our website (*www.manyavar.com*), and through leading lateral e-commerce platforms. As our offline and online channels are integrated, our customers can place orders for our products either offline or online and have the flexibility of buying products at one store and returning at another or browsing our product catalogues and placing orders online with doorstep delivery. In Financial Year 2024, we opened 5 exclusive brand stores of Twamev Brand and opened first flagship EBO store of Mohey brand. We have also opened the largest store of Manyavar and Mohey Brand in the city of Bengaluru measuring more than 22k sq. ft. approximately.

Technology is at the forefront of our operations and is essential to us being able to attain operational efficiencies in our sourcing, manufacturing, distribution, and sales processes and delivering an enhanced retail experience to our customers. Most of our business operations are system-driven with limited manual intervention. We utilise data analytics for capturing and analysing evolving consumer preferences and purchase trends across the country and have developed a strong expertise and understanding of consumer preferences across India. We also rely upon our technology platforms to monitor and manage store inventory levels on a real-time basis and integrate our stock and supply chain with our production cycle. Our back-end production processes, including our supply chain and inventory management are data-based and algorithmically managed with every stage system-driven, including the procurement of raw materials, manufacturing (on an SKU-identifiable basis), warehouse inventory management and store replenishment. As a result, we have a record of every product sold at our franchisee owned EBOs and are able to maintain synchronisation between store inventory, sales, and billing cycles from each store. We have also upgraded website to support the customer product selection and sales processes.

As an organization, we recognize the importance of digital interventions at various touchpoints in a customer's pre-sales & post-sales journey, so we continuously plan to revamp and upgrade the digital experience. In this context, we've taken significant strides in integrating online and offline touchpoints such as the launch of our 'Book a Video Call' feature, catering to our online customers, seamlessly bridging their online browsing experience with personalized buying concierge service, which will help in product discovery online and/or lead online customer to stores. This innovative initiative not only enhances convenience but also fosters a deeper engagement with our brand. Furthermore, we're excited to announce the pilot launch of our in-store digital experience, aimed at revolutionizing the post-purchase journey. Through this initiative, customers can enjoy a digitally enhanced alteration process, streamlining their experience and embracing the power of digitalization in every aspect of their interaction with our brand. These advancements along with our first phase launch in last year, which includes shifting to new tech stacks in the domains of CRM, Ecommerce & MarTech along with relaunch of new e-commerce website etc. act as a strong foundation on which Omnichannel customer journey has been build. The underlying idea for such transformation is improving customer delight, retention & operational efficiency across channels.

To achieve a deeper, connect with our consumers, we utilise targeted marketing campaigns through digital and social media, billboards, multiplex cinemas, television advertisement and live events. We believe we have developed a strong brand identity through effective brand advertising and distinct marketing campaigns for our brands. We attempt to connect with our customers at an emotional level through subtle messages that our customers can relate to. These include values-based messaging themes embedded around traditional cultural values, such as "Taiyaar Hokar Aaiye", "Diwali Wali Feeling", "Dulhan wali feeling", "Shaadi Grand Hogi", "Pehno Apni Pehchan" "Apno Wali Shaadi" and "Shaadi ka Kharcha Adha Adha". Some of our campaigns are also based on specific categories of persons such as groomsmen or specific celebrations and occasions. This year we launched a special campaign showcasing our Vesthi/Pancha collection, tailored specifically for South Indian weddings, under the newly introduced Vivaham collection and also launched campaign emphasizing the cherished bond between fathers and sons.

Headquartered in Kolkata, we are led by our founder, Chairman and Managing Director, Mr. Ravi Modi, a first-generation entrepreneur who has proven his flair for the art of brand building and retailing with the success of our brands. Mr. Modi is supported by an experienced management team whose achievements have been recognised by a number of industry awards including awards received during FY 2023- 2024 such as "India's Retail Champions Award" by RAI; "Most Admired Fashion Brand of The Year" by IFA etc. We have also received other awards historically such as the "EY Entrepreneur of the year – Consumer Products and Retail", "India Retail Champions Awards 2023", "Business Leader of the Year by Sanmarg", "Entrepreneur Of the Year, Best Financial Performance – ET Bengal", "IMAGES Most Admired Fashion Brand of the Year: MEN'S ETHNIC/FUSION WEAR", along with other awards such as Global Award for Retail Excellence, 2020, India's Retail Champion (Speciality Retail), 2020, and Best Men's Ethnic Wear Brand (East), 2019.

Risk and Concerns

Your Company has adopted a risk management policy for promoting a pro-active approach in reporting, evaluating, and resolving risks associated with the Company's business. The Company's Risk Management Committee (RMC) comprises of three Directors out of which two are Independent Directors, which overviews the process of identification, monitoring, and review of all the elements of risk(s) associated with the Company. The Company has assessed the risks and there is an adequate risk management infrastructure in place capable to identify and mitigate the risks. The Company's Risk Management Policy is established to identify and analyse internal and external risks faced by the Company, to set appropriate risk limits, to lay down measures for risk assessment and mitigation including systems and processes for internal control of identified risks and to monitor risks and adherence to limits. Risk management processes and systems are reviewed regularly to reflect changes in market conditions and the Company's line of activities. The Company has also designated an employee as 'Risk Manager' for the purpose of effective coordination of the risk management mechanism.

Our current growth strategies include:

(i) expanding our footprint within and outside India.

(ii) scaling up our emerging brands through increased up-selling and cross-selling initiatives;

(iii) enhancement of brand appeal through targeted marketing initiatives;

(iv) the significant potential and space for growth of our existing and emerging brands; and

(v) adopting a disciplined approach towards future acquisitions.

Discussion on financial performance with respect to operational performance:

The Company has taken various operational measures like strengthening its supply-chain and vendor management by introducing tech-based fully-integrated supply chain with automated replenishment system; strengthening inventory management by introducing Algorithm-based inventory management system for real time monitoring store inventory at EBOs; collecting secondary sales data to analyse consumer buying behaviour; Product development on the basis of prevailing trends & consumer preferences gathered via data analysis, market surveys for the improvement in performance and achieving better results.

Financial statement

In accordance with SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations 2018, the Company is required to provide details of significant changes (a change of 25% or more as compared to the previous financial year) in key financial ratios, along with detailed explanations thereof. The key financial ratios are given below:

Key financial ratios	2023-24	2022-23	Difference (%)
Debtors' turnover	2.63	3.06	(14.05%)
Inventory turnover	8.76	8.43	3.91%
Interest coverage ratio	Not Applicable, since the Company has no Borrowings involving interest coverage.		
Current ratio (in times)	3.68	3.33	10.51%
Debt equity ratio (in times)	0.28	0.21	33.33%
Net profit margin (in %)	30.37%	31.89%	(4.77%)
Return on net worth# (in %)	40.32%	47.38%	(14.90%)

 # here return on net worth indicates return on capital employed as disclosed in the financials

Reasons for variance of more than 25% in above ratios: Increase in debt equity ratio is due to increase in lease liabilities on account of new store opening and lease renewals during the year.

Human resources

The continued growth of the Company's business depends on the ability to attract, hire, train and retain skilled personnel. In the year under review, the Company had a strength of 754 employees.

For the financial years ended March 31 of 2023 and 2024, the employee benefits expense amounted to ₹ 551.80 million and ₹ 566.20 million, respectively, representing 6.93% and 6.40% respectively, of the total expenses.

Internal control system and the adequacy

A separate paragraph on internal control systems and their adequacy has been provided separately in the Board's Report.

Cautionary statement

Certain statements in the MDA section concerning future prospects may be forward-looking statements which involve a number of underlying identified/non identified risks and uncertainties that could cause actual results to differ materially. In addition to the foregoing changes in the macro-environment, a global pandemic like Covid-19 may pose an unforeseen, unprecedented, unascertainable, and constantly evolving risk(s), inter-alia, to the Company and the environment in which it operates. The results of these assumptions made, relying on available internal and external information, are the basis for determining certain facts and figures stated in the report. Since the factors underlying these assumptions are subject to change over time, the estimates on which they are based are also subject to change accordingly. These forward-looking statements represent only the Company's current intentions, beliefs or expectations, and any forward-looking statement speaks only as of the date on which it was made. The Company assumes no obligation to revise or update any forward-looking statements, whether as a result of new information, future events, or otherwise.

Corporate Governance Report

In accordance with Regulation 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations")

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

The Company firmly believes that good corporate governance practices ensure efficient conduct of the affairs of the Company while upholding the core values of transparency, integrity, honesty, and accountability and help the Company in its goal to maximize value for all its stakeholders. It is a system by which business corporations are directed and controlled.

Vedant Fashions Limited is committed to the adoption of and adherence to the Corporate Governance practices at all times and continuously benchmarks itself against each such practice in the industry. Vedant Fashions Limited believes that sound Corporate Governance is critical for enhancing and retaining investor trust and the Company always seeks to ensure that its performance goals are met with integrity. The Company works with the mission to attain global eminence through quality leadership and vision to raise the bar in line with the global practices and enhance stakeholder value. Vedant Fashions Limited complies with the Corporate Governance Code incorporated in the Listing Regulations.

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

The Company is committed to continuously scale up the Corporate Governance standards by way of practicing good Governance to ensure transparency in the affairs of the Company.

2. BOARD OF DIRECTORS

The Board is the apex body of the Company constituted by the Shareholders for overseeing the Company's overall functions. The Board plays a crucial role in overseeing how the management serves the short and long-term interests of the stakeholders. Accordingly, to oversee the same, competent, experienced, and eminent personalities from diverse spheres, possessing varied skills, qualifications, expertise, and experience have been selected and appointed as the members of the Board.

a) Composition and Category of Directors:

Your Company firmly believes that a diversified and cohesive Board with strong Independent representation is necessary to ensure the highest level of Corporate Governance. The Board of Directors (Board) of the Company comprises of an optimum combination of Executive and Non-Executive Directors with an Executive Director appointed as the Chairman & Managing Director (Chairman related to Promoter). The strength of the Board of Directors of the Company as on March 31, 2024 is 6 (Six). Out of 6 (Six) Directors, 2 (two) Directors are Executive Directors (including one Woman Director), 1 (one) Director is Non-Executive & Non-Independent Director, and 3 (three) Directors are Independent & Non-Executive Directors including one Independent Woman Director. The composition of the Board is in conformity with Section 149 of the Companies Act, 2013 and Regulation 17 of the Listing Regulations.

None of the Directors of the Company are Members of more than 10 (Ten) Committees (i.e., Audit Committee and Stakeholders Relationship Committee) or Chairman of more than 5 (Five) such Committees, across all the public companies in which they are Directors, (as specified in Regulation 26 of the Listing Regulations).

None of the Directors of the Company serves as an Independent Director in more than 7 (Seven) listed companies, nor does the Whole time Director/ Managing Director serves as an Independent Director in more than 3 (Three) listed companies. None of the Directors hold directorships in more than 7 (Seven) listed companies.

The composition of the Board is as follows:

NAME OF THE DIRECTORS	POSITION/ DIRECTOR CATEGORY
A. EXECUTIVE DIRECTORS	
Mr. Ravi Modi (DIN: 00361853)	Chairman & Managing Director (Chairman related to promoter)
Mrs. Shilpi Modi (DIN: 00361954)	Whole time Director

NAME OF THE DIRECTORS	POSITION/ DIRECTOR CATEGORY
B. NON-EXECUTIVE & NON-INDEPENDENT DIRECTOR	
Mr. Sunish Sharma (DIN: 00274432)	Non-Executive & Non-Independent Director
C. NON-EXECUTIVE & INDEPENDENT DIRECTORS	
Ms. Abanti Mitra (DIN: 02305893)	Non-Executive & Independent Director
Mr. Manish Mahendra Choksi (DIN: 00026496)	Non-Executive & Independent Director
Mr. Tarun Puri (DIN: 02117623)	Non-Executive & Independent Director

As at March 31, 2024, in compliance with the Listing Regulations:

- In the opinion of the Board, the Independent Directors fulfill the conditions specified in the Listing Regulations and are Independent of the management.
- Necessary disclosures regarding Committee position in other public companies as at March 31, 2024 have been made by the Directors.
- The composition of the Board of Directors and the brief profile of the Directors can be accessed on the Company's website at *https://www.vedantfashions.com/investors-category/corporate-governance/board-of-directors/*

b) Number of Board Meetings held and dates on which held:

Number of Board Meeting	Dates on which Board Meetings Held
VFL/BM/23-24/01	April 28, 2023
VFL/BM/23-24/02	June 17, 2023
VFL/BM/23-24/03	July 26, 2023
VFL/BM/23-24/04	October 31, 2023
VFL/BM/23-24/05	January 25, 2024
VFL/BM/23-24/06	March 23, 2024

In case of special and urgent business needs, the Board/Committees approval is taken by passing resolution by circulation, as permitted by law, which is noted and then confirmed in the next Board/Committees meeting.

The necessary quorum was present for all the meetings of the Board/Committees.

c) Attendance of Directors at the meetings of Board and at last Annual General Meeting:

The Board met 6 (Six) times during the FY 2023-24. The attendance of Directors at the Board Meetings and at the last Annual General Meeting:

Members of the Board	Board Meetings held on						AGM held on August 24, 2023
	April 28, 2023	June 17, 2023	July 26, 2023	October 31, 2023	January 25, 2024	March 23, 2024	
Mr. Ravi Modi	P	P	P	P	P	P	P
Mrs. Shilpi Modi	P	P	P	P	P	P	P
Mr. Manish Mahendra Choksi	P	P	P	P	P	P	P
Mr. Sunish Sharma	P	P	P	P	P	P	P
Mr. Tarun Puri	P	P	P	P	P	P	P
Ms. Abanti Mitra	P	A	P	P	P	P	P

d) Number of other Directorships and Chairmanship/Membership of Committees, including separately name of the listed entities & Category of directorship of each Director in various Companies are as hereunder:

The number of Directorships and Committee memberships/chairmanship, including separately name of listed entities and category of Directorship in other Companies as on March 31, 2024 are given hereunder:

Name of the Director	Directorship in other Companies		Committee Memberships held in other Companies. (Note 2)	
	No. of Directorship (Note 1)	Name of Listed entities & Category of Directorship	Member	Chairman
Mr. Ravi Modi	0	None	None	None
Mrs. Shilpi Modi	0	None	None	None
Ms. Abanti Mitra	1	• Spandana Sphoorty Financial Limited (Non-Executive - Independent Director)	1	None
Mr. Manish Mahendra Choksi	3	• Asian Paints Limited (Non-Executive – Non-Independent Director) • Torrent Pharmaceuticals Limited (Non-Executive – Independent Director) • Birlasoft Limited (Non-Executive Independent Director)	1	None
Mr. Sunish Sharma	1	• Spandana Sphoorty Financial Limited (Non-Executive - Nominee Director)	None	None
Mr. Tarun Puri	0	None	None	None

Note 1: Number of Directorships in other listed Companies, whose equity shares are listed on a stock exchange.

Note 2: Board Committee Chairmanships/Memberships in other Companies includes only Chairmanships/ Memberships of Audit Committees and Stakeholders Relationship Committees across all public limited companies, whether listed or not, has been included and all other companies including Private Limited Companies, Foreign Companies, High Value Debt Listed Companies and Companies incorporated under Section 8 of the Companies Act, 2013 have been excluded.

e) List of core skills/expertise/competencies identified by the Board of Directors as required in the context of its business:

The Board skills matrix provides a guide as to the skills, knowledge, experience, personal attributes, and other criteria appropriate for the Board of the Company. The Board is a skill-based Board comprising of Directors who collectively have the skills, knowledge, and experience to effectively govern and direct the Company. The Board is of the opinion that the skill or competence required for the Directors in relation to the present business of the Company includes the following:

Core skills/expertise/competencies identified by the Board of Directors as required in the context of its business	Names of Directors who have such skills/ expertise/competence
Leadership qualities and indepth knowledge and experience in general management of organization	Mr. Ravi Modi Mrs. Shilpi Modi Ms. Abanti Mitra Mr. Manish Mahendra Choksi Mr. Sunish Sharma Mr. Tarun Puri
Exposure to sales and marketing management based on understanding of the consumers	Mr. Ravi Modi Mrs. Shilpi Modi Mr. Tarun Puri
Ability to analyse and understand the key financial statements, experience in the fields of taxation, audit, financial management, banking, insurance and investments, treasury, fund raising and internal controls	Mr. Ravi Modi Ms. Abanti Mitra Mr. Manish Mahendra Choksi Mr. Sunish Sharma Mr. Tarun Puri

Core skills/expertise/competencies identified by the Board of Directors as required in the context of its business	Names of Directors who have such skills/ expertise/competence
Interpersonal relations, human resources management, communication, corporate social responsibility including environment and sustainability	Mr. Ravi Modi Mrs. Shilpi Modi Mr. Manish Mahendra Choksi Mr. Sunish Sharma Mr. Tarun Puri Ms. Abanti Mitra
Technical, professional skills and knowledge including legal, governance and regulatory aspects	Mr. Ravi Modi Ms. Abanti Mitra Mr. Manish Mahendra Choksi Mr. Sunish Sharma Mr. Tarun Puri

f) Number of Shares and Convertible instruments held by Non-Executive Directors:

Name of Directors	No. of Shares and Convertible instruments held
Ms. Abanti Mitra (DIN: 02305893)	Nil
Mr. Manish Mahendra Choksi (DIN:00274432)	40 shares (0.000016%)
Mr. Sunish Sharma (DIN: 00274432)	Nil
Mr. Tarun Puri (DIN: 02117623)	Nil

g) Disclosure of relationships between Directors inter-se:

Mr. Ravi Modi, Chairman & Managing Director is related to Mrs. Shilpi Modi, Whole-time Director as per Section 2(77) of the Companies Act, 2013. Mrs. Shilpi Modi is the wife of Mr. Ravi Modi. No other Directors are related to each other in terms of the definition of “relative” given under the Act.

h) Web link where details of familiarization programmes imparted to Independent Directors is disclosed:

The details of familiarization programmes imparted to Independent Directors are duly disclosed on the website of the Company.

The web link of the same is as follows: *https://www.vedantfashions.com/wp-content/uploads/2024/04/Familiarization-Programme-for-Independent-Director-8may2024.pdf*

Code of Conduct for Board Members and Senior Management

The Board of Vedant Fashions Limited had laid down a Code of Conduct for all the Board members and Senior Management of the Company. The Code of Conduct is posted on the website of the Company (weblink: *https://www.vedantfashions.com/wp-content/uploads/2024/04/CODE-OF-CONDUCT-FOR-DIRECTORS-SENIOR-MANAGEMENT.pdf*.

All Board members and Senior Management have affirmed compliance with the Code of Conduct and the Managing Director of the Company has confirmed the same. The same is annexed to the Report.

The Directors of the Company have expertise and skills in diverse fields and are well versed to guide the team in the core areas as mentioned above and lead the Company in the coming years.

3. AUDIT COMMITTEE

The Company has in place the Audit Committee in line with the provisions of Section 177 of the Companies Act, 2013 and Regulation 18 of the Listing Regulations. The members of the Audit Committee have the requisite financial and management expertise.

The Audit Committee comprises of 4 (Four) Members out of which one Non-Executive Independent Director acts as the Chairperson, two Non-Executive Independent Directors and one Executive Director act as the Members of the Committee.

Mr. Navin Pareek, Company Secretary of the Company, is the designated Compliance Officer and acts as Secretary to the Committee.

The Audit Committee has been vested with the powers to investigate any activity within its terms of reference, to seek information from any employee, to obtain outside legal or other professional advice, and to secure attendance of outsiders with relevant expertise, if it considers necessary.

Generally, the Statutory Auditors, Internal Auditors, and Chief Financial Officer were invited to the Audit Committee Meetings, as and when required.

Terms of reference of Audit Committee

The terms of reference of Audit Committee includes:

1. Oversight of the Company's financial reporting process, examination of the financial statement and the auditors' report thereon and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
2. Recommendation for appointment, re-appointment and replacement, remuneration and terms of appointment of auditors, including the internal auditor, cost auditor and statutory auditor, of the Company and the fixation of audit fee;
3. Approval of payments to statutory auditors for any other services rendered by the statutory auditors of the Company;
4. Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the Board for approval, with particular reference to:
   (i) Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Section 134 of the Companies Act;
   (ii) Changes, if any, in accounting policies and practices and reasons for the same;
   (iii) Major accounting entries involving estimates based on the exercise of judgment by the management of the Company;
   (iv) Significant adjustments made in the financial statements arising out of audit findings;
   (v) Compliance with listing and other legal requirements relating to financial statements;
   (vi) Disclosure of any related party transactions; and
   (vii) Qualifications/modified opinion(s) in the draft audit report.
5. Reviewing, with the management, the quarterly, half-yearly and annual financial statements before submission to the Board for approval;
6. 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 utilised for purposes other than those stated in the offer document/prospectus/ notice, and making appropriate recommendations to the Board to take up steps in this matter;
7. Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;
8. Formulating a policy on related party transactions, which shall include materiality of related party transactions;
9. Approval or any subsequent modification of transactions of the Company with related parties and omnibus approval for related party transactions proposed to be entered into by the Company subject to such conditions as may be prescribed;

   Explanation: The term "related party transactions" shall have the same meaning as provided in Regulation 2(1)(zc) of the SEBI Listing Regulations and/or the applicable Accounting Standards and/or the Companies Act.
10. Review, at least on a quarterly basis, the details of related party transactions entered into by the Company pursuant to each of the omnibus approvals given;
11. Scrutiny of inter-corporate loans and investments;
12. Valuation of undertakings or assets of the company, wherever it is necessary;
13. Evaluation of internal financial controls and risk management systems;
14. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
15. 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;
16. Discussion with internal auditors of any significant findings and follow up there on;
17. 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;
18. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
19. Looking 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;

20. Recommending to the board of directors the appointment and removal of the external auditor, fixation of audit fees and approval for payment for any other services;
21. Reviewing the functioning of the whistle blower mechanism;
22. Approval of the appointment of the Chief Financial Officer of the Company ("CFO") (i.e., the whole-time finance director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc., of the candidate;
23. Carrying out any other functions as provided under the Companies Act, the SEBI Listing Regulations, each as amended and other applicable laws;
24. To formulate, review and make recommendations to the Board to amend the Audit Committee charter from time to time;
25. Overseeing a vigil mechanism established by the Company, providing for adequate safeguards against victimisation of employees and directors who avail of the vigil mechanism and also provide for direct access to the Chairperson of the Audit Committee for directors and employees to report their genuine concerns or grievances; and
26. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.
27. Reviewing the utilization of loans and/or advances from/investment by the holding company in the subsidiary exceeding rupees 100 crore or 10% of the asset size of the subsidiary, whichever is lower including existing loans/advances/investments existing as on the date of coming into force of this provision;
28. Considering and commenting on rationale, cost-benefits and impact of schemes involving merger, demerger, amalgamation etc., on the Company and its shareholders; and
29. Such roles as may be prescribed under the Companies Act and SEBI Listing Regulations.

Review of information by Audit Committee

The Audit Committee conducts a review of the various information as prescribed, including the following:

1. Management Discussion and Analysis of financial condition and results of operations;
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
3. Management letters/letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor shall be subject to review by the Audit Committee;
6. Statement of deviations:

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

7. Review the financial statements, in particular, the investments made by any unlisted subsidiary.

The terms of reference of the Audit Committee are in conformity with the Listing Regulations read in conjunction with Section 177 of the Companies Act, 2013.

Composition, Name of members, Chairperson, Meetings and Attendance

The Committee met five times during the FY 2023-24. The composition of the Audit Committee and the attendance of the Directors at the said meetings are as follows:

Members of the Audit Committee	Designation	Audit Committee Meetings Held On				
		April 28, 2023	July 26, 2023	October 31, 2023	January 25, 2024	March 23, 2024
Ms. Abanti Mitra, Non-Executive & Independent Director	Chairperson of the Committee	Yes	Yes	Yes	Yes	Yes
Mr. Manish Mahendra Choksi, Non-Executive & Independent Director	Member	Yes	Yes	Yes	Yes	Yes
Mr. Ravi Modi, Chairman & Managing Director	Member	Yes	Yes	Yes	Yes	Yes
Mr. Tarun Puri*, Non-Executive & Independent Director	Member	Not Applicable	Yes	Yes	Yes	Yes

** Mr. Tarun Puri was inducted as a Member in the Audit Committee w.e.f. July 19, 2023.*

The Chairman of the Audit Committee was present at the last Annual General Meeting held on 24th August, 2023 to address shareholder's queries, if any.

4. NOMINATION AND REMUNERATION COMMITTEE

The Company has in place a Nomination and Remuneration Committee in line with the provisions of Section 178 of the Companies Act, 2013 and Regulation 19 of the Listing Regulations. The Committee comprises of 3 (Three) members out of which one Non- Executive Independent Director acts as the Chairman, one Non-Executive Independent Director and one Non-Executive Non-Independent Director acts as members.

Mr. Navin Pareek, Company Secretary of the Company, is the designated Compliance Officer and acts as Secretary to the Committee

Terms of reference of Nomination & Remuneration Committee

The terms of reference of the Committee includes the following:

(a) 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. The Nomination and Remuneration Committee, while formulating the above policy, shall 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 the Company and its goals.

(b) Formulation of criteria for evaluation of performance of independent directors and the Board;

(c) Devising a policy on Board diversity;

(d) Identifying persons who are qualified to become directors of the Company and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board their appointment and removal. The Company shall disclose the remuneration policy and the evaluation criteria in its annual report;

(e) Analysing, monitoring and reviewing various human resource and compensation matters;

(f) Determining the Company's policy on specific remuneration packages for executive directors including pension rights and any compensation payment, and determining remuneration packages of such directors;

(g) Recommending the remuneration, in whatever form, payable to the senior management personnel and other staff (as deemed necessary);

(h) Reviewing and approving compensation strategy from time to time in the context of the then current Indian market in accordance with applicable laws;

(i) Determining 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;

(j) Perform such functions as are required to be performed by the compensation committee under the Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014;

(k) Administering, monitoring, and formulating the employee stock option scheme/plan approved by the Board and shareholders of the Company in accordance with the applicable laws ("ESOP Scheme")

   (i) Determining the eligibility of employees to participate under the ESOP Scheme;

   (ii) Determining the quantum of option to be granted under the ESOP Scheme per employee and in aggregate;

   (iii) Date of grant;

   (iv) Determining the exercise price of the option under the ESOP Scheme;

   (v) The conditions under which option may vest in employee and may lapse in case of termination of employment for misconduct;

   (vi) The exercise period within which the employee should exercise the option and that option would lapse on failure to exercise the option within the exercise period;

   (vii) The specified time period within which the employee shall exercise the vested option in the event of termination or resignation of an employee;

   (viii) The right of an employee to exercise all the options vested in him at one time or at various points of time within the exercise period;

   (ix) Re-pricing of the options which are not exercised, whether or not they have been vested if stock option rendered unattractive due to fall in the market price of the equity shares;

(x) The grant, vest and exercise of option in case of employees who are on long leave;

(xi) Allow exercise of unvested options on such terms and conditions as it may deem fit;

(xii) The procedure for cashless exercise of options;

(xiii) Forfeiture/cancellation of options granted;

(xiv) Formulating and implementing the procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions such as rights issues, bonus issues, merger, sale of division and others. In this regard following shall be taken into consideration:

- the number and the price of stock option shall be adjusted in a manner such that total value of the option to the employee remains the same after the corporate action;
- for this purpose, global best practices in this area including the procedures followed by the derivative markets in India and abroad may be considered; and
- the vesting period and the life of the option shall be left unaltered as far as possible to protect the rights of the employee who is granted such option.

(l) Construing and interpreting the ESOP Scheme and any agreements defining the rights and obligations of the Company and eligible employees under the ESOP Scheme, and prescribing, amending and/or rescinding rules and regulations relating to the administration of the ESOP Scheme;

(m) Framing suitable policies, procedures, and systems to ensure that there is no violation of securities laws, as amended from time to time, including:

(a) the Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as amended;

(b) the Securities and Exchange Board of India (Prohibition of Fraudulent and Unfair Trade Practices Relating to the Securities Market) Regulations, 2003, as amended; and

(c) SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015,

by the Company and its employees, as applicable.

(n) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Nomination and Remuneration Committee.

(o) Such terms of reference as may be prescribed under the Companies Act and SEBI Listing Regulations.

The Nomination and Remuneration policy is available on the Company's website (weblink: *https://www.vedantfashions.com/wp-content/uploads/2024/04/NOMINATION-AND-REMUNERATION-POLICY.pdf*

Performance evaluation criteria by Independent Directors

The criteria for performance evaluation cover the areas such as Qualifications, Experience, Knowledge and Competency, Fulfilment of functions, Ability to function as a team, Initiative, Availability and Attendance, Commitment, Integrity, Preparedness for the Meeting, Staying updated on developments, Active participation at the meetings, Constructive contribution, Engaging with and challenging the management team without being confrontational or obstructionist, Speaking one's mind and being objective, Protection of interest of all stakeholders, Independence and Independent views and Judgement. The Independent Directors met on 23rd March, 2024 to review the performance evaluation of Non-Independent Directors and the entire Board of Directors, including the Chairman, while considering the views of the Executive and Non-Executive Directors, excluding the Director being evaluated based on the above evaluation criteria laid down by the Nomination and Remuneration Committee. The Independent Directors were highly satisfied with the overall functioning of the Board and its various committees, which displayed a high level of commitment and engagement. They also appreciated the exemplary leadership of the Chairman of the Board and its committees in upholding and following the highest values and standards of corporate governance. Post the review by the Independent Directors, the results were shared with the entire Board and its respective committees. The Board expressed its satisfaction with the evaluation results, which reflects very high degree of engagement of the Board and its committees with the Management. Based on the outcome of the evaluation and assessment cum feedback of the Directors, the Board and the Management have agreed on various action points, which will be implemented during the year 2024.

Composition, Name of members, Chairperson, Meetings and Attendance

The Committee met four times during the FY 2023-24. The attendance of the Directors at the said Meetings was:

Members of the Nomination and Remuneration Committee	Designation	Nomination and Remuneration Committee Meetings Held On			
		June 17, 2023	July 26, 2023	January 25, 2024	March 23, 2024
Mr. Tarun Puri, Non-Executive & Independent Director	Chairperson of the Committee	Yes	Yes	Yes	Yes
Mr. Manish Mahendra Choksi, Non-Executive & Independent Director	Member	Yes	Yes	Yes	Yes
Mr. Sunish Sharma, Non-Executive Director	Member	Yes	Yes	Yes	Yes

The Chairman of the Nomination & Remuneration Committee attended the last AGM held on 24th August, 2023.

5. DETAILS OF REMUNERATION FOR THE YEAR ENDED MARCH 31, 2024:

(i) Executive Directors

During the year under review, the following remuneration was paid to Mr. Ravi Modi, Chairman & Managing Director and Mrs. Shilpi Modi, Whole time Director:

(in INR)

Name of Director	Fixed Salary	Variable Salary	Total remuneration
Mr. Ravi Modi	3,00,00,000	1,48,35,020	**4,48,35,020**
Mrs. Shilpi Modi	2,00,00,000	98,90,014	**2,98,90,014**
Total	**5,00,00,000**	**2,47,25,034**	**7,47,25,034**

Payment of remuneration to the Executive/Whole Time Directors of the Company is governed by the terms and conditions of their appointment as recommended by the Nomination and Remuneration Committee and approved by the Board at their respective meetings subject to the approval of the Shareholders.

Details of shares held by Managing & Executive Directors in the Company as on March 31, 2024:

Name	No. of Shareholdings in the Company
Mr. Ravi Modi	16,88,134 shares (0.70%)
Mrs. Shilpi Modi	26,56,104 shares (1.09%)

(ii) Non-Executive Directors

The Non-Executive Directors are entitled to sitting fees for attending meetings of the Board and Committees thereof as per the prescribed limit under the applicable laws. They are each entitled to a remuneration of Rs. 30,00,000/- p.a. (including sitting fees). Earlier, fees for attending the meetings of the Board, Audit Committee and Nomination & Remuneration Committee was Rs. 50,000/- per meeting respectively. Earlier fees for attending meeting of Risk Management Committee, Stakeholders Relationship Committee and Corporate Social Responsibility Committee meeting was Rs. 40,000/- per meeting respectively.

The Board at its meeting held on 26th July, 2023 has revised the sitting fees payable to the Non-Executive Directors (including the Independent Directors) of the Company to Rs. 1,00,000/- with effect from August 01, 2023, for every meeting of the Board or the Committee attended by them, provided that the sitting fees and the Commission/ Other fees (if any) payable to the Non-Executive Directors shall not exceed the limit of Rs. 30,00,000/- per annum to each Director.

The Company pays the following revised sitting fees to its Directors for every Board meeting attended by them and Committee meetings:

Meetings	Amount of Sitting Fees (INR)*
Board Meeting	100,000.00
Audit Committee Meeting	100,000.00
Nomination and Remuneration Committee Meeting	100,000.00

Meetings	Amount of Sitting Fees (INR)*
Risk Management Committee	100,000.00
Stakeholders Relationship Committee Meeting	100,000.00
CSR Committee	100,000.00

** Provided that the sitting fees and the Commission/Other fees (if any) payable to the Non-Executive Directors shall not exceed the limit of Rs. 30,00,000/- per annum to each Director.*

The criteria for making payments to non-executive Directors is available on the Company's website (weblink: *https://www.vedantfashions.com/wp-content/uploads/2024/04/CRITERIA-FOR-PAYMENT-TO-NON-EXECUTIVE-DIRECTORS.pdf*

There are no pecuniary relationships or transactions with Non-Executive Directors, other than those disclosed in this report.

The details of notice period for the Directors are mentioned herein below:

Name of the Director	Notice period
Mr. Ravi Modi (DIN: 00361853)	**6 (Six) Months**
Mrs. Shilpi Modi (DIN: 00361954)	**6 (Six) Months**
Mr. Sunish Sharma (DIN: 00274432)	**Nil**
Mr. Manish Mahendra Choksi (DIN: 00026496)	**Nil**
Mr. Tarun Puri (DIN: 02117623)	**Nil**
Ms. Abanti Mitra (DIN: 02305893)	**Nil**

During the FY 2023-24, the following were the sitting fees paid for attending Board Meeting and other Committee Meetings and the Commission/other fees paid to the Non-Executive Directors:

Name of the Director	Board/Committee Memberships in the Company	Total sitting fees received (INR)	Commission/ Other fees (INR)
Mr. Manish Mahendra Choksi	Board Meeting Audit Committee Nomination and Remuneration Committee Risk Management Committee Stakeholder Relationship Committee	15,50,000	14,50,000
Mr. Sunish Sharma	Board Meeting Nomination and Remuneration Committee	7,50,000	22,50,000
Mr. Tarun Puri	Board Meeting Audit Committee Nomination and Remuneration Committee Risk Management Committee Corporate social Responsibility Committee	14,40,000	15,60,000
Ms. Abanti Mitra	Board Meeting Audit Committee Stakeholder Relationship Committee Corporate Social Responsibility Committee	11,40,000	18,60,000

During the financial year 2023-24, no stock options were granted to any of the directors of the Company. The Company does not pay any performance incentives or severance fees.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Company has in place a Stakeholders Relationship Committee in line with the provisions of Section 178(5) of the Companies Act, 2013 and Regulation 20 of the Listing Regulations. The Committee comprises of 4 (Four) Directors, two of whom are Executive Directors and two Non-Executive Independent Directors, out of which one Executive Director being the Chairperson of the Committee. The Committee specifically looks into the redressal of shareholder and investor complaints.

Mr. Navin Pareek, Company Secretary of the Company, is the designated Compliance Officer and acts as Secretary to the Committee.

Terms of reference of Stakeholders Relationship Committee

The terms of reference of the Committee includes the following:

a) Redressal of all security holders' and investors' grievances such as complaints related to transfer of shares, including non-receipt of share certificates and review of cases for refusal of transfer/transmission of shares and debentures, non-receipt of balance sheet, non-receipt of declared dividends, non-receipt of annual reports, etc., and assisting with quarterly reporting of such complaints;

b) Reviewing of measures taken for effective exercise of voting rights by shareholders;

c) Investigating complaints relating to allotment of shares, approval of transfer or transmission of shares, debentures or any other securities;

d) Giving effect to all transfer/transmission of shares and debentures, dematerialisation of shares and re-materialisation of shares, split and issue of duplicate/consolidated share certificates, compliance with all the requirements related to shares, debentures and other securities from time to time;

e) Reviewing the measures and initiatives taken by the Company for reducing the quantum of unclaimed dividends and ensuring timely receipt of dividend warrants/annual reports/statutory notices by the shareholders of the Company;

f) Reviewing the adherence to the service standards by the Company with respect to various services rendered by the registrar and transfer agent of the Company and to recommend measures for overall improvement in the quality of investor services;

g) Carrying out such other functions as may be specified by the Board from time to time or specified/provided under the Companies Act or SEBI Listing Regulations, or by any other regulatory authority.

Composition, Name of members, Chairperson, Meetings and Attendance

The Committee met three times during the FY 2023-24. The attendance of the Directors at the said meetings was:

Members of the Stakeholders Relationship Committee	Designation	Stakeholders Relationship Committee Meeting Held On		
		July 26, 2023	October 31, 2023	March 23, 2024
Ms. Abanti Mitra, Non-Executive & Independent Director	Chairperson of the Committee	Yes	Yes	Yes
Mr. Ravi Modi, Chairman & Managing Director	Member	Yes	Yes	Yes
Mrs. Shilpi Modi, Whole time Director	Member	Yes	Yes	No
Mr. Manish Mahendra Choksi, Non-Executive Independent Director*	Member	Not Applicable	Yes	Yes

** Mr. Manish Mahendra Choksi was inducted as a Member in the Committee w.e.f. July 26, 2023.*

The Chairman of the Stakeholders Relationship Committee attended the last AGM held on 24th August, 2023.

The Company has received two investor complaints during the FY 2023-24. The lodged complaints were duly disposed of post the submission of responses from RTA and the Company.

Number of complaints received and resolved during the year:

Number of complaints pending at the beginning of the financial year 2023-24	NIL
Number of complaints received during the year 2023-24	2
Number of complaints redressed during the year 2023-24	2
Number of complaints pending at the end of the financial year 2023-24	NIL
Number of complaints not solved to the satisfaction of shareholders	NIL

7. RISK MANAGEMENT COMMITTEE

The Company has in place a Risk Management Committee in line with Regulation 21 of the Listing Regulations. The Committee comprises of 3 (Three) members, all of them are Board members comprising of two Non-Executive Independent Directors and one Executive Director, as Chairperson of the Committee. The Risk Management Committee have powers to seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

Terms of reference of Risk Management Committee

The terms of reference of the Committee includes the following:

(i) To formulate a detailed risk management policy which shall include:

- framework for identification of internal and external risks specifically faced by the Company, in particular including financial, operational, sectoral, sustainability (particularly, ESG related risks), information, cyber security risks or any other risk as may be determined;
- Measures for risk mitigation including systems and processes for internal control of identified risks;
- Business continuity plan.

(ii) To ensure that appropriate methodology, processes and systems are in place to monitor and evaluate risks associated with the business of the Company;

(iii) To monitor and oversee implementation of the risk management policy, including evaluating the adequacy of risk management systems;

(iv) To periodically review the risk management policy, at least once in two years, including by considering the changing industry dynamics and evolving complexity;

(v) To keep the board of directors informed about the nature and content of its discussions, recommendations and actions to be taken;

(vi) To seek information from any employee, obtain outside legal or other professional advice and secure attendance of outsiders with relevant expertise, if it considers necessary.

(vii) Laying down risk assessment and minimization procedures and the procedures to inform Board of the same;

(viii) Framing, implementing, reviewing and monitoring the risk management plan for the Company and such other functions, including cyber security; and

(ix) Performing such other activities as may be delegated by the Board and/or are statutorily prescribed under any law to be attended to by the Risk Management Committee."

Composition, Name of members, Chairperson, Meetings and Attendance

The Committee met two times during the FY 2023-24. The attendance of the Directors at the said meetings was:

Members of the Risk Management Committee	Designation	Risk Management Committee Meeting Held On	
		September 7, 2023	March 5, 2024
Mr. Ravi Modi, Chairman & Managing Director	Chairperson of the Committee	Yes	Yes
Mr. Manish Mahendra Choksi Non-Executive & Independent Director	Member	Yes	Yes
Mr. Tarun Puri Non-Executive & Independent Director	Member	Yes	Yes

8. IPO COMMITTEE

The Board of Directors of the Company had constituted the Initial Public offering (IPO) Committee which shall be responsible for preparation of the Company's IPO, Including working with BRLMs and Councils, approved the offer Documents, finalized the DRHP and such other rules and functions as deemed necessary and assigned by the board. The Committee comprises of 3 (Three) members out of which one is an Executive Director acts as Chairman of this Committee, one Executive Director and one Non-Executive Non-Independent Director as members. The Board at its meeting held on 23rd March, 2024 has approved to dissolve the IPO Committee as the Company has already completed its various IPO related activities and the terms of reference of the Committee has been discharged so the power which were granted to the Committee was rescinded.

Composition, Name of members, Chairperson, Meetings and Attendance

No meeting of the Committee was required and held during the FY 2023-24.

9. INTERNAL COMPLAINT COMMITTEE (ICC)

The Company has in place an Internal Complaints Committee in accordance with Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 along with its relevant Rules, which aims at protecting women's right to gender equality, life, and liberty at workplace to encourage women's participation in work.

Number of complaints received and resolved during the year:

Number of complaints pending at the beginning of the financial year 2023-24	Nil	Nil
Number of complaints filed during the year 2023-24	Nil	Nil
Number of complaints disposed of during the year 2023-24	Nil	Nil
Number of complaints pending at the end of the financial year 2023-24	Nil	Nil

10. CORPORATE SOCIAL RESPONSIBILITY (CSR) COMMITTEE

The Company has in place a Corporate Social Responsibility (CSR) Committee in line with the provisions of Section 135 of the Companies Act, 2013 to recommend the amount of expenditure to be incurred on the activities prescribed as per the approved policy and to monitor the Corporate Social Responsibility Policy of the Company from time to time. The Committee comprises of 4 (four) members out of which, one Executive Director is the Chairman, one Executive Director and two Non-Executive Independent Directors are members of the Committee.

Composition, Name of members, Chairperson, Meetings and Attendance

The Committee met twice during the FY 2023-24. The attendance of the Directors at the said Meeting was:

Members of the CSR Committee	Designation	CSR Committee Meeting Held On	
		July 26, 2023	March 23, 2024
Mr. Ravi Modi Chairman & Managing Director	Chairperson of the Committee	Yes	Yes
Mrs. Shilpi Modi Whole time Director	Member	Yes	Yes
Mr. Tarun Puri Non-Executive & Independent Director	Member	Yes	Yes
Ms. Abanti MItra*, Non-Executive & Independent Director	Member	Not Applicable	Yes

** Ms. Abanti Mitra was inducted as a Member in the Committee w.e.f. July 26, 2023.*

The CSR Policy is available on the Company's website (weblink: ***https://www.vedantfashions.com/wp-content/uploads/2024/04/CORPORATE-SOCIAL-RESPONSIBILITY.pdf***

11. SENIOR MANAGEMENT

As per the definition provided in Companies Act, 2013 & SEBI Listing Regulations, 2015, our Company has identified its Senior Management as:

Sl. No	Name of Senior Management	Designation
1.	Mr. Vedant Modi	Chief Revenue Officer
1.	Mr. Anand Narang	Chief Marketing & Digital Officer
2.	Mr. Amar Sethia	Chief Product Officer
4.	Mr. Ajay Modi	Chief Supply Chain Officer
5.	Mr. Rahul Murarka	Chief Financial Officer
6.	Mr. Navin Pareek	Company Secretary & Compliance Officer

During the financial year under review, there were following changes in Senior Management:

Mr. Vedant Modi, Chief Marketing Officer, was re-designated as Chief Revenue Officer w.e.f. September 04, 2023, while Mr. Anand Narang was appointed in the Company as Chief Marketing and Digital Officer w.e.f. September 04, 2023. Mrs. Kanchan Banerjee, Chief Human Resources Officer, tendered resignation, and her last working day was January 08, 2024.

12. SEPARATE MEETING OF THE INDEPENDENT DIRECTORS

The meetings of the Independent Directors during the year 2023-24 were held in accordance with the requirements of Section 149 & Schedule IV of the Companies Act, 2013 and Regulation 25 of the Listing Regulations.

During the year, the Independent Directors met once on March 23, 2024 and all Independent Directors attended the meeting. The detail of familiarization programmes is available on the Company's website (weblink: *https://www.vedantfashions.com/wp-content/uploads/2024/04/Familiarization-Programme-for-Independent-Director-8may2024.pdf*

13. DISCLOSURES

a) Related Party Transactions:

All transactions entered into with Related Parties as defined under the Companies Act, 2013 and Regulation 23 of the Listing Regulations during the financial year were in the ordinary course of business and on an arm's length basis. There were no materially significant related party transactions made by the Company with its Promoters, Directors, or the Management, their subsidiaries, or relatives, amongst others, that may have potential conflict with the interest of the Company at large.

Transactions with related parties are disclosed in Note No. 45 of the Standalone Financial Statements in the Annual Report.

The Board has approved a policy for related party transactions which has been uploaded on the Company's website (weblink: *https://www.vedantfashions.com/wp-content/uploads/2024/04/RELATED-PARTY-TRANSACTION-POLICY.pdf*

b) There were no strictures or penalties imposed by either SEBI or the stock exchanges or any statutory authority for non-compliance of any matter related to the capital markets.

c) The Company has in place a Vigil Mechanism/Whistle Blower Policy in terms of Section 177(9) of the Companies Act, 2013 and Regulation 22 of the Listing Regulations, which enables stakeholders, including individual employees and their representative bodies, to freely communicate their concerns about illegal or unethical practices. No personnel has been denied access to the Audit Committee to lodge their grievances. No complaint has been received by the Committee during the year. The Vigil Mechanism/Whistle Blower Policy is also available on the Company's website (weblink: *https://www.vedantfashions.com/wp-content/uploads/2024/04/WHISTLE-BLOWING-POLICY.pdf*

d) The Company has complied with all the mandatory requirements specified in Regulations 17 to 27 and clauses (b) to (i) of sub–regulation (2) of Regulation 46 of the Listing Regulations.

The status of adoption of the non-mandatory requirements as specified in sub–regulation 1 of Regulation 27 of the Listing Regulations are as follows:

(i) Reporting of Internal Auditor: The Internal Auditors of the Company have direct access to the Audit Committee.

e) Monitoring Governance of Subsidiary Companies

Pursuant to Regulation 16(1)(c) and 24 of the Listing Regulations, the Company had no material subsidiary as on March 31, 2024. The Company has adopted a Policy for determining Material Subsidiaries of the Company, pursuant to Regulation 16(1)(c) of the SEBI Listing Regulations. This policy is available on the Company's website at *https://www.vedantfashions.com/wp-content/uploads/2024/04/MATERIAL-SUBSIDIARY-POLICY.pdf* pursuant to Regulation 46(2) of the SEBI Listing Regulations.

Mr. Ravi Modi and Mrs. Shilpi Modi, Executive Directors of the Company, are also appointed on the Board of Manyavar Creations Private Limited, the wholly-owned subsidiary. The investments made by the unlisted subsidiary is placed before the Audit Committee which is reviewed by the said Committee. The minutes of the subsidiary company is placed before the Board of Directors of the Company on a quarterly basis and the attention of the Directors is drawn to significant transactions and arrangements entered into by the subsidiary company. The performance of its subsidiary is also reviewed by the Board periodically.

The Company is compliant with other requirements under Regulation 24 of the SEBI Listing Regulations with regard to its subsidiary company.

f) The Company has no material commodity price risks and accordingly has not entered into Commodity hedging.

g) Details of total fees paid to Statutory Auditors

M/s B S R & Co. LLP, Chartered Accountants (FRN: 101248W/W-100022), were appointed as the Statutory Auditors of the Company at the 20th AGM held on 8th September, 2022 for a term of 5 years effective from FY 2022-23. They have issued the limited review reports of the three quarters of FY 2023-24 and the Audited/Review Report on the Financial Statement/Results for the quarter and year ended 31st March, 2024.

The details of total fees for all services paid by the Company and its subsidiaries, on a consolidated basis during FY 2023-24, to the statutory auditor(s) and all entities in the network firm/network entity of which the statutory auditor is a part, are as follows:

Particulars	Amount (INR in million)
Services as statutory auditors (including quarterly audits)	4.10
Services as tax auditors	0.55
Services for other matters	0.08
Re-imbursement of out-of-pocket expenses	0.46
Total	**5.19**

h) Certificate from Company Secretary in practice

The Company has obtained a certificate from M/s Vivek Mishra & Co., Company Secretary in Practice that none of the Directors on the Board of the Company have been debarred or disqualified from being appointed or continuing as a Director of the Company by the Board/Ministry of Corporate Affairs or any such statutory authority. The same is annexed to this report.

i) Disclosure by listed entity and its subsidiaries of 'Loans and advances in the nature of loans to firms/companies in which directors are interested by name and amount':

Sl. No.	Name of Party	Amount of Loan	Rate of Interest	Purpose
Not Applicable.				

j) Recommendations of the Committees of the Board

There were no such instances during the financial year 2023-24, wherein the Board had not accepted recommendations made by any Committees of the Board.

k) Details of Preferential Allotment or Qualified Institutional Placement as specified under Regulation 32(7A) of the Listing Regulations

The Company has not raised funds through preferential allotment or qualified institutional placement.

l) MD and CFO Certification

The MD and Chief Financial Officer (CFO) have issued certificate pursuant to the provisions of Regulation 17(8) of the Listing Regulations certifying that the "Financial Statements" do not contain any materially untrue statement and these statements represent a true and fair view of the Company's affairs. The said certificate is annexed and forms part of the Annual Report.

m) Details of Material Subsidiaries

The Company do not have any material subsidiaries to disclose.

14. MEANS OF COMMUNICATION

(a) Quarterly results/Annual results/Notices/Other important announcements:

The quarterly results/annual results/notices/other important announcements are published in newspapers such as Economic Times (All India Edition), Ei Samay (Kolkata Edition) and Sangbad Pratidin (Kolkata Edition). These results are also posted in the Company's website *https://www.vedantfashions.com/investors-category/intimation-to-stock-exchanges/*. As per SEBI requirements, quarterly and annual results of the Company are intimated to the Stock Exchanges as per the prescribed timelines after the same is approved by the Board. Further, the quarter-end shareholding pattern, quarterly Corporate Governance Report, and other Corporate Disclosures are also intimated to the Stock Exchanges within the prescribed time limit. The Company is filing the above necessary announcements to stock exchanges through NSE Electronic Application Processing System (NEAPS) and BSE Listing Centre.

(b) Annual Report: Annual Report containing, inter alia, Audited Annual Accounts, Board's Report, Auditors' Report, and other important information is circulated to members and others entitled thereto through permitted mode(s).

(c) Media Releases: Official news releases are given directly to the press and to National Stock Exchange of India Limited and BSE Limited. The media releases and the presentations made to institutional investors or to the analysts are uploaded on the website of the Company: *https://www.vedantfashions.com/investors-category/reports-results/investor-presentation/*.

(d) SEBI Complaints Redress System (SCORES): The investor complaints are processed in a centralized web based complaints redress system.

(e) Website: The Company's website is *https://www.vedantfashions.com/*. Quarterly and annual results as well as shareholding pattern, Corporate Governance, and other necessary statutory disclosures are posted on the website.

(f) Whether MD&A is a part of Annual Report: Yes

15. GENERAL BODY MEETING

(i) General Body Meetings

Details of the last three Annual General Meetings and the summary of the Special Resolution passed therein are as under:

AGM	Financial Year ended	Date & Time	Venue	Special Resolution passed
21st	March 31, 2023	August 24, 2023 4:00 P.M.	Through Video Conferencing/ OAVM (Deemed Venue – Registered Office of the Company)	YES: 1. Approval for alteration of the Articles of Association of the Company.
20th	March 31, 2022	September 08, 2022 3:30 P.M.	Through Video Conferencing/ OAVM (Deemed Venue – Registered Office of the Company)	YES; 1. Ratification of the Employee Stock Option Scheme. 2. Ratification of extension of benefits to the Employee Stock Option Scheme to the employees of the Group Companies.
19th	March 31, 2021	July 28, 2021 4:00 P.M.	"The Vedic Village", Shikharpur, P.O. Bagu, Rajarhat, Landmark-Lauhati, Kolkata 700135	NIL

(ii) Postal Ballot and postal ballot process

No Special resolution was passed by the Company last year through Postal Ballot. No Special resolution is proposed to be conducted through Postal Ballot as on the date of this report.

(iii) Information about Directors seeking appointment/Re-appointment

Mrs. Shilpi Modi, Wholetime Director of the Company, is retiring by rotation and being eligible offer herself for re-appointment. Her details would be given in the Annexure to the Notice, under the head Information Pursuant to Regulation 36(3) of the Listing Regulations.

16. GENERAL SHAREHOLDER INFORMATION

(a) Annual General Meeting for the FY 2023-24

Date & Time	As of the date of signing of this Report, the date/time/venue of AGM and the Book Closure Date was yet to be decided. The same will be decided in due course of time and the necessary communication in this regard would be duly issued.
Venue	
Book Closure Date for Final Dividend	

Dividend Payment Date : Dividend of 850% i.e. Rs. 8.50/- per equity share of face value of Re. 1 each for the financial year 2023-24 has been recommended by the Board of Directors to the members for their approval. If approved, dividend shall be paid within 30 days from the date of declaration.

The Company has declared Dividend thrice during the last seven years i.e. FY 2019-20, 2021-22 and 2022-23 the details whereof are as follows:

Financial Year	Percentage (%)	Dividend in Rs. per share
2019-20	200%	4.00 (Face Value: Rs. 2 per share)
2021-22	500%	5.00 (Face Value: Re. 1 per share)
2022-23	900%	9.00 (Face Value: Re. 1 per share)

The following amount of dividend remained unclaimed as on 31st March, 2024:

Sl No	Financial Year	Amount (Rs.)
1	2021-22	45,171.00
2	2022-23	83,861.00

In terms of Section 125 of the Act, read with rules made thereunder, the Company shall be required to transfer the Unpaid/Unclaimed Dividend amounts/shares after seven years in the name of Investor Education and Protection Fund (IEPF) for all shares in respect of which dividend has not been paid or claimed.

(b) Tentative Calendar for the FY 2024-25 (subject to change)

Adoption of un-audited quarterly results and Annual Results	Adoption on
Unaudited 1st quarter results	Within 45 days of the end of the quarter, except the 4th quarter (60 days)
Unaudited 2nd quarter results	
Unaudited 3rd quarter results	
Audited 4th quarterly results and annual results	

(c) Registrar and Share Transfer Agent

KFin Technologies Limited (formerly known as KFin Technologies Pvt Limited)
Selenium Building, Tower B, Plot no. 31 & 32,
Financial District,
Nanakramguda, Serilingampally,
Hyderabad, Rangareddy,
Telangana – 500 032, India
Contact no.: 040 67161700/18003094001
Email ID: *einward.ris@kfintech.com*
Website: *www.kfintech.com*

(d) Investors' Correspondence

All queries of investors regarding your Company's shares in physical/demat form may be sent to the Registrar and Share Transfer Agent of the Company.

(e) Listing on Stock Exchanges & Stock Code

Stock Exchanges	Code
BSE Limited Floor 25, P.J. Towers, Dalal Street, Mumbai - 400001	**543463**
National Stock Exchange of India Limited Exchange Plaza, Plot No: C/1, G Block Bandra – Kurla complex, Bandra (E), Mumbai – 400 051	**MANYAVAR**
Demat ISIN No. for NSDL and CDSL	**INE825V01034**

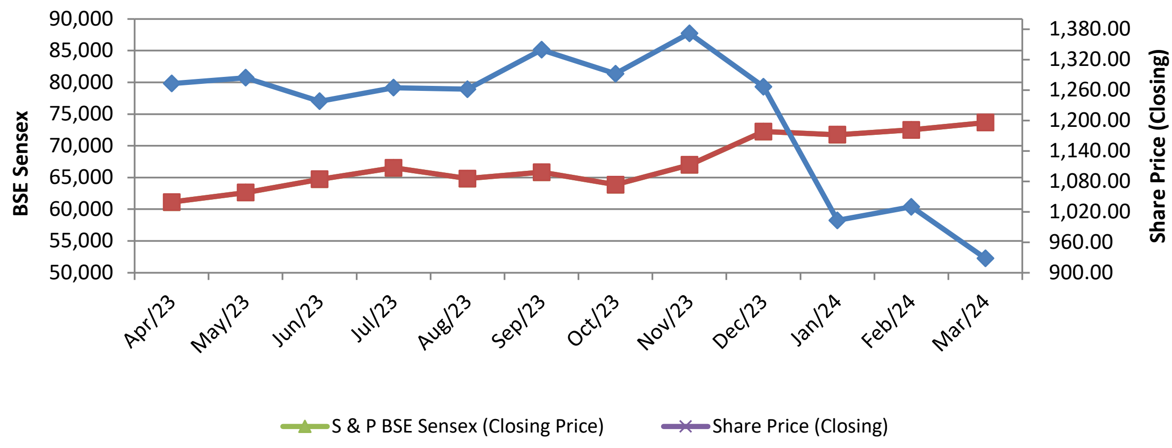
The listing fees for the Financial Year 2024-25 was duly paid.

(f) Stock market price data and Performance in comparison to BSE Sensex/Nifty 50 for the year 2023-24

(i) BSE Limited

Month	High (Rs.)	Low (Rs.)	Quantity Traded (No. of Shares)	BSE SENSEX	
				High	Low
2023					
April	1,161.75	1,112.15	73,427	61,209.46	58,793.08
May	1,287.05	1,195.15	2,39,524	63,036.12	61,002.17
June	1,285.00	1,229.00	6,36,157	64,768.58	62,359.14
July	1,240.65	1,188.80	1,10,178	67,619.17	64,836.16
August	1,260.00	1,199.85	82,109	66,658.12	64,723.63
September	1,265.05	1,247.25	1,27,248	67,927.23	64,818.37
October	1,343.95	1,243.60	1,10,992	66,592.16	63,092.98
November	1,268.35	1,253.50	1,49,111	67,069.89	63,550.46
December	1,396.40	1,252.00	89,501	72,484.34	67,149.07
2024					
January	1,274.60	982.00	10,28,966	73,427.59	70,001.60
February	1,015.00	932.45	5,54,461	73,413.93	70,809.84
March	1,034.95	886.05	3,17,113	74,245.17	71,674.42

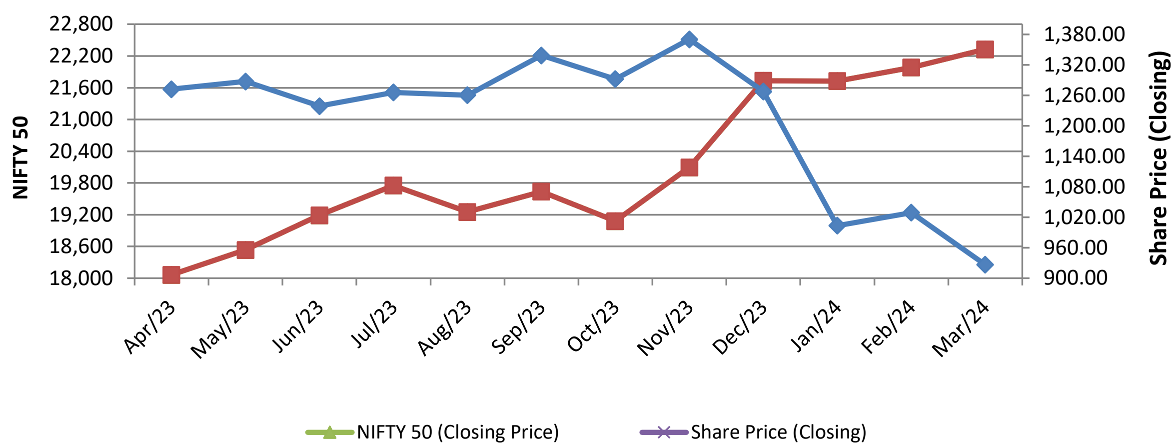
VEDANT FASHIONS LIMITED Vs BSE Sensex



(ii) National Stock Exchange of India Limited

Month	High (Rs.)	Low (Rs.)	Quantity Traded (No. of Shares)	NIFTY 50	
				High	Low
2023					
April	1,318.70	1,122.15	18,53,000	18,089.15	17,312.75
May	1,319.80	1,195.00	83,67,000	18,641.20	18,042.40
June	1,379.00	1,228.20	45,04,000	19,201.70	18,464.55
July	1,308.00	1,188.50	38,16,000	19,991.85	19,234.40
August	1,310.90	1,197.55	46,92,000	19,795.60	19,223.65
September	1,365.50	1,248.00	29,12,000	20,222.45	19,255.70
October	1,349.90	1,247.95	19,40,000	19,849.75	18,837.85
November	1,426.05	1,256.25	50,57,000	20,158.70	18,973.70
December	1,487.90	1,251.10	50,09,000	21,801.45	20,183.70
2024					
January	1,291.60	980.40	82,37,000	22,124.15	21,137.20
February	1,038.90	933.00	64,00,000	22,297.50	21,530.20
March	1,062.10	886.55	66,39,000	22,525.65	21,710.20

VEDANT FASHIONS LIMITED Vs NIFTY 50



(g) Share Transfer System

The Company's Registrar and Share Transfer Agent, M/s KFin Technologies Limited process the share transfers and after completion of all required formalities, return the shares in the normal course within 15 days from the date of receipt if the documents are valid and complete in all respects.

Further, M/s KFin Technologies Limited who is also the Company's Demat Registrars, requests for dematerialization of shares are processed and confirmation is given by them to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services India Limited (CDSL) within 15 days.

(h) Shareholding pattern and distribution of shares as on March 31, 2024

Category	Shareholders		Shares	
	Numbers	% of shareholders	Numbers	% of shares
Upto - 5000	93,578	99.559537	61,25,175	2.522013
5001 - 10000	161	0.171291	11,33,278	0.466622
10001 - 20000	75	0.079794	10,42,781	0.429360
20001 - 30000	31	0.032982	7,76,533	0.319734
30001 - 40000	20	0.021278	7,21,643	0.297133
40001 - 50000	17	0.018087	7,56,876	0.311640
50001 - 100000	32	0.034045	23,52,985	0.968831
100001 and above	78	0.082986	22,99,59,252	94.684667
Total	**93,992**	**100.00**	**24,28,68,523**	**100.00**

Shareholding Pattern as on March 31, 2024

Sl. No.	Category	Total Number Of Shares	Total Shareholding As A Percentage Of Total Share Capital
1.	Promoter/Promoters Group	18,20,84,992	74.97266
2.	Mutual Funds/UTI	2,27,56,979	9.370082
3.	Bodies Corporates	18,90,255	0.778304
4.	Resident Individuals	74,42,688	3.064475
5.	HUF	1,31,618	0.054193
6.	Qualified Institutional Buyer	68,38,469	2.815708
7.	NRI -Repatriable & Non-Repatriable	8,66,093	0.35661
8.	NBFCs	701	0.000289
9.	Foreign Portfolio-Corporate	1,97,50,443	8.132154
10.	Alternative Investment Fund	11,05,447	0.455163
11.	Trusts	1,717	0.000707
12.	Clearing Members	461	0.000190
	Total	**24,28,69,863**	**100.00**

Note: 1,340 Equity Shares were allotted to eligible employees on March 23, 2024 under the applicable ESOP Scheme; the corporate actions initiated with CDSL and NSDL were approved on March 28, 2024 and March 29, 2024 respectively, however the said shares were applied for listing before the Stock Exchanges after March 31, 2024 and the listing and trading approval on the same were granted w.e.f. April 03, 2024. The said 1,340 equity shares allotted on March 23, 2024 have been included above in the shareholding pattern.

(i) Dematerialization of shares and liquidity

As on March 31, 2024, 100% of the Company's total shares representing 24,28,69,863 shares (except 1 equity share held in physical) were held in dematerialised form details of which is given below:

Category	Total Shares	% to Equity
Physical	1	0.000000
Demat-		
NSDL	24,01,58,634	98.8836700
CDSL	27,11,228	1.116330
Total	**24,28,69,863**	**100.00**

The entire shareholding of the promoters' and members of promotors' group are in dematerialized form.

(j) Outstanding GDRs/ADRs/Warrants or any convertible instruments, conversion date and likely impact on equity

The Company has not issued any GDRs, ADRs, Warrants or any other convertible instruments.

(k) Insider trading regulations

The Company has adopted a code of internal procedures for prevention of any unauthorised trading in the shares of the Company by insiders, as required under SEBI (Prohibition of Insider Trading) Regulations, 2015. The Company Secretary, Mr. Navin Pareek is the Compliance Officer for this purpose.

(l) Address for Investor correspondence/Grievance Redressal Division

Shareholders can correspond with the registered office of the Company and/or at the Company's Registrar and Share Transfer Agents. Shareholders holding shares in electronic mode should address all correspondence to their respective depository participants.

(m) Compliance Officer

Mr. Navin Pareek

Company Secretary & Compliance Officer

Vedant Fashions Limited

A501-A502, SDF-1, 4th Floor,

Paridhan Garment Park,

19 Canal South Road,

Kolkata-700 015

Ph- 033-61255495

E-mail - *complianceofficer@manyavar.com*

(n) Credit Rating

During the year under review, the following rating has been upgraded/reaffirmed for the Company by CRISIL by its letter dated July 10, 2023:

Total Bank Loan Facilities Rated	Rs. 120 crore
Long Term Rating	CRISIL AA/Stable
Rs. 10 Crore Commercial Paper Programme	CRISIL A1+

(o) Manufacturing/Warehouse Units

- Part-C, Block-A, Srijan Industrial Logistics Park, NH-6, Bombay Road, Mohiary, Chandni Bagan, Howrah-711302, West Bengal
- 2nd, 3rd & 4th Floors, Block-15, Regent Garment & Apparel Park, 64/1/1/26, Jessore Road (East) Barasat, Kolkata–700124, West Bengal

Note: The details of only the major locations where manufacturing and warehousing activities are carried out have been included above

17. UNCLAIMED SUSPENSE ACCOUNT

The Company do not have any unclaimed suspense account.

18. DISCLOSURE OF CERTAIN TYPES OF AGREEMENTS BINDING LISTED ENTITIES

Sl. No.	Name of Party with whom agreement is entered	Purpose of agreement	Significant terms of agreement (in brief)	Whether the said parties are related to promoter/promoter group/group companies
Not Applicable.				

19. SUMMARISED DETAIL OF CORPORATE POLICIES/OTHER IMPORTANT LINKS

Particulars	Website Details/Links
Composition of the Board of Directors	*https://www.vedantfashions.com/investors-category/corporate-governance/board-of-directors/*
Terms and conditions of appointment of Independent Directors	*https://www.vedantfashions.com/wp-content/uploads/2024/04/TERMS-OF-APPOINTMENT-OF-INDEPENDENT-DIRECTOR.pdf*
Familiarization Programme for Independent Directors	*https://www.vedantfashions.com/wp-content/uploads/2024/04/Familiarization-Programme-for-Independent-Director-8may2024.pdf*
Nomination and Remuneration Policy	*https://www.vedantfashions.com/wp-content/uploads/2024/04/NOMINATION-AND-REMUNERATION-POLICY.pdf*
Code of Conduct for Prevention of Insider Trading	*https://www.vedantfashions.com/wp-content/uploads/2024/04/Code-of-Conduct-PIT-v20-VFL-26June2024-1-1.pdf*
Criteria for Making Payments to Non-Executive Directors	*https://www.vedantfashions.com/wp-content/uploads/2024/04/CRITERIA-FOR-PAYMENT-TO-NON-EXECUTIVE-DIRECTORS.pdf*
Corporate Social Responsibility Policy	*https://www.vedantfashions.com/wp-content/uploads/2024/04/CORPORATE-SOCIAL-RESPONSIBILITY.pdf*
Code of Conduct for Directors and Senior Management	*https://www.vedantfashions.com/wp-content/uploads/2024/04/CODE-OF-CONDUCT-FOR-DIRECTORS-SENIOR-MANAGEMENT.pdf*
Related Party Transaction Policy	*https://www.vedantfashions.com/wp-content/uploads/2024/04/RELATED-PARTY-TRANSACTION-POLICY.pdf*
Vigil Mechanism/Whistle Blower Policy	*https://www.vedantfashions.com/wp-content/uploads/2024/04/WHISTLE-BLOWING-POLICY.pdf*
Policy for Determination of an Event/Information	*https://www.vedantfashions.com/wp-content/uploads/2024/04/MATERIALITY-OF-EVENTS.pdf*
Preservation and Archival Policy	*https://www.vedantfashions.com/wp-content/uploads/2024/04/PRESERVATION-AND-ARCHIVAL-POLICY.pdf*
Dividend Distribution Policy	*https://www.vedantfashions.com/wp-content/uploads/2024/04/DIVIDEND-POLICY.pdf*
Policy on determination of Materiality	*https://www.vedantfashions.com/wp-content/uploads/2024/04/MATERIALITY-POLICY.pdf*
Policy on Board Diversity	*https://www.vedantfashions.com/wp-content/uploads/2024/04/POLICY-ON-BOARD-DIVERSITY.pdf*
Succession Policy for the Board and Senior Management	*https://www.vedantfashions.com/wp-content/uploads/2024/04/SUCCESSION-POLICY-FOR-THE-BOARD-AND-SENIOR-MANAGEMENT.pdf*
Policy on Material Subsidiaries	*https://www.vedantfashions.com/wp-content/uploads/2024/04/MATERIAL-SUBSIDIARY-POLICY.pdf*
Risk Management Policy	*https://www.vedantfashions.com/wp-content/uploads/2024/04/RISK-MANAGEMENT-POLICY.pdf*
Business Responsibility and Sustainability Reporting Policy	*https://www.vedantfashions.com/wp-content/uploads/2024/04/BUSINESS-RESPONSIBILITY-AND-SUSTAINABILITY-REPORTING-POLICY.pdf*

Certificate in Respect of Compliance with the Code of Conduct Of the Company*

I, Ravi Modi, in my capacity as the Managing Director and Chairman of the Board of Directors of the Company do hereby certify that during the Financial Year 2023-24, all Directors and Senior Executives of the Company have complied with and adhered to the Code of Conduct of the Company as approved and prescribed by the Board of Directors of the Company.

*The Code of Conduct can be viewed on the Company's website : ***https://www.vedantfashions.com/wp-content/uploads/2024/04/CODE-OF-CONDUCT-FOR-DIRECTORS-SENIOR-MANAGEMENT.pdf***

For Vedant Fashions Limited

Ravi Modi
Chairman & Managing Director
DIN: 00361853

Place: Kolkata
Date: 30th April, 2024

Certificate on Corporate Governance

Registration No. of the Company - L51311WB2002PLC094677
Nominal Capital – ₹ 30,10,00,000

To,
The Members
Vedant Fashions Limited
19 Canal South Road, Paridhan Garment Park,
SDF-1, 4th Floor, A501-A502, Kolkata 700015, W.B

We have examined the compliance of the conditions of Corporate Governance by Vedant Fashions Limited **(hereinafter referred to as 'the Company')** for the year ended March 31, 2024, as stipulated in the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing Regulations').

The compliance of the conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the Listing Regulations during the year ended March 31, 2024.

We state that no investor's grievance/complaint has been pending unresolved as on March 31, 2024.

We state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For, Vivek Mishra & Co.
(a Firm of Company Secretaries)

CS Vivek Mishra
Partner
FCS No.: 8540 | COP: 17218
Peer Review No.: 1720/2022
UDIN: - F008540F000278964

Place: Kolkata
Date: 30th April, 2024

Certificate of Non-Disqualification of Directors

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

To,
The Members
Vedant Fashions Limited
19, Canal South Road,
Paridhan Garment Park, SDF-1
4th Floor, A501-A502,
Kolkata 700015, W.B., IN

We have examined the relevant registers, records, forms, returns and disclosures received from the Directors of Vedant Fashions Limited, having CIN L51311WB2002PLC094677 and having registered office at 19, Canal South Road, Paridhan Garment Park, SDF-1, 4th Floor, A501-A502, Kolkata – 700015, W.B. **(hereinafter referred to as 'the Company')**, produced before us by the Company for the purpose of issuing this Certificate, in accordance with Regulation 34(3) read with Schedule V Para-C sub clause 10(i) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

In our opinion and to the best of our information and according to the verifications (including Directors Identification Number (DIN) status at the portal ***www.mca.gov.in***), as considered necessary and explanations furnished to us by the Company & its officers, we hereby certify that none of the Directors on the Board of the Company as stated below for the Financial Year ending on March 31, 2024 have been debarred or disqualified from being appointed or continuing as Directors of companies by the Securities and Exchange Board of India (SEBI), Ministry of Corporate Affairs (MCA) or any such other Statutory Authority.

Sr. No.	NAME OF DIRECTOR	DIN	DATE OF APPOINTMENT
1	Mr. Ravi Modi	00361853	24/05/2002
2	Mrs. Shilpi Modi	00361954	24/05/2002
3	Mr. Sunish Sharma	00274432	24/08/2017
4	Ms. Abanti Mitra	02305893	06/09/2021
5	Mr. Manish Mahendra Choksi	00026496	06/09/2021
6	Mr. Tarun Puri	02117623	06/09/2021

Ensuring the eligibility for the appointment/continuity of every Director on the Board is the responsibility of the management of the Company. Our responsibility is to express an opinion on these based on our verification.

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

For, Vivek Mishra & Co.
(a Firm of Company Secretaries)

CS Vivek Mishra
Partner
FCS No.: 8540 | COP: 17218
Peer Review No.: 1720/2022
UDIN: F008540F000279030

Place: Kolkata
Date: 30th April, 2024

Managing Director & Chief Financial Officer Certification

Date: April 30, 2024

To,
The Board of Directors
Vedant Fashions Limited
19, Canal South Road,
Paridhan Garment Park,
SDF-1, 4th Floor, A501-A502,
Kolkata – 700015, W.B.

Sub: MD and CFO Compliance Certificate on Financial Statements for the financial year ended March 31, 2024 ("the year" or "FY") of Vedant Fashions Limited ("the Company")

Dear Sirs/Madams,

In terms with the Regulation 17(8) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, we, the undersigned, hereby certify to the Board that:

1. We have reviewed the financial statements and the cash flow statement for the financial year ended March 31, 2024 and that to the best of our knowledge and belief:
   (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
   (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws, and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal, or violative of the Company's code of conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken to rectify these deficiencies.
4. We do further certify that there has been:
   i. no significant changes in internal control over financial reporting during the year;
   ii. no significant change in accounting policies during the year requiring disclosure in the notes to the financial statements; and
   iii. no instance of significant fraud with involvement therein, of the management or any employee having a significant role in the Company's internal control system over financial reporting.

   Request you to take a note of the same.

Thanking you
For, Vedant Fashions Limited

Ravi Modi
Chairman & Managing Director

For, Vedant Fashions Limited

Rahul Murarka
Chief Financial Officer

Business Responsibility & Sustainability Reporting

Table of Content

Section A: General disclosure

I. Details of the listed entity

1	Corporate Identity Number (CIN) of the Listed Entity	L51311WB2002PLC094677
2	Name of the Listed Entity	Vedant Fashions Limited
3	Year of incorporation	2002
4	Registered office address	A501-A502, SDF-1, 4th Floor, Paridhan Garment Park, 19 Canal South Road, Kolkata, 700015, West Bengal
5	Corporate address	A501-A502, SDF-1, 4th Floor, Paridhan Garment Park, 19 Canal South Road, Kolkata, 700015, West Bengal
6	Email	*secretarial@manyavar.com*
7	Telephone	033- 61255353
8	Website	*www.vedantfashions.com*
9	Financial year for which reporting is being done	2023-2024
10	Name of the Stock Exchange(s) where shares are listed	BSE Limited (BSE) and National Stock Exchange of India Limited (NSE)
11	Paid-up Capital	INR 24,28,69,863
12	Name and contact details (telephone, email address) of the person who may be contacted in case of any queries on the BRSR report	Mr. Navin Pareek, Company Secretary & Compliance Officer Phone: 033-61255495 Email: *complianceofficer@manyavar.com*
13	Reporting boundary	Standalone
14	Name of assurance provider	Not applicable
15	Type of assurance obtained	Not applicable

II. Products/services

16. Details of business activities (accounting for 90% of the turnover):

S. No.	Description of Main Activity	Description of Business Activity	% of Turnover of the entity
1	Manufacturing and Trade	Textile, leather, and other apparel products, Wholesale & Retail Trading	100%

17. Products/Services sold by the entity (accounting for 90% of the entity's Turnover):

S. No.	Product/service	NIC Code	% of total Turnover contributed
1	Wearing Apparel & Accessories	1410	100%

III. Operations

18. Number of locations where plants and/or operations/offices of the entity are situated:

Vedant Fashions Limited (VFL or the Company) has a centralized warehouse located at Dhulagarh, Howrah, West Bengal, a factory at Barasat, Kolkata, West Bengal, and the registered and corporate office is located at Paridhan Garment Park, Kolkata, West Bengal. Additionally, the Company operates in six retail outlets, with four located in Kolkata and the remaining two situated in Mumbai.

Location	Number of plants	Number of offices	Total
National	8	1	9
International	0	0	0

**Note: The details of only the major locations where manufacturing and warehousing activities are carried out have been included above. Six company operated stores, one warehouse and one factory are included in the numbers of plants column.*

19. Market served by the entity:

a. Number of locations:

Locations	Number
National (No. of States and UTs)	26 (255 cities and towns in India)
International (No. of Countries)	VFL has international stores in 4 countries like United States of America (USA), United Arab Emirates (UAE), United Kingdom (UK) and Canada.

b. What is the contribution of exports as a percentage of the total turnover of the entity?

During FY 2023-24, the export contribution to the total turnover of the Company was **2.35%.**

c. A brief on types of customers

Vedant Fashions Limited primarily serves customers in the branded fashion apparel and accessories segment, with a focus on readymade ethnic wear for men, women, and kids. It offers a diverse range of Indian attire and accessories through its five brands: Manyavar, Mohey, Twamev, Manthan, and Mebaz. VFL sells its products through four retail channels: exclusive brand outlets (EBOs), multi-brand outlets (MBOs), large format stores (LFS), and online platforms including its own website and leading lateral e-commerce platforms. VFL's primary focus is on promoting India's rich culture, traditions, and heritage through its aspirational bouquet of brands, catering to various price points. It aims to serve as a one-stop destination for customers seeking products for weddings, celebratory occasions, traditional and ethnic wears.

IV. Employees

20. Details as at the end of Financial Year

a. Employees and workers (including differently abled):

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
	Employees					
1.	Permanent (D)	442	352	80%	90	20%
2.	Other than permanent (E)	2	2	100%	0	0%
3.	**Total employees (D+E)**	**444**	**354**	**80%**	**90**	**20%**
	Workers					
4	Permanent (F)	312	285	91%	27	9%
5	Other than permanent (G)	279	245	88%	34	12%
6	**Total workers (F+G)**	**591**	**530**	**90%**	**61**	**10%**

Note: Definition of employee clustering is as under:

• Permanent Employees include employees who are on Company's payroll• Other than Permanent Employees are sourced from third-party agencies to fulfil specific roles or projects• Permanent Workers include those workers who are on Company's payroll and engaged in manual work • Other than Permanent Workers includes workers who are employed for a fixed term that ends when a specific time period expires (LFS, factory, MBO, warehouse, housekeeping and security) • Trainees and Apprentices not included in the Workforce

b. **Differently abled Employees and workers:**

S. No.	Particulars	Total (A)	Male		Female	
			No. (B)	% (B/A)	No. (C)	% (C/A)
Differently abled employees						
1.	Permanent (D)	Nil				
2.	Other than permanent (E)					
3.	**Total employees (D+E)**					
Differently abled workers						
4	Permanent (F)	Nil				
5	Other than permanent (G)					
6	**Total workers (F+G)**					

21. Participation/Inclusion/Representation of women

	Total (A)	No. and percentage of Females	
		No. (B)	% (B/A)
Board of Directors*	4	1	25%
Key Management Personnel**	4	1	25%

** Board of Directors includes Non-Executive Directors only*

*** KMP includes Executive Directors and non-Board KMP*

22. Turnover rate for permanent employees and workers

Benefits	FY2023-24 (Turnover rate in current FY)			FY 2022-23 (Turnover rate in previous FY)			FY 2021-22 (Turnover rate in the year prior to the previous FY)		
	Male	Female	Total	Male	Female	Total	Male	Female	Total
Permanent employee	12%	34%	16%	13%	38%	17%	15%	42%	19%
Permanent workers	5%	0%	4%	6%	4%	6%	2%	0	2%

V. Holding, Subsidiary and Associate Companies (including joint ventures)

23. Names of holding/subsidiary/associate companies/joint ventures

S. No.	Name of the holding/ subsidiary/associate companies/joint ventures	Indicate whether holding/Subsidiary/ Associate/Joint Venture	% of shares held by listed entity	Does the entity indicated at column A, participate in the Business Responsibility initiatives of the listed entity? (Yes/No)
1	Manyavar Creations Private Limited	Subsidiary	100%	The Subsidiary is encouraged to participate in the BRSR initiatives of the Company.

VI. CSR details

Vedant Fashions Limited, in alignment to its CSR policy and Section 135 of the Companies Act, 2013, along with its amended rules and the provisions of Schedule VII of the Act undertakes initiatives centered around two pivotal themes: Health and Education. In the FY 2023-24, Vedant Fashions Limited through its CSR endeavours has impacted multiple lives across six Indian States. Leveraging CSR funds totalling to INR 7.45 crore in the current financial year, the Company has actively contributed to the betterment of society, embodying its commitment to social welfare and sustainability development.

24. (i) Whether CSR is applicable as per section 135 of Companies Act, 2013: Yes

(ii) Turnover: INR 13,648.88 million (As on 31st March 2024)

(iii) Net worth: INR 15,974.48 million (As on 31st March 2024)

VII. Transparency and Disclosures Compliances

25. Complaints/Grievances on any of the principles (Principles 1 to 9) under the National Guidelines on Responsible Business Conduct:

Driven by the goal of fostering a safe and inclusive environment, where every stakeholder feels acknowledged and empowered, VFL has developed and sustained a transparent and effective system for grievance redressal. The system is designed to ensure that all concerns, questions, and complaints related to the Company's operations and officials are thoroughly investigated and resolved in a timely and equitable manner.

Stakeholder group from whom complaint is received	Grievance Redressal Mechanism in Place (Yes/ No) (If yes, then provide web-link for grievance redressal policy)	FY 2023-24			FY 2022-23		
		Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks	Number of complaints filed during the year	Number of complaints pending resolution at close of the year	Remarks
Communities	Yes *https://www.vedantfashions.com/contact_us*	0	0	-	0	0	-
Investor (other than shareholders)		0	0	-	0	0	-
Shareholders		2	0	Complaints related to IPO fund blocking and dividend warrant	2	0	-
Employees and workers		0	0	-	0	0	-
Customers		5985	120	-	4014	32	-
Value chain partners		1	1	Eviction Suit filed by Lessor as Lease expired. Post negotiation fresh Lease executed and few other points pending negotiation.	0	0	-

26. Overview of the entity's material responsible business conduct issues

Please indicate material responsible business conduct and sustainability issues pertaining to environmental and social matters that present a risk or an opportunity to your business, rationale for identifying the same, approach to adapt or mitigate the risk along-with its financial implications, as per the following format:

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
1	GHG emission	Risk	GHG emission poses risk to the Company due to its dependency on energy-intensive processes, such as manufacturing and transportation. This reliance makes the Company vulnerable to regulatory compliance obligations related to GHG emission. Moreover, resource constraints, including the rising costs of fossil fuels, could further impact production costs and profitability. As the industry transitions towards sustainability, there is a risk of carbon-intensive assets becoming obsolete or losing competitiveness.	VFL has taken various initiatives to mitigate risks arising from GHG and climate change: 1. VFL has purchased 700 tonnes of carbon credit to offset the total scope 1 & 2 emission of 677.75 tCO2e in FY 2022-23. Energy efficient lighting and air-conditioning system in place at VFL own premises.	**Negative** – This includes compliance costs, reputational damage, increased operating expenses, supply chain disruptions, and impacting profitability and shareholder value.
2	Waste management	Risk	Waste management poses risk for VFL as non-compliance with environmental and waste management regulations can lead to fines, legal action, and reputational damage, impacting the company's financial standing and brand perception.	VFL has taken comprehensive measures to minimize waste, such as implementing electronic signing of agreements/documents, digital invoicing at retail outlets, promoting paper/ cloth bags over plastic, reducing plastic bottles at the office, responsibly recycling pre and post-consumer plastic waste, and ensuring safe disposal of e-waste and other waste through authorized vendors.	**Positive** - consumers are increasingly conscious of the environmental impact of the products they purchase, leading them to favour brands that prioritize sustainability.
3	Talent attraction and retention	Opportunity	VFL aims to position itself as the preferred employer by actively shaping structural adjustments. This includes implementing business-relevant training and learning programs, offering equitable and progressive compensation packages, objective performance reviews & career development plans introducing flexible work model, and providing further benefits to foster a productive and sustainable workplace environment.	Not applicable	**Positive** - Talent attraction and retention offer a competitive edge, enhance employer branding, attract top talent, retain loyal and competitive employees, reduce the costs associated with recruitment and hiring etc.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
4	Occupational health and safety	Risk	OHS poses risk to VFL's own operations and its supply chain. Within its own manufacturing facility, workers engaged in cutting, embroidery, stitching, and finishing tasks face potential exposure to sharp objects, electrical hazards, and other workplace dangers. Moreover, Jobbers responsible for majority portion of VFL's production activities may also encounter similar occupational risks. Failure to effectively address these OHS risks can result in employee injuries, illnesses, or even fatalities.	1. Employees and workers have undergone OHS training programs, including fire fighting and first-aid training, and undergo regular health check-ups. 2. Mediclaim and ESIC have been provided to employees and workers. 3. The Company has partnered with a third-party agency to offer discounted diagnostic services to employees, workers, and their dependents. 4. Strict protocols ensure workers in factories always wear safety guards while working with sharp objects. 5. The Company has implemented a system to identify and prevent potential hazards, emphasizing a proactive approach to maintaining a safe work environment.	**Negative -** Workplace accidents and illnesses can lead to substantial financial costs for the Company, encompassing medical expenses, productivity loss, workers' compensation claims, legal fees, and damage to equipment or property.
5	Diversity and inclusion	Opportunity	The Company's ability to ensure that its culture, hiring, and promotion practices foster the building of a diverse and inclusive workforce is paramount. By actively promoting diversity and inclusion, the Company can harness the benefits of different perspectives, experiences, and talents.	Not applicable	**Positive -** Diversity and inclusion in the workplace will enhance innovation and creativity, improve employee performance, higher employee retention etc.
6	Human rights	Risk	A company that is involved in human rights abuses, such as forced labour or child labour, can face negative publicity and reputational risks. This can result in decreased customer loyalty, loss of business, and a damaged brand image	The company has implemented significant measures, including human rights training and awareness programs for employees and workers, as well as establishing an internal committee to	**Negative -** Any violation can lead to severe reputational and financial risk for the organization.

S. No.	Material issue identified	Indicate whether risk or opportunity (R/O)	Rationale for identifying the risk/opportunity	In case of risk, approach to adapt or mitigate	Financial implications of the risk or opportunity (Indicate positive or negative implications)
				address sexual harassment grievances, ensuring the prevention of human rights violations throughout its business operations. These initiatives are firmly embedded within Company's Code of Conduct, BRSR policy and POSH policy.	
7	Community welfare	Opportunity	Corporate Social Responsibility (CSR) has been a longstanding commitment at VFL. The Company through its CSR activities is dedicated to improve the quality of life of community members through various initiatives including health and education related projects.	Not applicable	**Positive -** Fostering meaningful socioeconomic sustainable development is integral to the Company's mission, aiming to broaden participation and ensure wider demographic inclusion in the nation's economic advancement. Through strategic investments in community welfare initiatives, the Company not only strengthens stakeholder relationships but also cultivates a more resilient business environment, driving long-term and inclusive growth and prosperity for all stakeholders including community members.
8	Corporate governance	Opportunity	1. Enhanced Decision-Making: Robust corporate governance guarantees transparent, accountable, and stakeholder-aligned decision-making processes, enhance overall effectiveness. 2. Strengthened Reputation: A solid corporate governance framework elevates a company's reputation and fosters trust among stakeholders, thus enhancing goodwill and credibility in the market.	Not applicable	**Positive –** Establishment of a robust corporate governance structure enhances a company's reputation, fosters investor confidence, mitigates risks, facilitates improved access to capital and enables the company to pursue growth opportunities effectively etc.

Section B: Management and process disclosures

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
Policy and management process									
1. a. Whether your entity's policy/policies cover each principle and its core elements of the NGRBCs. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
b. Has the policy been approved by the Board? (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
c. Web Link of the Policies, if available	*https://www.vedantfashions.com/wp-content/uploads/2024/04/BUSINESS-RESPONSIBILITY-AND-SUSTAINABILITY-REPORTING-POLICY.pdf*								
2. Whether the entity has translated the policy into procedures. (Yes/No)	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes	Yes
3. Do the enlisted policies extend to your value chain partners? (Yes/No)	No	No	No	No	No	No	No	No	No
4. Name of the national and international codes/certifications/labels/standards (e.g. Forest Stewardship Council, Fairtrade, Rainforest Alliance, Trustea) standards (e.g., SA 8000, OHSAS, ISO, BIS) adopted by your entity and mapped to each principle.	Vedant Fashions Limited aligns its policies with the National Guidelines on Responsible Business Conduct (NGRBC), which in line with UN SDGs.								
5. Specific commitments, goals and targets set by the entity with defined timelines, if any.	1. Follow 3R principles (reduce, reuse and recycle) principles across its operation. 2. Develop and implement sustainable community welfare activities through CSR interventions that focus on healthcare, education and overall development of people in need. 3. Promote environmentally friendly and responsible business operations. Providing employment opportunities to talent from underprivileged sections of society including artisans, embroidery workers, and other jobbers.								
6. Performance of the entity against the Specific commitments, goals and targets along-with reasons in case the same are not met.	1. The Company has recycled 13.18 MT of plastic packaging waste in FY 2023-24. Additionally, the Company has adapted digital invoicing system at store level to reduce the waste generation. 2. The Company continues to empower communities through education and healthcare initiatives, fostering resilience and well-being among communities. 3. The Company continues to foster inclusive growth by providing employment opportunities to artisans, embroidery workers, and other jobbers.								
Governance, leadership and oversight									
7. Statement by director responsible for the business responsibility report, highlighting ESG related challenges, targets and achievements	In today's landscape, it is evident that the definition of success extends beyond mere profitability to encompass the positive contributions a business can make towards society and the environment. In our drive to be a sustainable business, it is imperative not only to recognize the rising sustainability and climate challenges but also to demonstrate the proactive measures we are undertaking to address them. This presents us with an opportunity to foster innovation, ushering in new solutions that ensure the well-being of future generations. At Vedant Fashions Limited, our unwavering commitment to ESG principles is ingrained in every facet of our operations. These commitments are how we hold ourselves accountable and also provide us clear focus areas, and where we as a business can have the most impact, as well as manage risks and ensure we remain resilient.								

Disclosure Questions	P1	P2	P3	P4	P5	P6	P7	P8	P9
	In the FY 2023-24, in accordance with SEBI guidelines, we have adapted the new BRSR core framework, elevating our transparency standards regarding our business's impact on the economy, governance, environment, and society. We take immense pride in initiating various ESG measures such as recycling of plastic waste generated across our own operation, offsetting our carbon emissions through investment in green projects etc., a testament to our dedication towards realizing our sustainability goals, thus ensuring sustainable value creation for all stakeholders. Our ethos is rooted in innovation, driving us to reimagine our engagements with stakeholders, fostering inclusivity, and fostering positive outcomes for both business and society. Through our concerted efforts across the value chain and within the communities we operate, we aim to empower our stakeholders on their sustainability journey, thereby catalysing progress towards their aspirations. Our CSR initiatives are pivotal in bolstering the social fabric of our nation, with a strategic focus on areas such as education and healthcare. Collaborating with reputable NGOs, we have positively impacted 11,567 lives in FY 2023-24, underscoring our commitment to meaningful societal transformation. We remain resolutely committed to embedding ESG considerations across all echelons of our organization. By steadfastly pursuing our ESG objectives, hand in hand, we are well-progressing to carve out a sustainable and prosperous future for our company, our stakeholders, and the communities we serve.								
8. Details of the highest authority responsible for implementation and oversight of the Business Responsibility policy (ies).	Chairman and Managing Director								
9. Does the entity have a specified Committee of the Board/Director responsible for decision making on sustainability related issues? (Yes/No). If yes, provide details.	Yes At Board level, the CMD (Chairman and Managing Director) holds the responsibility for overseeing the ESG (Environmental, Social, and Governance) agenda, providing strategic direction to drive the ESG related initiatives and also conducting periodic review on ESG initiatives and performances. The CMD ensures that ESG considerations are seamlessly integrated into the Company's decision-making process. Additionally, a strategic team comprising the Chief Financial Officer and Company Secretary has been established to develop a comprehensive plan for ESG implementation and to diligently monitor and track the progress of ESG initiatives. Additionally, the Company has strategically deployed a sustainable champion at operational level to ensure implementation of ESG KPIs, initiatives and conduct synergy meetings between the departments to establish common understandings.								

10. Details of Review of NGRBCs by the Company:

Subject for Review	Indicate whether review was undertaken by Director/Committee of the Board/Any other Committee	Frequency (Annually/Half yearly/ Quarterly/Any other – please specify)
	P1 P2 P3 P4 P5 P6 P7 P8 P9	P1 P2 P3 P4 P5 P6 P7 P8 P9
Performance against above policies and follow up action	The CMD in consultation with CFO and CS, reviews the Company's performance against the BRSR policy.	As and when required
Compliance with statutory requirements of relevance to the principles, and rectification of any non-compliances	The Company is in compliance with all statutory requirements of relevance to the principles.	As and when required
11. Has the entity carried out independent assessment/ evaluation of the working of its policies by an external agency? (Yes/No). If yes, provide name of the agency.	No, however, the Company's policies undergo review by its internal team.	

Section C: Principle wise performance disclosure

Principle 1: Businesses should conduct and govern themselves with integrity, and in a manner that is Ethical, Transparent and Accountable.

Essential indicators

1. Percentage coverage by training and awareness programmes on any of the principles during the financial year:

Segment	Total number of training and awareness programmes held	Topics/principles covered under the training and its impact	%age of persons in respective category covered by the awareness programmes
Board of Directors	1	BRSR 9 principles	100%
Key Managerial Personnel	1	BRSR 9 principles	100%
Employees other than BoD and KMPs	1	BRSR 9 principles	100%
Workers	1	BRSR 9 principles	100%

2. Details of fines/penalties/punishment/award/compounding fees/settlement amount paid in proceedings (by the entity or by directors/KMPs) with regulators/law enforcement agencies/judicial institutions, in the financial year, in the following format:

	Monetary				
	NGRBC Principle	Name of the regulatory/ enforcement agencies/judicial institutions	Amount (In INR)	Brief of the Case	Has an appeal Been preferred? (Yes/No)
Penalty/Fine	P1	Delhi GST Department	13,202	GST Audit observation memo received regarding GST Audit for FY 2017-18 to 2020-21 and final audit report against same also received on 12th Oct'2023	No
Penalty/Fine	P1	Local Body Tax (L.B.T. Department), Navi Mumbai Municipal Corporation	500	Notice of demand was received for levy of interest for late payment of L.B.T. and imposition of penalty for the delay in filing of return thereon for FY 2013-14.	No
Settlement	Not any	Not any	0	Not any	Not any
Compounding fee	P9	Department of Legal Metrology, Mahanagar, Lucknow	50,000	Notice for compounding the violation of Legal Metrology Act, 2009, for non-disclosure of certain mandatory declaration by the Company on its e-commerce website.	No
Compounding fee	P9	Department of Legal Metrology, Lahargid, Jhansi	1,00,000	Notice for compounding the violation of Legal Metrology Act, 2009, for error in declaration of specification on product tag.	No
Compounding fee	P9	Department of Legal Metrology, Ramte Ram Road, Ghaziabad	50,000	Notice for compounding the violation of Legal Metrology Act, 2009, for non-disclosure of a mandatory declaration by the Company on its e-commerce website.	No
Compounding fee	P9	Department of Legal Metrology, Lucknow	50,000	Notice for compounding the violation of Legal Metrology Act, 2009, for non-disclosure of a mandatory declaration by the Company on its e-commerce website.	No

Non-monetary				
	NGRBC Principle	Name of the regulatory/enforcement agencies/judicial institutions	Brief of the Case	Has an appeal been preferred? (Yes/No)
Imprisonment	NA	NA	NA	NA
Punishment	NA	NA	NA	NA

3. Of the instances disclosed in Question 2 above, details of the Appeal/Revision preferred in cases where monetary or non-monetary action has been appealed.

Not any

4. Does the entity have an anti-corruption or anti-bribery policy? If yes, provide details in brief and if available, provide a web-link to the policy.

Yes, VFL's Code of Conduct comprehensively covers the matters pertaining to anti-corruption and anti-bribery. This code serves as a guiding framework, delineating the proper procedures to uphold sound business ethics, including anti-corruption and anti-bribery measures. Additionally, the Company has established a Business Responsibility and Sustainability Reporting (BRSR) policy, underscoring its steadfast commitment to transparent operations and avoidance of corrupt or bribery practices.

Vedant Fashions Limited's Code of Conduct is an internal document and BRSR policy is approved by the Board and available on public domain.

https://www.vedantfashions.com/wp-content/uploads/2024/04/BUSINESS-RESPONSIBILITY-AND-SUSTAINABILITY-REPORTING-POLICY.pdf

5. Number of Directors/KMPs/employees/workers against whom disciplinary action was taken by any law enforcement agency for the charges of bribery/corruption:

No Directors/KMPs/employees/workers were involved in bribery/corruption both in FY 2023-24 and FY 2022-23. On above grounds, no action was taken by any law enforcement agency.

	FY 2023-24	FY 2022-23
Directors	0	0
KMPs	0	0
Employees	0	0
Workers	0	0

6. Details of complaints with regard to conflict of interest:

No complaints were received with regard to conflict of interest against Directors/KMPs in FY 2023-24 and FY 2022-23.

	FY 2023-24		FY 2022-23	
	Number	Remarks	Number	Remarks
Number of complaints received in relation to issues of Conflict of Interest of the Directors	0	-	0	-
Number of complaints received in relation to issues of Conflict of Interest of the KMPs	0	-	0	-

7. Provide details of any corrective action taken or underway on issues related to fines/penalties/action taken by regulators/law enforcement agencies/judicial institutions, on cases of corruption and conflicts of interest.

Not applicable

8. Number of days of accounts payables [Accounts payable *365)/Cost of goods/services procured] in the following format:

	FY 2023-24	FY 2022-23
Number of days of accounts payables	78	64

9. Open-ness of business

Provide details of concentration of purchases and sales with trading houses, dealers, and related parties along-with loans and advances & investments, with related parties, in the following format:

Parameter	Metrics	FY 2023-24	FY 2022-23
Concentration of Purchases*	a. Purchases from trading houses as % of total purchases	NA	NA
	b. Number of trading houses where purchases are made from	NA	NA
	c. Purchases from top 10 trading houses as % of total purchases from trading houses	NA	NA
Concentration of Sales*	a. Sales to dealers/distributors as % of total sales	NA	NA
	b. Number of dealers/distributors to whom sales are made	NA	NA
	c. Sales to top 10 dealers/distributors as % of total sales to dealers/distributors	NA	NA
Share of RPTs in	a. Purchases (Purchases with related parties/ Total Purchases)	NA	NA
	b. Sales (Sales to related parties/Total Sales)	0.04	0.05
	c. Loans & advances (Loans & advances given to related parties/Total loans & advances)	NA	NA
	d. Investments (Investments in related parties/ Total Investments made)	NA	NA

** Note: The Company primarily operates through a franchisee based model and the dealer/distributor channel is not the major revenue generation mode for the company.*

Leadership indicators

1. Awareness programmes conducted for value chain partners on any of the principles during the financial year:

Vedant Fashions Limited actively facilitates a range of training and skill development initiatives tailored for its essential value chain partners, such as jobbers and franchisee employees. The programs are designed to educate and foster shared awareness on regular intervals. Annually, a Franchisee Meet and Retail Employee Day is conducted where the Company spreads awareness on critical areas including safety, labour practices, and sustainability. The Company also guides its respective jobbers to comply with critical areas like fire safety, child labour, POSH compliance, etc.

Moreover, on annual basis, VFL is going to sensitise all its vendors and business associates via email regarding nine NGRBC principles and VFL's commitments towards responsible business conduct.

2. Does the entity have processes in place to avoid/manage conflict of interests involving members of the Board? (Yes/No) If yes, provide details of the same.

The Company has Code of Conduct for Directors and Senior Management in place which outlines guidance on matters related to conflict of interest. As per the Code, the Directors and Senior Management shall not engage in any activity, business, or relationship, which may be in conflict with the interest of the Company or prejudicial to the Company's interest.

The Company has also established a protocol for handling potential conflicts of interest that may arise amongst members of the Board. As part of this protocol, the directors are obligated to provide an annual declaration to the Board in the beginning of the financial year disclosing any affiliations or interests they may have with other entities. In an event where any updates or modifications are made to the initial declaration submitted by the directors, they are required to promptly notify the Board by sharing the revised declaration.

Principle 2: Businesses should provide goods and services in a manner that is sustainable and safe.

Essential indicators

1. Percentage of R&D and capital expenditure (capex) investments in specific technologies to improve the environmental and social impacts of product and processes to total R&D and capex investments made by the entity, respectively.

	FY 2023-24	FY 2022-23	Details of improvements in environmental and social impacts
R&D	0	0	-
Capex	INR 32.08 million	INR 54.49 million	Capex refers to expenditures made on IT infrastructure, operational infrastructure, furniture, and other similar items that aid a Company in improving its operational processes and creating a more favourable work environment for its employees and workers

2. a. Does the entity have procedures in place for sustainable sourcing? (Yes/No)

The supply chain of apparel sector is unorganized and fragmented. VFL actively engages with a diverse array of suppliers for the procurement of raw materials, accessories, and finished goods. Demonstrating a commitment towards sustainable supply chain development, the Company encourages material procurement from environmentally and social responsible suppliers and regularly evaluates feasible sourcing options to fulfil its raw material requirements.

b. If yes, what percentage of inputs were sourced sustainably?

Nil

3. Describe the processes in place to safely reclaim your products for reusing, recycling and disposing at the end of life, for (a) Plastics (including packaging) (b) E-waste (c) Hazardous waste and (d) other waste.

VFL has taken significant steps to improve waste management practices across all its operation by evaluating resources, technologies, and processes to minimize waste generation. VFL through its Plastic Extended Producer Responsibility (Plastic-EPR) compliance obligations has onboarded an authorized recycler to collect back and recycle the post-consumer plastic packaging waste of VFL on their behalf. In the FY 2023-24, the Company has collected and recycled 13.180 MT of plastic packaging waste through its authorized recycler.

Similarly, for e-waste VFL has established system in place to manage e-waste as per the relevant regulation. The Company engages with certified e-waste recyclers to duly dispose off e-waste, with approximately 0.502 MT of e-waste disposed off through authorized recyclers in the current fiscal year.

4. **Whether Extended Producer Responsibility (EPR) is applicable to the entity's activities (Yes/No). If yes, whether the waste collection plan is in line with the Extended Producer Responsibility (EPR) plan submitted to Pollution Control Boards? If not, provide steps taken to address the same.**

   Yes, Plastic Extended Producer Responsibility (EPR) is applicable to VFL as per Plastic Waste Management Rules, 2016 (as amended). In line with the plastic EPR requirements, VFL has developed collection action plan and onboarded an authorized recycler to collect, transport and recycle the plastic packaging waste.

Leadership indicators

1. **Has the entity conducted Life Cycle Perspective/Assessments (LCA) for any of its products (for manufacturing industry) or for its services (for service industry)? If yes, provide details in the following format?**

   No, the Company hasn't conducted life cycle assessment (LCA) of any of its products.

2. **If there are any significant social or environmental concerns and/or risks arising from production or disposal of your products/services, as identified in the Life Cycle Perspective/Assessments (LCA) or through any other means, briefly describe the same along-with action taken to mitigate the same.**

   The Company hasn't conducted life cycle assessment of its products so far. However, the procedures involved in the processing and disposal of VFL's products are such that there are not significant social or environmental concerns and/or risks arising from them.

   The Company operates primarily in the manufacturing, trading and sale of readymade garments being Indian wedding and celebration wear for men, women and kids. The brands of the Company strive to source all products responsibly and sustainably. To do this, the Company ensures that the workers in the supply chain are treated with dignity and respect.

   The enduring appeal of Indian ethnic wear lies in its longevity, often becoming cherished heirlooms passed down through generations. This characteristic not only bestows elegance upon the attire but also transforms them into cherished keepsakes, extending their shelf life far beyond that of casual clothing. Consequently, the extended lifespan of VFL's products contributes significantly to reducing their environmental footprint over time.

3. **Percentage of recycled or reused input material to total material (by value) used in production.**

   Nil

4. **Of the products and packaging reclaimed at end of life of products, amount (in metric tonnes) reused, recycled, and safely disposed, as per the following format:**

	FY 2023-24 (MT)			FY 2022-23 (MT)		
	Reused	Recycled	Safely disposed	Reused	Recycled	Safely disposed
Plastic waste	0	13.180	0	0	12.000	0
e-waste	0	0	0.502	0	0	0.272

5. **Reclaimed products and their packaging materials (as percentage of products sold) for each product category.**

   Nil

Principle 3: Businesses should respect and promote the well-being of all employees, including those in their value chains.

Essential indicators

1. a. **Details of measures for the well-being of employees:**

Category	Total A	Health insurance* No. B	Health insurance* % (B/A)	Accident insurance* No. C	Accident insurance* % (C/A)	Maternity benefits No. D	Maternity benefits % (D/A)	Paternity benefits No. E	Paternity benefits % (E/A)	Day care facilities No. F	Day care facilities % (F/A)
Permanent employees											
Male	352	352	100%	352	100%	0	0%	352	100%	352	100%
Female	90	90	100%	90	100%	90	100%	0	0%	90	100%
Total	**442**	**442**	**100%**	**442**	**100%**	**90**	**100%**	**352**	**100%**	**442**	**100%**
Other than permanent employees											
Male	2	2	100%	2	100%	0	0%	2	100%	2	100%
Female	0	0	0%	0	0%	0	0%	0	0%	0	0%
Total	**2**	**2**	**100%**	**2**	**100%**	**0**	**0%**	**2**	**100%**	**2**	**100%**

** Note: Mediclaim insurance and ESIC cover have been considered for the purpose of reporting under Health Insurance and Accident Insurance. Term insurance are also taken for employees.*

b. **Details of measures for the well-being of workers:**

Category	Total A	Health insurance* No. B	Health insurance* % (B/A)	Accident insurance* No. C	Accident insurance* % (C/A)	Maternity benefits No. D	Maternity benefits % (D/A)	Paternity benefits No. E	Paternity benefits % (E/A)	Day care facilities No. F	Day care facilities % (F/A)
Permanent employees											
Male	285	282	99%	285	100%	0	0%	285	100%	285	100%
Female	27	27	100%	27	100%	27	100%	0	0%	27	100%
Total	**312**	**309**	**99%**	**312**	**100%**	**27**	**100%**	**285**	**100%**	**312**	**100%**
Other than permanent employees											
Male	245	231	94%	231	94%	0	0%	245	100%	245	100%
Female	34	32	94%	32	94%	34	100%	0	0%	34	100%
Total	**279**	**263**	**94%**	**263**	**94%**	**34**	**100%**	**245**	**100%**	**279**	**100%**

** Note: Mediclaim insurance and ESIC cover have been considered, as applicable, for the purpose of reporting Health Insurance and Accident Insurance.*

c. **Spending on measures towards well-being of employees and workers (including permanent and other than permanent) in the following format:**

	FY 2023-24	FY 2022-23
Cost incurred on well-being measures as a % of total revenue of the company	0.14%	0.15%

2. Details of retirement benefits, for Current FY and Previous Financial Year.

Benefits	FY 2023-24			FY 2022-23		
	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)	No. of employees covered as a % of total employees	No. of workers covered as a % of total workers	Deducted and deposited with the authority (Y/N/N.A.)
PF*	100%	100%	Y	69%	96%	Y
Gratuity*	100%	100%	Y	100%	100%	Y
ESI*	100%	100%	Y	33%	88%	Y
Mediclaim	100%	99%	Y	100%	100%	Y

** For FY 2023-24, only the eligible employees and workers are considered for PF, ESI and Gratuity coverage. For FY 2022-23, PF, ESI and Gratuity were calculated on total employees and workers basis.*

3. Accessibility of workplaces

Are the premises/offices of the entity accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016? If not, whether any steps are being taken by the entity in this regard.

Yes, the premises and offices of VFL are accessible to differently abled employees and workers, as per the requirements of the Rights of Persons with Disabilities Act, 2016. However, VFL doesn't have any differently abled employees and workers as on 31st March 2024.

4. Does the entity have an equal opportunity policy as per the Rights of Persons with Disabilities Act, 2016? If so, provide a web-link to the policy.

Yes, VFL has the equal employment opportunity policy and BRSR policy in place which ensure employment opportunities are provided without discrimination on the basis of race, colour, religion, sex, sexual orientation, gender identity or expression, age, disability, marital status, citizenship, national origin, genetic information, or any other characteristic protected by law. The equal employment opportunity policy is an internal document while the BRSR policy is available in public domain.

Link to the BRSR policy: *https://www.vedantfashions.com/wp-content/uploads/2024/04/BUSINESS-RESPONSIBILITY-AND-SUSTAINABILITY-REPORTING-POLICY.pdf*

5. Return to work and Retention rates of permanent employees and workers that took parental leave.

Gender	Permanent employees		Permanent workers	
	Return to work rate	Retention rate	Return to work rate	Retention rate
Male	100%	NA	NA	NA
Female	100%	NA	NA	NA
Total	**100%**	**NA**	**NA**	**NA**

Note: In FY 2023-24, one female employee and one worker have taken parental leave in 2023-24 and their due to return dates are after 31st March 2024. Hence, their due to return dates will be considered in next FY.

6. Is there a mechanism available to receive and redress grievances for the following categories of employees and worker? If yes, give details of the mechanism in brief.

	Yes/No (If yes, then give details of the mechanism in brief)
Permanent employees	Yes.
Other than permanent employees	
Permanent workers	
Other than permanent workers	

VFL has established a robust grievance redressal mechanism designed to address the concerns of its employees and workers effectively. This mechanism is committed to providing a fair and transparent platform for employees to voice their grievances, ensuring prompt resolution and fostering a positive workplace environment.

In the FY 2023-24, VFL introduced a new initiative called "Bindass Bol", aimed at encouraging employees and workers to freely express their concerns and grievances. This initiative also provides a platform for acknowledging professional achievements and beyond, as well as for suggesting ideas to enhance working conditions.

To facilitate the submission of grievances, dedicated grievance boxes are located at each operational location, enabling employees and workers to register their concerns anonymously.

Lead Talent Management & Corporate Human Resource Business Partner (Lead TM & Corporate HRBP) is responsible for addressing the grievances at first place. If any concerns remain unresolved, they are escalated to the HR team. All the grievances are recorded anonymously.

7. Membership of employees and worker in association(s) or Unions recognised by the listed entity:

VFL does not have any employee associations.

8. Details of training given to employees and workers:

Category	FY 2023-24					FY 2022-23				
	Total (A)	On health & safety measures		On skill upgradation		Total (D)	On health & safety measures		On skill upgradation	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Male	354	354	100%	354	100%	341	157	46%	145	43%
Female	90	90	100%	90	100%	73	25	34%	30	41%
Total	**444**	**444**	**100%**	**444**	**100%**	**414**	**182**	**44%**	**175**	**42%**
Workers										
Male	530	530	100%	0	0%	303	124	41%	0	0%
Female	61	55	90%	0	0%	27	12	44%	0	0%
Total	**591**	**585**	**99%**	**0**	**0%**	**330**	**136**	**41%**	**0**	**0%**

9. Details of performance and career development reviews of employees and worker:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. (B)	% (B/A)	Total (C)	No. (D)	% (D/C)
Employees						
Male	The performance and career development review are yet to be done*			341	324	95%
Female				73	60	82%
Total				414	384	93%
Workers						
Male	Not applicable			Not applicable		
Female						
Total						

**The Company undertakes performance reviews for permanent employees only. Performance reviews do not apply to workers since their compensation is based on a fixed rate grading. For FY 2022-23, performance review was conducted in the month of June 2023. Hence, included in the BRSR of current financial year. For FY 2023-24, the performance review is yet to be conducted.*

10. Health & safety management system

a. **Whether an occupational health and safety management system has been implemented by the entity? (Yes/No). If yes, the coverage such system?**

Yes, at Vedant Fashions Limited, safety stands as a fundamental pillar of organizational ethos, held in the highest regard. VFL's commitment to occupational health and safety is outlined in its BRSR policy. The management of all health and safety-related matters is overseen by the Human Resources team, who actively engage in disseminating periodic internal communications and alerts to employees. Furthermore, awareness sessions are conducted regularly to enhance understanding and adherence to safety protocols.

In addition to these measures, the Company conducts routine health and safety training sessions for employees and workers, covering both basic and advanced fire safety protocols, including evacuation drills to ensure preparedness in emergencies.

As part of Company's comprehensive employee welfare program, VFL extends health insurance and term life insurance coverage to its own employees and workers. Additionally, franchisee employees are provided with group personal accident policies. Moreover, in collaboration with a reputed third-party agency, the Company offers diagnostic services at discounted rates to employees and their dependents, further promoting access to essential healthcare services.

b. What are the processes used to identify work-related hazards and assess risks on a routine and non-routine basis by the entity?

VFL has established Enterprise Risk Management (ERM) framework to identify and assess potential risks that may impede the Company's operations. This structured framework encompasses processes aimed at defining the Company's risk appetite, managing various enterprise-wide risks, and appointing risk owners with clearly delineated roles and responsibilities.

Moreover, the Company conducts internal audits across its factory premises, warehouses, and jobber sites to assess workplace hazards and identify any policy infringements, particularly those pertaining to health and safety. These audits play a crucial role in ensuring compliance with established protocols and safeguarding the well-being of the workforce.

c. Whether you have processes for workers to report the work-related hazards and to remove themselves from such risks. (Y/N)

Yes, VFL has system in place for employees and workers to report work related hazards.

d. Do the employees have access to non-occupational medical and healthcare services? (Yes/No)

Yes, VFL provides health insurance and term life insurance to its employees and has collaborated with a third-party agency to offer diagnostic services to its employees and their dependents at reduced rates.

11. Details of safety related incidents, in the following format

Safety Incident/Number	Category *	FY 2023-24	FY 2022-23
Lost Time Injury Frequency Rate (LTIFR) (per one million-person hours worked)	Employees	0	0
	Workers	0	0
Total recordable work-related injuries	Employees	0	0
	Workers	0	0
No. of fatalities	Employees	0	0
	Workers	0	0
High consequence work-related injury or ill-health (excluding fatalities)	Employees	0	0
	Workers	0	0

**Including in the contract workforce*

12. Describe the measures taken by the entity to ensure a safe and healthy workplace.

The Company places a strong emphasis on ensuring health and safety of its employees and workers. VFL's HR policy is designed to foster work-life balance for all personnel and established internal processes to continually assess the efficacy of the health and safety systems, ensuring compliance with applicable laws, regulations, and standards.

To reinforce its commitments to health and safety, VFL conducts regular fire drills at its factory, warehouse, and corporate office, assessing the preparedness and response capabilities of employees in the event of emergencies. Furthermore, the Company organizes employee training and awareness programs on health and safety, extending coverage to workers at factory and warehouse premises. These initiatives are geared towards equipping employees with the necessary knowledge and skills to uphold a safe and healthy work environment.

In addition to training programs, VFL has implemented safety measures such as the installation of fire extinguishers and water sprinklers at factory, warehouse, and corporate office facilities to mitigate risks. Moreover, the Company hosts a fire safety week for its franchisees, which involves evaluating franchisee stores based on predefined criteria and providing fire safety training to franchisee employees. These proactive measures underscore Company's commitment to promoting health and safety across all aspects of its operations.

13. Number of Complaints on the following made by employees and workers

Vedant Fashions Limited has not received any complaint on "Health & Safety" and "Working Conditions" in FY 2023-24 and FY 2022-23.

	FY 2023-24			FY 2022-23		
	Filed during the year	Pending resolution at the end of year	Remarks	Filed during the year	Pending resolution at the end of year	Remarks
Working Conditions	0	0	-	0	0	-
Health and safety	0	0	-	0	0	-

14. Assessment of the year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Working Conditions	The Company conducts internal assessments of its offices, warehouses, and factories to evaluate their fire safety and working environments. However, no assessments have been conducted by statutory authorities or third parties.
Health and safety practices	

15. Provide details of any corrective action taken or underway to address safety-related incidents (if any) and on significant risks/concerns arising from assessments of health & safety practices and working conditions.

Not any

Leadership indicators

1. Does the entity extend any life insurance or any compensatory package in the event of death of (A) Employees (Y/N) (B) Workers (Y/N).

Yes, the Company provides term life insurance to its own employees and ESIC benefits to its employees and workers.

2. Provide the measures undertaken by the entity to ensure that statutory dues have been deducted and deposited by the value chain partners.

The Company's compliance team ensures that all relevant clauses pertaining to statutory compliance (GST and TDS which are in relation to Vedant Fashions Limited) are validated and upheld by the Company's value chain partners.

3. Provide the number of employees/workers having suffered high consequence work-related injury/ill-health/ fatalities (as reported in Q11 of Essential Indicators above), who have been rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment:

	Total no. of affected employees/workers		No. of employees/workers that are rehabilitated and placed in suitable employment or whose family members have been placed in suitable employment	
	FY 2023-24	FY 2022-23	FY 2023-24	FY 2022-23
Employees	0	0	0	0
Workers	0	0	0	0

4. Does the entity provide transition assistance programs to facilitate continued employability and the management of career endings resulting from retirement or termination of employment?

The Company offers a service extension opportunity to retired employees, which allows them to continue working for an additional year beyond their retirement date.

5. **Details on assessment of value chain partners:**

	% of value chain partners (by value of business done with such partners) that were assessed
Health and safety practices	The Company conducts regular visit to its franchisee stores to check the fire safety preparedness and hygiene level.
Working conditions	

6. **Provide details of any corrective actions taken or underway to address significant risks/concerns arising from assessments of health and safety practices and working conditions of value chain partners.**

NA

Principle 4: Businesses should respect the interests of and be responsive to all its stakeholders.

Essential Indicators

1. **Describe the processes for identifying key stakeholder groups of the entity.**

VFL has developed a dedicated BRSR policy, emphasizing the importance of impactful stakeholder engagement. The Company proactively identifies key stakeholder groups based on their impact on business operations and vice versa. Moreover, VFL adopts a systematic approach to collaborating with its key stakeholders valuing their input on various Environmental, Social, and Governance (ESG) aspects. This approach enhances dialogue with stakeholders, enabling the Company to address their concerns and effectively manage both direct and indirect impacts on the company. It functions as a strategic management tool, fostering enduring relationships with key stakeholders and laying the groundwork for materiality assessment.

2. **List of stakeholder groups identified as key for your entity and the frequency of engagement with each stakeholder group.**

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/Half yearly/Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Employees and workers	No	Company meetings, training programs, email, whatsapp group, poster, in person discussion and workshops	Conducted on periodic basis	Workforce wellbeing, grievance redressals, training leading to skill development, PMS and sensitization on health and safety and other NGRBC principles
Customers and franchisee stores	No	Customers: Advertisements on print and electronic media, customer satisfaction surveys, feedback at stores Franchisee stores: Phone, Email, WhatsApp, Internal Portal	Conducted on need basis	Spreading brand awareness

Stakeholder Group	Whether identified as Vulnerable & Marginalized Group (Yes/No)	Channels of communication (Email, SMS, Newspaper, Pamphlets, Advertisement, Community Meetings, Notice Board, Website), Other	Frequency of engagement (Annually/Half yearly/Quarterly/ others – please specify)	Purpose and scope of engagement including key topics and concerns raised during such engagement
Suppliers, jobbers and value chain partners	No	Email, SMS, WhatsApp, Jobber's portal, vendor's portal	Conducted on need basis	Discussions on orders and purchase prices, material quality, delivery timelines, agreement tenures, inclusion of small-scale suppliers and jobbers.
Local communities	Yes	In-person visits with local community members, connecting with NGOs implementing the CSR projects for the local communities	Conducted on need basis	Community development, ensuring basic amenities like health and education
Investors and shareholders	No	Annual reports, media announcements, Conference Calls, Earnings Calls, investor conferences, interactions with analysts.	Annual reports – Investor Conference/ meeting	Company performance – profits, revenue, financial health of the Company, ESG initiatives and progress
Media	No	Conferences, interviews, advertisements	Conducted on need basis	Brand promotion, spreading awareness about Vedant Fashions Limited as a responsible corporate citizen

Leadership Indicators

1. **Provide the process for consultation between stakeholders and the Board on economic, environmental, and social topics or if consultation is delegated, how is feedback from such consultations provided to the Board.**

   Vedant Fashions Limited actively values the insights provided by its stakeholders to foster sustainable business growth. Consequently, the Company's Chairman and Managing Director (CMD) engage in regular dialogues with key stakeholders, sharing perspectives, interests, and concerns related to the evolving ESG (Environment, Social, Governance) landscape and its impact on business operations. Additionally, the Board, under the guidance of the CMD, shapes the Company's sustainability and CSR practices, overseeing planning initiatives.

   Furthermore, the Company conducts periodic stakeholder engagement exercises, addressing diverse areas of concern spanning economics, social, and the environmental.

2. **Whether stakeholder consultation is used to support the identification and management of environmental, and social topics (Yes/No). If so, provide details of instances as to how the inputs received from stakeholders on these topics were incorporated into policies and activities of the entity.**

   Yes, At Vedant Fashions Limited, stakeholder engagement is recognized as a pivotal component in fulfilling Company's sustainability objectives. Management actively engages with both internal and external stakeholders to identify key Environmental, Social, and Governance (ESG) material topics that has significant impact on the Company's operations. To effectively manage these issues, VFL has integrated a comprehensive array of policies, Standard Operating Procedures (SOPs), and strategic initiatives.

3. **Provide details of instances of engagement with, and actions taken to, address the concerns of vulnerable/ marginalized stakeholder groups.**

   VFL channels its corporate social responsibility (CSR) endeavours towards addressing the needs of underprivileged, vulnerable, and marginalized segments of society. The Company's CSR initiatives are aimed at fostering the holistic development of communities while generating social and economic value.

To promote inclusive growth, the Company actively supports the procurement of raw materials, accessories & packing materials and stock-in-trade (net off returns) from Micro, Small, and Medium Enterprises (MSME) suppliers. During FY 2023-24, 66% of the materials/products have been sourced from MSME suppliers, reflecting VFL's commitment to empowering local businesses.

Furthermore, VFL extends employment opportunities to local artisans and embroidery workers nationwide, thereby contributing to sustainable livelihoods and economic empowerment within communities.

Principle 5: Businesses should respect and promote human rights.

5 GENDER EQUALITY · 8 DECENT WORK AND ECONOMIC GROWTH · 16 PEACE, JUSTICE AND STRONG INSTITUTIONS

Essential Indicators

1. Employees and workers who have been provided training on human rights issues and policy(ies) of the entity, in the following format:

Category	FY 2023-24			FY 2022-23		
	Total (A)	No. of employees/ workers covered (B)	% (B/A)	Total (C)	No. of employees/ workers covered (D)	% (D/C)
Employees*						
Permanent	442	442	100%	414	414	100%
Other than permanent	2	2	100%	3	3	100%
Total employees	**444**	**444**	**100%**	**417**	**417**	**100%**
Workers*						
Permanent	312	312	100%	330	330	100%
Other than permanent	279	279	100%	216	216	100%
Total workers	**591**	**591**	**100%**	**546**	**546**	**100%**

**All the new hires (employees and workers) are given CoC trainings which covers human rights aspect*

2. Details of minimum wages paid to employees and workers, in the following format:

Category	FY 2023-24					FY 2022-23				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Employees										
Permanent	442	0	0%	442	100%	414	0	0%	414	100%
Male	352	0	0%	352	100%	341	0	0%	341	100%
Female	90	0	0%	90	100%	73	0	0%	73	100%
Other than permanent	2	0	0%	2	100%	3	0	0%	3	100%
Male	2	0	0%	2	100%	2	0	0%	2	100%
Female	0	0	0%	0	0%	1	0	0%	1	100%

Category	FY 2023-24					FY 2022-23				
	Total (A)	Equal to minimum wage		More than minimum wage		Total (D)	Equal to minimum wage		More than minimum wage	
		No. (B)	% (B/A)	No. (C)	% (C/A)		No. (E)	% (E/D)	No. (F)	% (F/D)
Workers										
Permanent	312	0	0%	312	100%	330	0	0%	330	100%
Male	285	0	0%	285	100%	303	0	0%	303	100%
Female	27	0	0%	27	100%	27	0	0%	27	100%
Other than permanent	279	0	0%	279	100%	216	0	0%	216	100%
Male	245	0	0%	245	100%	193	0	0%	193	100%
Female	34	0	0%	34	100%	23	0	0%	23	100%

3. Details of remuneration/salary/wages:

a. Median remuneration/wages:

	Male		Female	
	Number	Median remuneration/ salary/wages of respective category	Number	Median remuneration/ salary/wages of respective category
Board of Directors*	3	INR 30,00,000	1	INR 30,00,000
Key managerial personnel**	3	INR 78,55,594	1	INR 2,98,90,014
Employees other than BoD and KMP	349	INR 4,20,000	89	INR 5,06,554
Workers	285	INR 2,11,150	27	INR 2,08,050

** Board of Directors includes non-executive directors only*

*** KMP includes executive directors and non-board KMP*

b. Gross wages paid to females as % of total wages paid by the entity, in the following format:

	FY 2023-24	FY 2022-23
Gross wages paid to females as % of total wage	17.39%	20.32%

4. Do you have a focal point (Individual/Committee) responsible for addressing human rights impacts or issues caused or contributed to by the business? (Yes/No)

Yes, VFL has established Internal Complaints Committee (ICC) to address human rights related issues including sexual harassment.

5. Describe the internal mechanisms in place to redress grievances related to human rights issues.

The Company recognizes the importance of human rights and has incorporated provisions related to it in its BRSR and Prevention of Sexual Harassment policy. The Company has formed Internal Complaints Committee (ICC) to address the human rights related issues including sexual harassment. If an incident of sexual harassment is experienced or witnessed by any employee or worker, they are required to promptly report the matter to the ICC. Depending on the severity of the situation, the ICC takes disciplinary actions, which may include offering apologies, providing counselling, implementing transfers, dismissals, demotions, or any other measures deemed appropriate by the management.

6. Number of Complaints on the following made by employees and workers:

	FY 2023-24			FY 2022-23		
	Filled during the year	Pending resolution at the end of year	Remarks	Filled during the year	Pending resolution at the end of year	Remarks
Sexual harassment	0	0	-	0	0	-
Discrimination at workplace	0	0	-	0	0	-
Child labour	0	0	-	0	0	-
Forced labour/Involuntary Labour	0	0	-	0	0	-
Wages	0	0	-	0	0	-
Other human rights related issues	0	0	-	0	0	-

7. Complaints filed under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013, in the following format:

	FY 2023-24	FY 2022-23
Total Complaints reported under Sexual Harassment on of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 (POSH)	0	0
Complaints on POSH as a % of female employees/workers	0	0
Complaints on POSH upheld	0	0

8. Mechanisms to prevent adverse consequences to the complainant in discrimination and harassment cases.

The Company is deeply committed to fostering and nurturing an inclusive workplace culture. In pursuit of this objective, the Company has developed robust BRSR and Equal Employment Opportunity policies, which delineate guidelines for cultivating an inclusive work environment free from discrimination based on race, colour, religion, sex, sexual orientation, gender identity or expression, age, disability, marital status, citizenship, national origin, genetic information, or any other characteristic protected by law.

Furthermore, the Company has implemented a comprehensive grievance mechanism designed to collect, organize, and address cases related to discrimination and harassment effectively. Regular internal sessions are conducted to educate and raise awareness among employees regarding the importance of upholding these policies and fostering an environment of respect and inclusivity.

9. Do human rights requirements form part of your business agreements and contracts?

Yes, in certain agreements and contracts.

10. Assessment of the Year

	% of your plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	100%, the Company's operational areas are subject to periodic assessment and process control reviews. The Company's internal team verifies that policies and procedures are being followed according to defined processes, and ensure that human rights aspects, such as child labour, sexual harassment, and minimum wages, are properly justified and reported.
Forced/involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – Please specify	

11. Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 9 above.

Not applicable

Leadership Indicators

1. **Details of a business process being modified/introduced as a result of addressing human rights grievances/complaints.**

   No such modification being done.

2. **Details of the scope and coverage of any Human rights due diligence conducted.**

   The Company has not conducted any Human Rights due diligence separately.

3. **Is the premise/office of the entity accessible to differently abled visitors, as per the requirements of the Rights of Persons with Disabilities Act, 2016?**

   Yes, the Company's office is accessible to differently abled visitors.

4. **Details on assessment of value chain partners:**

	% of plants and offices that were assessed (by entity or statutory authorities or third parties)
Child labour	Necessary assessment of value chain partners has been done at required intervals and they have been guided to adhere to the relevant legal requirements.
Forced labour/Involuntary labour	
Sexual harassment	
Discrimination at workplace	
Wages	
Others – Please specify	

5. **Provide details of any corrective actions taken or underway to address significant risks/concerns arising from the assessments at Question 4 above.**

   Not applicable.

Principle 6: Businesses should respect and make efforts to protect and restore the environment.

Essential Indicators

1. **Details of total energy consumption (in Joules or multiples) and energy intensity, in the following format:**

Parameter	FY 2023-24	FY 2022-23
From renewable sources		
Total electricity consumption (A)	0	0
Total fuel consumption (B)	0	0
Energy consumption through other sources (C)	0	0
Total energy consumed from renewable sources (A+B+C)	**0**	**0**

Parameter	FY 2023-24	FY 2022-23
From non-renewable sources		
Total electricity consumption (D)*	4008.19 GJ	3304.73 GJ
Total fuel consumption (E)	296.68 GJ	363.49 GJ
Energy consumption through other sources (F)	0	0
Total energy consumed from non-renewable sources (D+E+F)	4304.87 GJ	3668.22 GJ
Total energy consumed (A+B+C+D+E+F)	4304.87 GJ	3668.22 GJ
Energy intensity per rupee of turnover (Total energy consumed/Revenue from operations)	0.32 GJ/INR million	0.28 GJ/INR million
Energy intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total energy consumed/Revenue from operations adjusted for PPP)	0.087 GJ/INR million	0.081 GJ/INR million
Energy intensity in terms of physical output**	0.003 GJ/sq. ft.	0.002 GJ/sq. ft.

**Please note that the electricity consumption of certain Company operated stores are not available with us since their operation is entrusted with third party(ies) which pays the electricity bills of the said stores.*

***Retail outlet footprint (sq. ft.) is considered for physical output*

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency – No

2. **Does the entity have any sites/facilities identified as designated consumers (DCs) under the Performance, Achieve and Trade (PAT) Scheme of the Government of India? (Y/N) If yes, disclose whether targets set under the PAT scheme have been achieved. In case targets have not been achieved, provide the remedial action taken, if any.**

   Not applicable

3. **Provide details of the following disclosures related to water, in the following format:**

   The Company's use of water is limited to human consumption. Since its manufacturing operations are majorly outsourced, the Company has limited activities like stitching, cutting, and finishing at the factory and storage and dispatch at the warehouse premises. Thus, water is used only for domestic purposes across Vedant Fashions Limited's factory, warehouse, corporate office and stores.

   Sources of water include purchased water bottles for drinking purposes and the municipality water supply. The Company ensures no wastage of water, thereby resulting in minimal usage of this valuable natural resource.

   Amount of drinking water consumed (based on litres of drinking water purchased) for the current and previous financial years are listed below:

Parameter	FY 2023-24	FY 2022-23
Water withdrawal by source (in kilolitres)		
(i) Surface water	0	0
(ii) Ground water	0	0
(iii) Third party water	563.02	540.68
(iv) Seawater/desalinated water	0	0
(v) Others	0	0
Total volume of water withdrawal (in kilolitres) (i+ii+iii+iv+v)	563.02	540.68
Total volume of water consumption (in kilolitres)*	563.02	540.68
Water intensity per rupee of turnover (Total water consumption/Revenue from operations)	0.04 Kilolitres/ INR Millions	0.04 Kilolitres/ INR Millions
Water intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total water consumption/Revenue from operations adjusted for PPP)	0.011 Kilolitres/INR Millions	0.012 Kilolitres/INR Millions
Water intensity in terms of physical output**	0.0003 Kilolitres/ sq. ft	0.0004 Kilolitres/ sq. ft

**Please note that water consumption of certain Company operated stores are not available with VFL since their operation is entrusted with third party(ies) which pays the water bills of the said stores.*

***Retail outlet footprint (sq. ft.) is considered for physical output*

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency – No

4. Provide the following details related to water discharged:

The Company's factory and warehouse are situated in business complexes, where water supplies and discharges are taken care of by the property owner/builder for the entire complex as a whole. Hence, the amount of water discharged for the factory and warehouse in particular cannot be monitored. However, the Company ensures no wastage of water, thereby resulting in minimal usage of this valuable natural resource.

If any independent assessment/evaluation/assurance has been carried out by an external agency? If yes, name of the external agency – No

5. Has the entity implemented a mechanism for Zero Liquid Discharge? If yes, provide details of its coverage and implementation.

Not Applicable

6. Please provide details of air emissions (other than GHG emissions) by the entity, in the following format:

Not applicable

7. Provide details of greenhouse gas emissions (Scope 1 and Scope 2 emissions) & its intensity, in the following format:

Parameter	Unit	FY 2023-24	FY 2022-23
Total scope 1 emission*	**Metric tonnes of CO2 equivalent**	**25.06**	**25.98**
Total scope 2 emission**	**Metric tonnes of CO2 equivalent**	**797.19**	**651.77**
Total scope 1 & 2 emission	**Metric tonnes of CO2 equivalent**	**822.25**	**677.75**
Total Scope 1 and Scope 2 emission intensity per rupee of turnover (Total Scope 1 and Scope 2 GHG emissions/ Revenue from operations)		**0.06 tCO2e/INR million**	**0.05 tCO2e/INR million**
Total Scope 1 and Scope 2 emission intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total Scope 1 and Scope 2 GHG emissions/ Revenue from operations adjusted for PPP)		**0.017 tCO2e/INR million**	**0.015 tCO2e/INR million**
Total Scope 1 and Scope 2 emission intensity in terms of physical output***		**0.0005 tCO2e/ sq. ft**	**0.0005 tCO2e/ sq. ft**

**Scope 1 emissions include fuel consumption (diesel and petrol) by Company-owned vehicles, and amount of CO2 refilled in fire extinguishers. The Company's factory and warehouse use DG sets which run on diesel, but the ownership and records of diesel consumption lie with the property builder/owner.*

***Scope 2 emissions comprise electricity consumption at the Company's factory, warehouse, certain Company operated stores and office*

****Retail outlet footprint (sq. ft.) is considered for physical output*

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency – No

8. Does the entity have any project related to reducing Green House Gas emission? If Yes, then provide details.

The Company is endeavouring to reduce the GHG emissions from its own operations. As part of the same, VFL has set up energy efficient lighting and air conditioning system at its own premises. Moreover, the Company has purchased 700 tonnes of carbon credit to offset the total scope 1 & 2 emission of 677.75 tCO2e in FY 2022-23 .

9. **Provide details related to waste management by the entity, in the following format:**

Parameters	FY 2023-24	FY 2022-23
Total waste generated (MT)		
Plastic waste (A)	53.470	11.658
E-waste (B)	0.502	0.273
Bio-medical waste (C)	0	0
Construction & Demolition waste (D)	0	0
Battery waste (E)	0	0
Radioactive waste (F)	0	0
Other hazardous waste. Please specify if any (G)	0	0
Other Non-hazardous waste generated (H). Please specify, if any.	Cardboard: 2.828 Textile: 3.903	Cardboard: 2.425 Textile: 4.916
Total waste generated (A+B+C+D+E+F+G+H)	60.703	19.272
Waste intensity per rupee of turnover (Total waste generated/Revenue from operations)	0.004 MT/INR Millions	0.001 MT/INR Millions
Waste intensity per rupee of turnover adjusted for Purchasing Power Parity (PPP) (Total waste generated/Revenue from operations adjusted for PPP)	0.0012 MT/INR Millions	0.0004 MT/INR Millions
Waste intensity in terms of physical output*	0.000036 MT/ Sq. ft	0.000013 MT/ Sq. ft
For each category of waste generated, total waste recovered through recycling, re-using or other recovery operations (in MT)		
Category of waste		
(i) Recycled**	13.180	12.000
(ii) Reused	0	0
(iii) Other recovery operations	0	0
Total	**13.180**	**12.000**
For each category of waste generated, total waste disposed by nature of disposal method (in MT)		
Category of waste		
(i) Incineration	0	0
(ii) Landfilling	0	0
(iii) Other disposal options	E-waste: 0.502 Cardboard: 2.828 Textile: 3.903	E-waste: 0.273 Cardboard: 2.425 Textile: 4.916
Total	**7.233**	**7.614**

**Retail outlet footprint (sq. ft.) is considered for physical output*

***Recycled waste includes plastic wastes collected and recycled by authorised recycler as per EPR guidelines under PWM rules, 2016.*

Note: Indicate if any independent assessment/evaluation/assurance has been carried out by an external agency? (Y/N) If yes, name of the external agency – No

10. **Briefly describe the waste management practices adopted in your establishments. Describe the strategy adopted by your company to reduce usage of hazardous and toxic chemicals in your products and processes and the practices adopted to manage such wastes.**

In line with 3R principles of Reduce, Reuse, and Recycle (3R), VFL is committed to manage waste effectively across its operation. The predominant waste streams of VFL include cardboard, plastic, cut fabric pieces, and e-waste.

For final disposal of e-waste, VFL has onboarded an authorized vendor to collect and transport e-waste from the Company’s premises.

Moreover, the Company has collaborated with an authorized plastic recycler to collect, transport, and recycle plastic waste in accordance with the Plastic Waste Management Rules, 2022 (as amended) and Extended Producer Responsibility (EPR) guidelines. Accordingly, as part of the plastic EPR compliance, VFL submits an annual report to the Central Pollution Control Board.

Additionally, various other waste streams such as cloth pieces, threads, and paper are channelled through recyclers and local traders for final disposal. Notably, VFL does not generate any hazardous or toxic chemical wastes through its operations.

To mitigate waste generation, the Company has implemented several initiatives, including:

a. Transitioning to digital invoices to reduce paper waste at retail outlets.

b. Replaced plastic handbags with paper bags at the store level.

11. If the entity has operations/offices in/around ecologically sensitive areas (such as national parks, wildlife sanctuaries, biosphere reserves, wetlands, biodiversity hotspots, forests, coastal regulation zones etc.) where environmental approvals/clearances are required, please specify details in the following format:

Not applicable

12. Details of environmental impact assessments of projects undertaken by the entity based on applicable laws, in the current financial year:

Not applicable

13. Is the entity compliant with the applicable environmental law/regulations/guidelines in India; such as the Water (Prevention and Control of Pollution) Act, Air (Prevention and Control of Pollution) Act, Environment protection act and rules thereunder (Y/N). If not, provide details of all such non-compliances, in the following format:

VFL is in compliance with all applicable environmental laws, regulations and guidelines in India.

Leadership Indicators

1. Water withdrawal, consumption and discharge in areas of water stress (in kilolitres):

The Company's operations are not located in areas of water stress hence this question is not applicable for the Company.

2. Please provide details of total Scope 3 emissions & its intensity, in the following format:

The Company is currently not calculating its scope 3 emissions.

3. With respect to the ecologically sensitive areas reported at Question 11 of Essential Indicators above, provide details of significant direct & indirect impact of the entity on biodiversity in such areas along-with prevention and remediation activities.

Question 11 is not applicable for the Company as it does not have operations/offices in/around ecologically sensitive areas. Hence, there are no significant direct & indirect impact of the entity on biodiversity in such areas.

4. If the entity has undertaken any specific initiatives or used innovative technology or solutions to improve resource efficiency, or reduce impact due to emissions/effluent discharge/waste generated, please provide details of the same as well as outcome of such initiatives, as per the following format:

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
1	Warehouse Management System (WMS)	WMS manages and optimizes various warehouse operations especially Inventory Management - receiving, and shipping, order fulfilment, and more.	WMS helps in effective inventory management by ensuring timely and accurate delivery of goods.

Sr. No	Initiative undertaken	Details of the initiative (Web-link, if any, may be provided along-with summary)	Outcome of the initiative
2	Digital invoicing system	The Company has implemented digital invoicing system at stores level. Every customer is handed a digital invoice, instead of the erstwhile paper invoice. Additionally, it is going to implement digital invoicing system at suppliers and jobbers level.	Digital invoicing system has helped the Company reduce consumption of paper as a resource and curb the generation of paper waste.
3	E-signing initiatives	The Company has initiated execution of Agreements and Documents through electronic signing.	E-Signing has helped the Company reduce consumption of paper and generation of paper waste and reduced the time required for document execution including convenience of signing parties.
4	Elimination of plastic bags	The Company has replaced plastic bags with paper bags at store level.	This will reduce the generation of plastic bag waste.

5. Does the entity have a business continuity and disaster management plan? Give details in 100 words/web link.

The Risk Management Committee of the Company analysis the emerging risks to identify potential threats to the organization's business operations. Subsequently, based on this evaluation, the committee formulates a robust business continuity plan. This plan is designed to ensure the Company's ability to sustain its operations even in the face of unexpected disruptions or crises.

6. Disclose any significant adverse impact to the environment, arising from the value chain of the entity. What mitigation or adaptation measures have been taken by the entity in this regard.

No such adverse impact arising from the value chain of the Company.

7. Percentage of value chain partners (by value of business done with such partners) that were assessed for environmental impacts.

As of now, the Company conducts no such assessments.

Principle 7: Businesses, when engaging in influencing public and regulatory policy, should do so in a manner that is responsible and transparent.

Essential Indicators

1. a. Number of affiliations with trade and industry chambers/associations.
   6 (six)

   b. List the top 10 trade and industry chambers/associations (determined based on the total members of such body) the entity is a member of/affiliated to.

S. No.	Name of the trade and industry chambers/ associations	Reach of trade and industry chambers/associations (State/National)
1	Confederation of Indian Industry	National
2	Bharat Chamber of Commerce	National
3	Retailers Association of India	National
4	The Clothing Manufacturers Association of India	National
5	Eastern India Garment Manufacturers & Exporters Federation	National
6	Indian Chamber of Commerce	National

2. **Provide details of corrective action taken or underway on any issues related to anti-competitive conduct by the entity, based on adverse orders from regulatory authorities.**

   The Company is not engaged in any anti-competitive conduct.

Leadership Indicators

1. **Details of public policy positions advocated by the entity:**

   The Company's BRSR Policy covers policy on Responsible Advocacy. It is approved by the Board and provides the guideline for necessary interface with Government/Regulatory Authorities on matters concerning the industry/sector in which the Company operates.

Principle 8: Businesses should promote inclusive growth and equitable development.

Essential Indicators

1. **Details of Social Impact Assessments (SIA) of projects undertaken by the entity based on applicable laws, in the current financial year.**

   Not applicable

2. **Provide information on project(s) for which ongoing Rehabilitation and Resettlement (R&R) is being undertaken by your entity.**

   Not applicable.

3. **Describe the mechanisms to receive and redress grievances of the community.**

   Through its CSR activities, the Company seeks to respond to the needs of less-privileged communities, in a sensitive and impactful manner and enable these communities to achieve a better quality of life. The Company has established system and procedures in place to receive and redress any kind of grievances of the communities.

   VFL CSR team and NGO partners actively engage with community members to address any concerns or issues that may arise. Additionally, the Company has established dedicated channel (*Link to the channel*) to receive grievances directly from the stakeholder groups including community members.

4. **Percentage of input material (inputs to total inputs by value) sourced from suppliers:**

	FY 2023-24	FY 2022-23
Directly sourced from MSMEs/small producers*	66%	57%
Directly from within India*	100%	100%

** All types of materials/products procured has been considered for this computation.*

5. **Job creation in smaller towns – Disclose wages paid to persons employed (including employees or workers employed on a permanent or non-permanent/on contract basis) in the following locations, as % of total wage cost.**

Location	FY 2023-24	FY 2022-23
Rural	0	0
Semi-urban	0	0
Urban	21%	19%
Metropolitan	79%	81%

Leadership Indicators

1. **Provide details of actions taken to mitigate any negative social impacts identified in the Social Impact Assessments (Reference: Question 1 of Essential Indicators above).**

   Not applicable

2. **Provide the following information on CSR projects undertaken by your entity in designated aspirational districts as identified by government bodies.**

   Nil

3. a) **Do you have a preferential procurement policy where you give preference to purchase from suppliers comprising marginalized/vulnerable groups? (Yes/No)**

   The Company doesn't have a preferential procurement policy.

   b) **From which marginalised/vulnerable groups do you procure?**

   Not any

   c) **What percentage of total procurement (by value) does it constitute?**

   Nil

4. **Details of the benefits derived and shared from the intellectual properties owned or acquired by your entity (in the current financial year), based on traditional knowledge.**

   The Company has registered certain numbers of intellectual properties (IPs) in FY 2023-24. However, the benefits of IPs are not shared with others.

5. **Details of corrective actions taken or underway, based on any adverse order in intellectual property related disputes wherein usage of traditional knowledge is involved.**

   Not any

6. **Details of beneficiaries of CSR Projects:**

S. No.	CSR projects	Nos. of persons benefited from CSR projects	% of beneficiaries from vulnerable and marginalized groups
1	Parivaar Seva Kutirs	730	100%
2	Construction of the 2nd phase Alpha School, Kachai Village*	248	100%
3	School Transformation Program*	1907	100%
4	Ekal Vidyalaya	6750	100%
5	Right to Sight	14	100%
6	Cardiac and non-cardiac surgery of the economically disadvantageous patients	118	100%
7	Cancer and non-cancer treatment of the economically disadvantageous patients	55	100%
8	Non-cardiac treatment and surgeries of the economically disadvantageous patients	75	100%
9	Mukti Support Schools, Sundarbans	1752	100%
10	Scholarship for Undergraduate Students at Ashoka University	39	100%
11	Education of underprivileged tribal students at Kalinga Institute of Social Sciences (KISS)	127	100%

** CSR contributions have been made to Sunbird Trust for the projects 'Construction of the 2nd phase Alpha School, Kachai Village' and 'School Transformation Program'. The beneficiaries of the CSR project 'School Transformation Program' are the same 248 students who have benefited from the project 'Construction of the 2nd phase Alpha School, Kachai Village'.*

Note – *Similar data in case of CSR contributions made to Akhand Jyoti Eye Hospital for the project 'Construction & Set-up of the General Ophthalmology Clinic' is not available, since the number of direct beneficiaries of the project is not measurable as it is aimed to benefit the general public.*

Principle 9: Businesses should engage with and provide value to their consumers in a responsible manner.

Essential Indicators

1. **Describe the mechanisms in place to receive and respond to consumer complaints and feedback.**

   Recognizing the paramount importance of effective consumer engagement, VFL has integrated pertinent guidelines concerning consumer relationships into its BRSR policy.

   To facilitate seamless communication and feedback, VFL has implemented a comprehensive consumer feedback system to receive and redress consumer grievances. This system offers multiple channels for consumers to share their queries or complaints, including mail, voice call (cellular, landline, toll-free), webchat, contact form, and social media platforms. Dedicated consumer service representatives are deployed to receive and organize grievances from consumers.

Moreover, VFL has introduced e-bills featuring a feedback link, enabling consumers to provide their valuable inputs conveniently.

2. Turnover of products and/services as a percentage of turnover from all products/service that carry information about:

	As a percentage to total turnover
Environmental and social parameters relevant to the product	NA
Safe and responsible usage	NA
Recycling and/or safe disposal	100%

3. Number of consumer complaints in respect of the following:

	FY 2023-24			FY 2022-23		
	Received during the year	Pending resolution at end of year	Remarks	Received during the year	Pending resolution at end of year	Remarks
Data privacy	0	0	NA	1	0	NA
Advertising	0	0	NA	0	0	NA
Cyber-security	0	0	NA	0	0	NA
Delivery of essential services	0	0	NA	0	0	NA
Restrictive Trade Practices	0	0	NA	0	0	NA
Unfair Trade Practices	0	0	NA	0	0	NA
Other	5985	120	NA	4014	32	NA

4. Details of instances of product recalls on account of safety issues:

	Number	Reasons for recall
Voluntary recalls	0	NA
Forced recalls	0	NA

5. Does the entity have a framework/policy on cyber security and risks related to data privacy?

(Yes/No) If available, provide a web-link of the policy.

Yes, the Company has an internal IT policy, and a Standard Operating Procedure (SOP) for its IT systems. The documents provide direction to the Company on cyber security and data privacy, and the risks related to them.

Further, the Company's BRSR Policy provides the necessary guidelines related to customer data privacy.

6. Provide details of any corrective actions taken or underway on issues relating to advertising, and delivery of essential services; cyber security and data privacy of customers; re-occurrence of instances of product recalls; penalty/action taken by regulatory authorities on safety of products/services.

No cases were raised during the reporting year and hence no corrective actions were taken.

7. Provide the following information relating to data breaches:

a. **Number of instances of data breaches** - Nil

b. **Percentage of data breaches involving personally identifiable information of customers** – 0%

c. **Impact, if any, of the data breache**s – Not any

Leadership indicators

1. **Channels/platforms where information on products and services of the entity can be accessed (provide web link, if available).**

   Details about the brands and products of Vedant Fashions Limited can be found on the Company's website. Please visit the following web links to access the same:

   Vedant Fashions Limited: ***https://www.vedantfashions.com/***

   Manyavar: ***https://www.manyavar.com/***

   Mohey: ***https://www.manyavar.com/mohey***

   Twamev: ***https://www.twamev.com/***

   Mebaz: ***https://www.mebaz.com/***

2. **Steps taken to inform and educate consumers about safe and responsible usage of products and/or services.**

   All business operations within Vedant Fashions Limited strictly adhere to regulations and voluntary codes pertaining to market communications, advertising, promotions, and sponsorships. The Company communication endeavours are directed towards empowering consumers to make well-informed purchase decisions. Moreover, they are also committed to educating consumers on the responsible usage of our products and services.

   To facilitate responsible product handling, each Vedant Fashions Limited product is accompanied by a tag containing detailed instructions for conscientious product management. These measures are aimed at sensitizing customers to the importance of responsible usage.

3. **Mechanisms in place to inform consumers of any risk of disruption/discontinuation of essential services.**

   The Company's operations and products/services do not qualify under essential services - hence this is not applicable for the Company.

4. **Does the entity display product information on the product over and above what is mandated as per local laws? (Yes/No/Not Applicable) If yes, provide details in brief. Did your entity carry out any survey with regard to consumer satisfaction relating to the major products/services of the entity, significant locations of operation of the entity or the entity as a whole? (Yes/No)**

   Yes, the product tags on VFL's merchandise feature a barcode, which customers can scan to access detailed information regarding the product size and other specifications.

   Yes, Vedant Fashions Limited conducts such customer satisfaction surveys.

Standalone Financial Statements

Independent Auditor's Report

To
The Members of **Vedant Fashions Limited**

Report on the Audit of the Standalone Financial Statements

Opinion

We have audited the standalone financial statements of Vedant Fashions Limited (the "Company") which comprise the standalone balance sheet as at 31 March 2024, and the standalone statement of profit and loss (including other comprehensive income), standalone statement of changes in equity and standalone statement of cash flows for the year then ended, and notes to the standalone financial statements, including material accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2024, and its profit and other comprehensive income, changes in equity and its cash flows for the year ended on that date.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Standalone Financial Statements* section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the standalone financial statements under the provisions of the Act and the Rules thereunder, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the standalone financial statements of the current period. These matters were addressed in the context of our audit of the standalone financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition

See Note 30 and 54(i) to standalone financial statements

Key Audit Matter	How our audit address the key audit matter
Revenue is recognised when the Company satisfies performance obligations under the terms of contract with customers by transferring control of the products being sold to customers. The terms of contracts with customers, including the timing of transfer of control and nature of revenue arrangements creates complexities which requires judgement in determining revenues. The refund liability is estimated considering historical trend of actual returns and expected period over which such products could be returned which is inherently complex and judgemental. Accordingly, we have identified revenue recognition as a key audit matter.	Our audit procedures included the following: • Evaluated design and implementation and tested operating effectiveness of the Company's key controls over recording of revenue, revenue cut-off and accrual of refund liability. • Performed substantive testing (including year-end cut off testing). We selected samples of revenue transactions recorded during the year and verified the underlying sales invoices and shipping documents to evidence the transfer of control. • Performed procedures to test actual sales returns recorded during the year on a test basis and verified the relevant source documents. • Performed a retrospective analysis of the Company's estimate of refund liabilities.

Goodwill and Brand: Impairment Assessment

See Note 5(2) to standalone financial statements

The key audit matter	How the matter was addressed in our audit
The Company tests goodwill and brand for impairment annually or more frequently when there is an indication of impairment of the cash generating unit to which goodwill has been allocated. The annual impairment testing of these intangible assets involves significant estimates and judgment due to the inherent uncertainty involved in forecasting and discounting future cash flows. Accordingly, impairment assessment of intangible assets is considered to be a key audit matter.	Our audit procedures included the following: • Evaluated design and implementation and tested operating effectiveness of controls over the Company's process of impairment assessment. • Assessed the valuation methodology used and challenged the assumptions used, in particular, those relating to forecast revenue growth and earnings and discount rate with the assistance of our valuation specialists. • Performed retrospective analysis of financial projections prepared by the Company by comparing projections for previous financial years with actuals. • Performed sensitivity analysis of key assumptions. • Evaluated the adequacy of disclosures in respect of impairment evaluation of intangible assets in the standalone financial statements.

Other Information

The Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Company's annual report, but does not include the financial statements and auditor's report(s) thereon.

Our opinion on the standalone financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors Responsibilities for the Standalone Financial Statements

The Company's Management and Board of Directors are responsible for the matters stated in Section 134(5) of the Act with respect to the preparation of these standalone financial statements that give a true and fair view of the state of affairs, profit/ loss and other comprehensive income, changes in equity and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

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

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

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

Our objectives are to obtain reasonable assurance about whether the standalone financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these standalone financial statements.

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

- Identify and assess the risks of material misstatement of the standalone financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of standalone financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the standalone financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the standalone financial statements, including the disclosures, and whether the standalone financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

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

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

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

Report on Other Legal and Regulatory Requirements

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

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

   a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b. In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

   c. The standalone balance sheet, the standalone statement of profit and loss (including other comprehensive income), the standalone statement of changes in equity and the standalone statement of cash flows dealt with by this Report are in agreement with the books of account.

   d. In our opinion, the aforesaid standalone financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors as on 31 March 2024 and 01 April 2024 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.

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

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

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The Company has disclosed the impact of pending litigations as at 31 March 2024 on its financial position in its standalone financial statements - Refer Note 43 to the standalone financial statements.

b. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

c. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

d (i) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 53 to the standalone financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, that the Intermediary shall directly or indirectly lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management has represented that, to the best of its knowledge and belief, as disclosed in the Note 53 to the standalone financial statements, no funds have been received by the Company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The final dividend paid by the Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 17 to the standalone financial statements, the Board of Directors of the Company have proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

f. Based on our examination which included test checks, the company has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility except that the audit trail feature was not enabled for few modules for the period 1 April 2023 to 24 September 2023.

Further, for the period where audit trail (edit log) facility was enabled the audit trail facility has been operating throughout the period for all relevant transactions recorded in the accounting software. Due to absence of relevant evidence, we are unable to comment whether there were any instances of the Audit trail feature been tampered at log storage level during the audit period.

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

In our opinion and according to the information and explanations given to us, the remuneration paid by the Company to its directors during the current year is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director is not in excess of the limit laid down under Section 197 of the Act. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration
No.:101248W/W-100022

Seema Mohnot
Partner
Membership No.: 060715
ICAI UDIN:24060715BKFMHM9861

Place: Kolkata
Date: 30 April 2024

Annexure A to the Independent Auditor's Report on the Standalone Financial Statements of Vedant Fashions Limited for the year ended 31 March 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(i) (a) (A) The Company has maintained proper records showing full particulars, including quantitative details and situation of Property, Plant and Equipment.

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

(i) (b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has a regular programme of physical verification of its Property, Plant and Equipment by which all property, plant and equipment are verified in a phased manner over a period of three years. In accordance with this programme, certain property, plant and equipment were verified during the year. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets. No material discrepancies were noticed on such verification.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deeds of immovable properties (other than immovable properties where the Company is the lessee and the leases agreements are duly executed in favour of the lessee) disclosed in the standalone financial statements are held in the name of the Company.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not revalued its Property, Plant and Equipment (including Right of Use assets) or intangible assets or both during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there are no proceedings initiated or pending against the Company for holding any benami property under the Prohibition of Benami Property Transactions Act, 1988 and rules made thereunder.

(ii) (a) The inventory, except goods-in-transit and stocks lying with third parties, has been physically verified by the management during the year.For stocks lying with third parties at the year-end, written confirmations have been obtained and for goods-in-transit subsequent evidence of receipts has been linked with inventory records. In our opinion, the frequency of such verification is reasonable and procedures and coverage as followed by management were appropriate. No discrepancies were noticed on verification between the physical stocks and the book records that were more than 10% in the aggregate of each class of inventory

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been sanctioned any working capital limits in excess of five crore rupees in aggregate from banks and financial institutions on the basis of security of current assets at any point of time of the year. Accordingly, clause 3(ii)(b) of the Order is not applicable to the Company.

(iii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not provided any guarantee or security or granted any advances in the nature of loans, secured or unsecured to companies, firms, limited liability partnership or any other parties during the year. The Company has made investments in companies and other parties and granted loans to other parties, in respect of which the requisite information is as below. The Company has not made any investments in firms and limited liability partnership and has not granted any loans to companies, firms or limited liability partnership during the year.

(a) Based on the audit procedures carried on by us and as per the information and explanations given to us the Company has provided loans to other parties as below:

(INR in millions)

Particulars	Loans
Aggregate amount during the year	
- Others	0.88
Balance outstanding as at balance sheet date	
- Others	0.46

(b) According to the information and explanations given to us and based on the audit procedures conducted by us, in our opinion the investments made and the terms and conditions of the grant of loans during the year are, prima facie, not prejudicial to the interest of the Company.

(c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, in the case of loans given, in our opinion the repayment of principal and payment of interest has been stipulated and the repayments or receipts have been regular. Further, the Company has not given any advance in the nature of loan to any party during the year.

(d) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no overdue amount for more than ninety days in respect of loans given. Further, the Company has not given any advances in the nature of loans to any party during the year.

(e) According to the information and explanations given to us and on the basis of our examination of the records of the Company, there is no loan or advance in the nature of loan granted falling due during the year, which has been renewed or extended or fresh loans granted to settle the overdues of existing loans given to same parties.

(f) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not granted any loans or advances in the nature of loans either repayable on demand or without specifying any terms or period of repayment.

(iv) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not given any loans, or provided any guarantee or security as specified under Section 185 and 186 of the Companies Act, 2013 ("the Act"). In respect of the investments made by the Company, in our opinion the provisions of Section 186 of the Act have been complied with.

(v) The Company has not accepted any deposits or amounts which are deemed to be deposits from the public. Accordingly, clause 3(v) of the Order is not applicable.

(vi) According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Section 148(1) of the Act for the products manufactured by it. Accordingly, clause 3(vi) of the Order is not applicable.

(vii) (a) The Company does not have liability in respect of Service tax, Duty of excise, Sales tax and Value added tax during the year since effective 1 July 2017, these statutory dues has been subsumed into GST.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, in our opinion amounts deducted / accrued in the books of account in respect of undisputed statutory dues including Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues have generally been regularly deposited with the appropriate authorities.

According to the information and explanations given to us and on the basis of our examination of the records of the Company, no undisputed amounts payable in respect of Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues were in arrears as at 31 March 2024 for a period of more than six months from the date they became payable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, statutory dues relating to Goods and Service Tax, Provident Fund, Employees State Insurance, Income-Tax, Duty of Customs or Cess or other statutory dues which have not been deposited on account of any dispute are as follows:

Name of the statute	Nature of the dues	Amount (Rs. in million)	Period to which the amount relates	Forum where dispute is pending	Amount paid under protest (Rs. in million)
Tamil Nadu VAT Act, 2006	Value added tax	0.84	2009-10 to 2011-12	High Court, Tamil Nadu	0.28
ESI Act, West Bengal	ESI	7.49	2006-07	Employee State Insurance Corporation Kolkata	0.84
Income Tax Act, 1961	Income Taxes	232.56	AY 2013-14 to AY 2017-18	Deputy Commissioner of Income Tax	46.51
Income Tax Act, 1961	Income Taxes	1.61	AY 2020-21	Income Tax Appellate Tribunal	Nil
Income Tax Act, 1961	Income Taxes	3.84	AY 2021-22	Deputy Commissioner of Income Tax	Nil
Central Goods and Service Tax Act, 2017	Goods and Service Tax	0.98	2017-18	Joint Commissioner, Central Goods and Service Tax, Raigad (Appeals)	0.09
Central Goods and Service Tax Act, 2017	Goods and Service Tax	3.01	2017-18	Commissioner of CGST & Central Tax (Appeals)	0.27

(viii) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not surrendered or disclosed any transactions, previously unrecorded as income in the books of account, in the tax assessments under the Income Tax Act, 1961 as income during the year.

(ix) (a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company did not have any loans or borrowings from any lender during the year. Accordingly, clause 3(ix)(a) of the Order is not applicable to the Company.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not been declared a wilful defaulter by any bank or financial institution or government or government authority.

(c) According to the information and explanations given to us by the management, the Company has not obtained any term loans during the year. Accordingly, clause 3(ix)(c) of the Order is not applicable.

(d) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that no funds raised on short-term basis have been used for long-term purposes by the Company.

(e) According to the information and explanations given to us and on an overall examination of the standalone financial statements of the Company, we report that the Company has not taken any funds from any entity or person on account of or to meet the obligations of its subsidiary as defined under the Act.

(f) According to the information and explanations given to us and procedures performed by us, we report that the Company has not raised loans during the year on the pledge of securities held in its subsidiary (as defined under the Act).

(x) (a) The Company has not raised any moneys by way of initial public offer or further public offer (including debt instruments). Accordingly, clause 3(x)(a) of the Order is not applicable.

(b) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, clause 3(x)(b) of the Order is not applicable.

(xi) (a) Based on examination of the books and records of the Company and according to the information and explanations given to us, no fraud by the Company or on the Company has been noticed or reported during the course of the audit.

(b) According to the information and explanations given to us, no report under sub-section (12) of Section 143 of the Act has been filed by the auditors in Form ADT-4 as prescribed under Rule 13 of the Companies (Audit and Auditors) Rules, 2014 with the Central Government.

(c) As represented to us by the management, there are no whistle blower complaints received by the Company during the year.

(xii) According to the information and explanations given to us, the Company is not a Nidhi Company. Accordingly, clause 3(xii) of the Order is not applicable.

(xiii) In our opinion and according to the information and explanations given to us, the transactions with related parties are in compliance with Section 177 and 188 of the Act, where applicable, and the details of the related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.

(xiv) (a) Based on information and explanations provided to us and our audit procedures, in our opinion, the Company has an internal audit system commensurate with the size and nature of its business.

(b) We have considered the internal audit reports of the Company issued till date for the period under audit.

(xv) In our opinion and according to the information and explanations given to us, the Company has not entered into any non-cash transactions with its directors or persons connected to its directors and hence, provisions of Section 192 of the Act are not applicable to the Company.

(xvi) (a) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(a) of the Order is not applicable.

(b) The Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, clause 3(xvi)(b) of the Order is not applicable.

(c) The Company is not a Core Investment Company (CIC) as defined in the regulations made by the Reserve Bank of India. Accordingly, clause 3(xvi)(c) of the Order is not applicable.

(d) The Company is not part of any group (as per the provisions of the Core Investment Companies (Reserve Bank) Directions, 2016 as amended). Accordingly, the requirements of clause 3(xvi)(d) are not applicable.

(xvii) The Company has not incurred cash losses in the current and in the immediately preceding financial year.

(xviii) There has been no resignation of the statutory auditors during the year. Accordingly, clause 3(xviii) of the Order is not applicable.

(xix) According to the information and explanations given to us and on the basis of the financial ratios, ageing and expected dates of realisation of financial assets and payment of financial liabilities, other information accompanying the standalone financial statements, our knowledge of the Board of Directors and management plans and based on our examination of the evidence supporting the assumptions, nothing has come to our attention, which causes us to believe that any material uncertainty exists as on the date of the audit report that the Company is not capable of meeting its liabilities existing at the date of balance sheet as and when they fall due within a period of one year from the balance sheet date. We, however, state that this is not an assurance as to the future viability of the Company. We further state that our reporting is based on the facts up to the date of the audit report and we neither give any guarantee nor any assurance that all liabilities falling due within a period of one year from the balance sheet date, will get discharged by the Company as and when they fall due.

(xx) In our opinion and according to the information and explanations given to us, there is no unspent amount under sub-section (5) of Section 135 of the Act pursuant to any project. Accordingly, clauses 3(xx)(a) and 3(xx)(b) of the Order are not applicable.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration
No.:101248W/W-100022

Seema Mohnot
Partner
Membership No.: 060715
ICAI UDIN:24060715BKFMHM9861

Place: Kolkata
Date: 30 April 2024

Annexure B to the Independent Auditor's Report on the standalone financial statements of Vedant Fashions Limited for the year ended 31 March 2024

Report on the internal financial controls with reference to the aforesaid standalone financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(g) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

We have audited the internal financial controls with reference to financial statements of Vedant Fashions Limited ("the Company") as of 31 March 2024 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

In our opinion, the Company has, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the standalone financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration
No.:101248W/W-100022

Seema Mohnot
Partner
Membership No.: 060715
ICAI UDIN:24060715BKFMHM9861

Place: Kolkata
Date: 30 April 2024

Standalone Balance Sheet as at March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
(a) Property, plant and equipment	4	695.98	709.90
(b) Right of use assets	4	4,267.10	2,782.71
(c) Capital work in progress	4	-	20.22
(d) Goodwill	5	157.11	157.11
(e) Other intangible assets	5	1,509.82	1,525.67
(f) Intangible assets under development	5	0.62	1.68
(g) Financial assets			
(i) Investments	6	3,749.38	1,894.59
(ii) Other financial assets	7	817.51	621.84
(h) Non- current tax assets (net)	9	58.23	52.44
(i) Other non-current assets	8	102.97	667.32
Total non-current assets		**11,358.72**	**8,433.48**
Current assets			
(a) Inventories	10	1,383.84	1,732.31
(b) Financial assets			
(i) Investments	11	5,827.84	6,032.09
(ii) Trade receivables	12	5,647.75	4,728.40
(iii) Cash and cash equivalents	13	215.77	79.07
(iv) Bank Balances other than (iii) above	14	0.13	2.61
(v) Other financial assets	15	111.22	166.47
(c) Other current assets	16	480.72	433.82
Total current assets		**13,667.27**	**13,174.77**
Total assets		**25,025.99**	**21,608.25**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	17	242.87	242.78
(b) Other equity	18	15,731.61	13,707.69
Total Equity		**15,974.48**	**13,950.47**
Liabilities			
Non-current Liabilities			
(a) Financial liabilities			
(i) Lease liabilities	19	3,266.49	1,958.31
(ii) Deposits	20	1,225.37	1,064.18
(b) Provisions	21	45.67	35.13
(c) Deferred tax liabilities (net)	22	219.70	198.47
(d) Other non-current liabilities	23	583.78	439.71
Total Non-current liabilities		**5,341.01**	**3,695.80**
Current Liabilities			
(a) Financial liabilities			
(i) Lease liabilities	24	1,177.70	967.20
(ii) Trade payables			
- total outstanding dues of micro enterprises and small enterprises	25	307.05	196.84
- total outstanding dues of creditors other than micro enterprises and small enterprises	25	573.38	648.17
(iii) Other financial liabilities	26	288.76	362.84
(b) Other current liabilities	27	1,298.63	1,741.24
(c) Provisions	28	3.41	2.47
(d) Current tax liabilities (net)	29	61.57	43.22
Total current liabilities		**3,710.50**	**3,961.98**
Total liabilities		**9,051.51**	**7,657.78**
Total equity and liabilities		**25,025.99**	**21,608.25**
Summary of Material Accounting Policies	3		

The accompanying notes are an integral part of the Standalone financial statements
In terms of our report attached of the even date

For B S R & Co. LLP
Chartered Accountants
ICAI Firm registration number: 101248W/W-100022

Seema Mohnot
Partner
Membership No. 060715

Place: Kolkata
Date: April 30, 2024

Vedant Fashions Limited
For and on behalf of the Board of Directors

Ravi Modi
Chairman and Managing Director
DIN : 00361853

Shilpi Modi
Wholetime Director
DIN : 00361954

Rahul Murarka
Chief Financial Officer

Navin Pareek
Company Secretary
ICSI Membership No. F10672

Standalone Statement of Profit and Loss for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

	Particulars	Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
Income:				
I	Revenue from operations	30	13,648.88	13,259.64
II	Other income	31	682.47	370.42
III	**Total income (I + II)**		**14,331.35**	**13,630.06**
IV	**Expenses:**			
	Cost of materials consumed			
	- Raw materials	32A	1,292.09	1,436.47
	- Accessories & packing materials	32B	156.97	190.54
	Purchases of stock-in-trade	33	2,057.12	2,280.96
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	34	284.26	(403.53)
	Employee benefits expense	35	566.20	551.80
	Finance costs	36	444.66	303.51
	Depreciation and amortisation expense	37	1,324.62	974.57
	Other expenses	38	2,721.27	2,625.42
	Total expenses (IV)		**8,847.19**	**7,959.74**
V	**Profit before tax (III-IV)**		**5,484.16**	**5,670.32**
VI	**Tax expense:**			
	Current tax		1,317.74	1,425.59
	Deferred tax		20.68	15.82
	Total Tax expense		**1,338.42**	**1,441.41**
VII	**Profit for the year (V-VI)**		**4,145.74**	**4,228.91**
VIII	**Other comprehensive income/(loss)**			
(i)	**Item that will not be reclassified to profit or loss**			
	(a) Re-measurement gains/(losses) on defined benefit obligations	22.1	(5.18)	1.18
	(b) Income tax effect on above		1.30	(0.30)
(ii)	**Item that will be reclassified to profit or loss**			
	(a) Fair value changes in debt instruments through other comprehensive income	22.1	7.34	47.38
	(b) Income tax effect on above		(1.85)	(11.93)
	Other comprehensive income for the year, net of tax		**1.61**	**36.33**
IX	**Total comprehensive income for the year**		**4,147.35**	**4,265.24**
X	Earnings per equity share (EPS) (face value of share of INR 1 each)			
	Basic (in INR per share)	39	17.07	17.42
	Diluted (in INR per share)	39	17.06	17.42
	Summary of Material Accounting Policies	3		

The accompanying notes are an integral part of the Standalone financial statements

In terms of our report attached of the even date

For B S R & Co. LLP
Chartered Accountants
ICAI Firm registration number: 101248W/W-100022

Vedant Fashions Limited
For and on behalf of the Board of Directors

Seema Mohnot
Partner
Membership No. 060715

Ravi Modi
Chairman and Managing Director
DIN : 00361853

Shilpi Modi
Wholetime Director
DIN : 00361954

Place: Kolkata
Date: April 30, 2024

Rahul Murarka
Chief Financial Officer

Navin Pareek
Company Secretary
ICSI Membership No. F10672

Standalone Statement of Cash Flows for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

Particulars		For the Year Ended	
		March 31, 2024	March 31, 2023
A. Cash Flows from Operating Activities			
Profit before tax		**5,484.16**	**5,670.32**
Adjustments for :			
- Depreciation and amortisation expenses		1,324.62	974.57
- Profit on sale of property, plant & equipment (net)		(1.14)	(28.25)
- Interest income		(134.89)	(86.10)
- Profit on sale of investments (net)		(180.82)	(55.16)
- Gain on fair valuation of investments carried at FVTPL		(305.82)	(177.66)
- Loss allowances on financial assets		5.93	14.30
- Bad debts/advances written off		1.05	2.04
- Liabilities/provisions no longer required written back		(23.59)	(10.14)
- Unrealised net gain on foreign currency transactions and translations		(0.26)	(0.05)
- Equity settled share-based payments		30.66	-
- Gain on termination of lease arrangements		(7.55)	(1.55)
- Interest expense on lease liabilities		335.13	226.79
- Interest expense on others		2.27	-
- Interest expense on financial liabilities measured at amortised cost		107.26	76.72
- Other miscellaneous income		(19.76)	-
Operating profit before working capital changes		**6,617.25**	**6,605.83**
Movement in working capital:			
Increase in financial assets		(74.45)	(20.18)
Increase in other assets		(131.17)	(62.68)
Increase in trade receivables		(926.08)	(796.18)
Decrease/(Increase) in inventories		348.47	(317.36)
Increase in provisions		6.30	5.46
Increase in trade payables		58.99	171.25
Increase in other financial and non financial liabilities		188.00	455.59
Cash generated from operating activities		**6,087.31**	**6,041.73**
Income tax paid (net of refund)		(1,305.19)	(1,450.57)
Net cash generated from operating activities	(A)	**4,782.12**	**4,591.16**
B. Cash Flows from Investing Activities			
Acquisition of property, plant and equipments, capital work in progress & intangible assets (including capital advances)		(40.22)	(46.19)
Proceeds from sale of property, plant and equipments (including advance received) (Refer Note 8.1)		52.85	93.11
Interest received		37.21	114.05
Acquisition of investments		(17,959.39)	(19,336.19)
Proceeds from sale of investments		16,868.88	16,896.34
Proceeds from maturity of bank deposits		2.63	-
Net cash used in investing activities	(B)	**(1,038.04)**	**(2,278.88)**

Standalone Statement of Cash Flows for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

Particulars		For the Year Ended	
		March 31, 2024	March 31, 2023
C. Cash Flows from Financing Activities			
Principal payment of lease liabilities		(1,116.51)	(834.78)
Interest paid on lease liabilities		(335.13)	(226.79)
Interest paid other than interest on lease liabilities		(1.82)	(3.35)
Proceeds from excercise of shares options		31.06	14.57
Dividend paid		(2,184.98)	(1,213.52)
Net cash used in financing activities	(C)	**(3,607.38)**	**(2,263.87)**
Net increase in Cash and Cash Equivalents (A+B+C)		136.70	48.41
Cash and Cash Equivalents at the beginning of the year		79.07	30.66
Cash and Cash Equivalents at the end of the year		**215.77**	**79.07**

Particulars	March 31, 2024	March 31, 2023
Components of Cash and Cash Equivalents (Refer Note 13)		
Balance with Banks	215.35	78.81
Cash on hand	0.42	0.26
Cash and Cash Equivalents as at the end of the year	**215.77**	**79.07**

Non-cash investing activities

Particulars	March 31, 2024	March 31, 2023
Acquisition of Right of use assets	2,705.77	1,159.88

The above standalone statement of cash flows has been prepared under the 'Indirect method' as set out in Ind AS 7, "Statement of cash flows".

The accompanying notes are an integral part of the Standalone financial statements
In terms of our report attached of the even date

For B S R & Co. LLP
Chartered Accountants
ICAI Firm registration number: 101248W/W-100022

Seema Mohnot
Partner
Membership No. 060715

Place: Kolkata
Date: April 30, 2024

Vedant Fashions Limited
For and on behalf of the Board of Directors

Ravi Modi
Chairman and Managing Director
DIN : 00361853

Shilpi Modi
Wholetime Director
DIN : 00361954

Rahul Murarka
Chief Financial Officer

Navin Pareek
Company Secretary
ICSI Membership No. F10672

Standalone Statement of changes in equity for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

A Equity share capital

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
Equity shares outstanding at the beginning of the year	**24,27,79,990**	**242.78**	**24,27,03,089**	**242.70**
Changes in equity share capital during the year	89,873	0.09	76,901	0.08
Equity shares outstanding at the end of the year	**24,28,69,863**	**242.87**	**24,27,79,990**	**242.78**

B Other Equity

As at March 31, 2024

Particulars	Attributable to the equity shareholders					
	Reserves and Surplus					Total other equity
	Securities premium	Capital Reserve	Capital Redemption Reserve	Share options outstanding account	Retained earnings	
As at April 01, 2023	**95.71**	**7.62**	**8.02**	**76.64**	**13,519.70**	**13,707.69**
Total Comprehensive Income for the year ended March 31 , 2024						
Profit for the year	-	-	-	-	4,145.74	**4,145.74**
Other comprehensive income for the year net of tax	-	-	-	-	1.61	**1.61**
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**4,147.35**	**4,147.35**
Contribution and distributions						
Dividend Paid to shareholders of the company	-	-	-	-	(2,185.06)	**(2,185.06)**
Share options exercised during the year	54.67	-	-	(23.70)	-	**30.97**
Equity settled share-based payments (Note 51)	-	-	-	30.66	-	**30.66**
Total Contribution and distributions	**54.67**	**-**	**-**	**6.96**	**(2,185.06)**	**(2,123.43)**
As at March 31, 2024	**150.38**	**7.62**	**8.02**	**83.60**	**15,481.99**	**15,731.61**

As at March 31, 2023

Particulars	Attributable to the equity shareholders					
	Reserves and Surplus					Total other equity
	Securities premium	Capital Reserve	Capital Redemption Reserve	Share options outstanding account	Retained earnings	
As at April 01, 2022	**72.06**	**7.62**	**8.02**	**42.93**	**10,467.98**	**10,598.61**
Total Comprehensive Income for the year ended March 31 , 2023						
Profit for the year	-	-	-	-	4,228.91	4,228.91
Other comprehensive income for the year net of tax	-	-	-	-	36.33	36.33
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**4,265.24**	**4,265.24**

Standalone Statement of changes in equity for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

As at March 31, 2023

Particulars	Attributable to the equity shareholders					
	Reserves and Surplus					Total other equity
	Securities premium	Capital Reserve	Capital Redemption Reserve	Share options outstanding account	Retained earnings	
Contribution and distributions						
Dividend Paid to shareholders of the company	-	-	-	-	(1,213.52)	(1,213.52)
Share options exercised during the year	23.65	-	-	(9.16)	-	14.49
Equity settled share-based payments (Note 51)	-	-	-	42.87	-	42.87
Total Contribution and distributions	**23.65**	**-**	**-**	**33.71**	**(1,213.52)**	**(1,156.16)**
As at March 31, 2023	**95.71**	**7.62**	**8.02**	**76.64**	**13,519.70**	**13,707.69**

The accompanying notes are an integral part of the Standalone financial statements
In terms of our report attached of the even date

For B S R & Co. LLP
Chartered Accountants
ICAI Firm registration number: 101248W/W-100022

Seema Mohnot
Partner
Membership No. 060715

Place: Kolkata
Date: April 30, 2024

Vedant Fashions Limited
For and on behalf of the Board of Directors

Ravi Modi
Chairman and Managing Director
DIN : 00361853

Shilpi Modi
Wholetime Director
DIN : 00361954

Rahul Murarka
Chief Financial Officer

Navin Pareek
Company Secretary
ICSI Membership No. F10672

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

1. COMPANY OVERVIEW

Vedant Fashions Limited (the Company) is a public Company domiciled in India and was incorporated on May 24, 2002 under the provisions of the Companies Act applicable in India having CIN L51311WB2002PLC094677. The Company is primarily engaged in manufacturing, trading and sale of readymade ethnic wear for men, women and kids primarily in India under the brand names Manyavar, Mohey, Mebaz, Twamev and Manthan. The company is listed on National Stock Exchange and Bombay Stock Exchange.

Registered and corporate office of the Company is located at Paridhan Garment Park, 19 Canal South Road, SDF 1, 4th floor, A501-A502, Kolkata- 700015.

2. BASIS OF PREPARATION OF STANDALONE FINANCIAL STATEMENTS

a) Basis of preparation

These standalone financial statements of the company, have been prepared in accordance with requirements of Indian Accounting Standard, as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India and presentation requirements of Division II of Schedule III of the Act (as amended).

These standalone Financial statements are presented in Indian Rupees "INR" or "Rs." and all values are stated as INR millions, unless indicated otherwise.

These notes provide a list of the significant accounting policies adopted in the preparation of these Standalone financial statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

The standalone financial statements were authorised for issue by the Company's Board of Director on 30 April 2024.

These Standalone financial statements have been prepared under the historical cost convention on the accrual basis except the following assets and liabilities which have been measured at fair value as required by the relevant Indian Accounting Standards :-

a) Certain financial assets and liabilities measured at fair value (refer accounting policies regarding financial instruments)

b) Defined employee benefit plans

b) Basis of fair value measurement

The Company measures financial instruments, such as, derivatives at fair value at each Balance Sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Company.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the standalone financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

Level 1 — Quoted (unadjusted) market prices in active markets and net asset value (NAV) for identical assets or liabilities

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable

For assets and liabilities that are recognised in the standalone financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorisation (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting year.

At each reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Company's accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Company also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Critical estimates and judgements (Note 54)
- Quantitative disclosures of fair value measurement hierarchy (Note 47)
- Financial instruments (including those carried at amortised cost) (Note 46)

c) Functional and presentation currency

These Ind AS standalone financial statements are prepared in Indian Rupee Million and has been rounded to the nearest Million with two decimals unless otherwise indicated.

d) Recent Accounting Developments

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

3. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

The Company has applied following accounting policies to all reporting years presented in these Ind AS standalone financial statements.

a) i) Revenue recognition from contracts with customers

Revenue from sale of goods is recognised when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations and that reflects the consideration to which the Company expect to be entitled to in exchange of products. The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in Note 54.

The performance obligations in our contracts are fulfilled at the time of delivery or upon formal customer acceptance depending on customer terms where the Company acts as principal

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts, margin, rate change etc offered by the Company as part of the contract.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

The Company does not expect to have any contracts where the period between the transfer of the promised goods or services to the customer and payment by the customer exceeds one year. As a consequence, the Company does not adjust any of the transaction prices for the time value of money.

Contract balances

Trade receivables

A receivable represents the Company's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in Section (e) - Financial instruments.

Contract liabilities

A contract liability is the obligation to transfer goods or services to a customer for which the Company has received consideration (or an amount of consideration is due) from the customer. If a customer pays consideration before the Company transfers goods or services to the customer, a contract liability is recognised when the payment is made or the payment is due (whichever is earlier). Contract liabilities are recognised as revenue when the Company performs under the contract.

Assets and liabilities arising from rights of return

Refund liabilities

The amount of revenue recognised is adjusted for expected returns, which are estimated based on the historical data. In these circumstances, a refund liability and a right to recover returned goods asset are recognised. The Company updates its estimates of refund liabilities at the end of each reporting year.

Corresponding Right of return asset represents the Company's right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory and a corresponding adjustment is made in cost of sales. The Company updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.

ii) Export benefits

Export benefits are accounted on recognition of export sales where there is reasonable assurance that the benefits will be received, and all attached conditions will be complied with. It is recognized as other operating revenue.

iii) Interest income

Interest income is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Company estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

b) Property, Plant and Equipment

(i) Property, plant and equipment

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the company and the cost of the item can be measured reliably.

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, attributable borrowing cost and any other directly attributable costs of bringing an asset to working condition and location for its intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets. It also includes the present value of the expected cost for the decommissioning and removing of an asset and restoring the site after its use, if the recognition criteria for a provision are met.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the statements of profit and loss in the year in which the costs are incurred. Major inspection and overhaul expenditure is capitalised if the recognition criteria are met.

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 net within other income/other expenses in statement of profit and loss.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss, when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(ii) Capital work in progress

Assets in the course of construction are capitalised in capital work in progress account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalised when the asset is available for use but incapable of operating at normal levels until the period of commissioning has been completed. Capital work in progress is stated at cost, net of accumulated impairment loss, if any

(iii) Depreciation

Assets in the course of development or construction and freehold land are not depreciated. These assets are tested for impairment.

Other property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

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).

Depreciation is provided on written down value method over the estimated useful lives of the assets and are in line with the requirements of Part C of Schedule II of the Companies Act, 2013 except certain items of furniture as detailed in next paragraph.

Depreciation is calculated on the depreciable amount, which is the cost of an asset less its residual value. Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on a written down value basis over its expected useful lives. The estimated useful lives are as follows:

Buildings	30-60 years
Computers	3 years
Computers - Servers	6 years
Plant and equipment	15 years
Furniture and fixtures	5-10 years
Vehicles	8 years
Office equipment	5 years

The Company, based on technical assessment and management estimate, depreciates certain items of furniture over 5 years. This estimated useful life is different from the useful life prescribed in Schedule II to the Companies Act, 2013.The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and changes in estimates, if any, are accounted for prospectively, if appropriate.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(iv) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Company and the cost of the item can be measured reliably.

c) Intangible assets and intangible assets under development

Intangible assets acquired on a standalone basis are measured on initial recognition at cost. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Intangible assets acquired in a business combination is valued at fair value at the date of acquisition. The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite economic useful life are amortized on a written down value basis over those useful life and tested for impairment whenever there is an indication of impairment. The amortisation period and the amortisation method for an intangible asset are reviewed at least at the end of each reporting period. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognized in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually or when circumstances indicate that the carrying value may be impaired, either individually or at the cash- generating unit level.

The estimated useful lives of the intangible assets are as follows:-

Computer softwar	3 years
Trademark and Copyright	5-10 years
Brand and Goodwill (acquired)	Indefinite Life subject to impairment testing
Tenancy right and others	5 years

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the statement of profit and loss when the asset is derecognised.

For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively basis revised estimates.

Goodwill is initially recognised based on the accounting policy for business combinations and is tested for impairment annually.

Impairment is determined for goodwill by assessing the recoverable amount of respective CGU (Cash Generating Unit) to which the goodwill relates. When the recoverable amount of the CGU is less than it's carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets under development is stated at cost, net of accumulated impairment loss, if any.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates.

All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

d) Financial instruments

Financial assets

(i) Recognition and initial measurement of financial assets

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets are initially recognised when the Company becomes a party to the contractual provisions of the instrument and the contract transaction is executed.

A financial asset (unless it is a trade receivable without a significant financing component) or for which the Company has applied the practical expedient is initially measured at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component or for which the Company has applied the practical expedient is initially measured at the transaction price determined under Ind AS 115 – "Revenue from contracts with customers". Refer to the accounting policies in section 3(a)(i) Revenue recognition from contract with customer.

(ii) Classification and subsequent measurement of financial asset

At initial recognition, Financial assets are classified and subsequently measured at

- amortised cost,
- fair value through other comprehensive income (OCI) – debt investments,
- fair value through other comprehensive income (OCI) – equity investments and
- fair value through profit or loss.

Financial assets are not reclassified subsequent to their initial recognition unless the Company changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Company's business model for managing them.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Company's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

a) it is held within a business model whose objective is to hold assets to collect contractual cash flows; and

b) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Company may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets – Subsequent measurement and gains and losses

Debt investments at FVTOCI: Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. For debt instruments, at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.

The Company's debt instruments at fair value through OCI includes investments in quoted debt instruments.

Financial assets at FVTPL: Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value including any interest or dividend income are recognised in the Statement of Profits and Losses.

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in profit or loss. Any gain or loss on derecognition is recognised in profit or loss.

(iii) Derecognition of financial assets

The Company derecognizes a financial asset when

- the contractual rights to the cash flows from the financial asset expire; or,
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
  - substantially all of the risks and rewards of ownership of the financial asset are transferred; or
  - the Company neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

Financial liabilities

(i) Recognition and initial measurement of financial Liabilities

Financial liabilities are initially recognised when the Company becomes a party to the contractual provisions of the instrument.

Financial liability is initially measured at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

(ii) Classification and subsequent measurement and gains and losses on financial Liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

The Company's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

(iii) Derecognition of financial liabilities

A financial liability (or part of a financial liability) is derecognized from the Company's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires. The Company also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

Investment in subsidiary

Investment in subsidiaries are carried at cost.

Impairment of financial assets

At each reporting date, the Company assess whether financial assets, than those at FVTPL are credit impaired. A financial asset is 'credit- impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 90 days or more; or
- it is probable that the borrower will enter bankruptcy or other financial reorganization.

The Company recognises loss allowances using the expected credit losses (ECL) model for the financial assets which are fair valued through profit or loss.

The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised is recognised as an impairment gain or loss in the Statement of Profit and Loss.

In case of trade receivables, the Company follows the simplified approach permitted by Ind AS 109 Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Company to track changes in credit risk. The Company calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

For all other financial assets, expected credit losses are measured unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Company considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Company's historical experience and informed credit assessment and including forward-looking information.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Company determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Company's procedures for recovery of amounts due.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Company currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

e) Derivative financial instruments

Initial recognition and subsequent measurement

The Company uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Derivatives are designated upon initial recognition at fair value through profit or loss only if the criteria in Ind AS 109 are satisfied.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

There is no other hedge instrument in the Company.

f) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

g) Borrowing Costs

Borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

h) Inventories

a. Raw materials, accessories and packing material are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, accessories and packing material is determined on First-in-First-out basis.

b. Work-in-progress and finished goods are valued at lower of cost and net realisable value. Cost includes direct materials, labour and a proportion of manufacturing overheads (where applicable). Cost of finished goods is determined on weighted average basis using retail method.

c. Traded goods are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average method.

d. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

e. The net realisable value of work-in-progress is determined with reference to the selling prices of related finished goods. Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases when a decline in the price of materials indicates that the cost of the finished products shall exceed the net realisable value.

f. The comparison of cost and net realisable value is made on an item-by-Item basis

g. Obsolete, slow moving and defective inventories are identified and written down to net realisable value.

i) Leases

Company as a lessee

The Company's lease asset classes primarily consist of leases for commercial spaces and leasehold building. The Company assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Company assesses whether:

(i) the contract involves the use of an identified asset

(ii) the Company has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Company has the right to direct the use of the asset.

At the date of commencement of the lease, the Company recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets based on the recognition exemption criteria. For these short term and leases of low value assets, the Company recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset, unless the lease transfers ownership of the underlying asset to the Company by the end of the lease term or the cost of the right-of-use asset reflects that the Company will exercise a purchase option. The lease liability is measured at amortised cost using the effective interest method. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or a change in an index or rate, if there is a change in the Company's estimate of the amount expected to be payable under a residual value guarantee, if the Company changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment lease payments. 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.

Lease liability and ROU asset have been separately presented in the balance sheet and lease payments have been classified as financing cash flows.

Leasehold land which is part of right of use asset is amortised over the period of lease i.e. 99 years.

The Ministry of Corporate Affairs vide notification dated July 24, 2020, issued an amendment to Ind AS 116 - Leases, by inserting a practical expedient w.r.t. "Covld-19-Related Rent concessions" effective from the period beginning on or after April 01, 2020. As a practical expedient, a lessee may elect not to assess whether a rent concession that meets the conditions in paragraph 46B of Ind AS 116 is a lease modification. Pursuant to the notification, the Company has applied the practical expedient with effect from April 01, 2020 and hence rent concession received during the year has been recognised as other income

Company as a lessor

Leases in which the Company does not transfer substantially all the risks and rewards incidental to ownership of an asset is classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the period in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Company to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

j) Taxation

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in Other comprehensive income.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and 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 provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax is recognised for all taxable temporary differences, except:

- Taxable temporary difference arising from the initial recognition of goodwill
- Temporary difference on initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss
- Temporary difference related to investments in subsidiary to the extent that the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future

Temporary differences in relation to a right-of-use asset and a lease liability for a specific lease are regarded as a net package (the lease) for the purpose of recognising deferred tax.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity.

The Company offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future year in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

<u>Appendix C to Ind AS 12 Uncertainty over Income Tax Treatment</u>

The appendix addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of Ind AS 12 Income Taxes. It does not apply to taxes or levies outside the scope of Ind AS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Company determines whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments and uses the approach that better predicts the resolution of the uncertainty. The Appendix did not have a significant impact on the Standalone financial statements of the Company.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

k) Employee benefit schemes

i) Short-term employee benefits

Short-term employee benefits are measured on an undiscounted basis and expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus, if the Company has a present legal or constructive obligation to pay this amount as a result of past service provided by the employee and the obligation can be estimated reliably

ii) Post employment benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan where the Company's legal or constructive obligation is limited to the amount that it contributes to a separate legal entity.

The Company has defined contribution plans for post-employment benefits such as Provident Fund, National Pension Scheme, Employee's State Insurance and Employee's Pension Scheme, 1995. The Company contributes to a government administered Provident Fund, state plan namely Employee's Pension Scheme, 1995, Employee's State Insurance Scheme and National Pension Scheme on behalf of its employees and has no further obligation beyond making its contribution. The Company's contributions to the above funds are recognised in the statement of profit and loss for the year.

Defined Benefit Plans

The Company has defined benefit plan namely gratuity for all its employees. Liability for defined benefit plan is provided based on valuations, as at the balance sheet date, carried out by an independent actuary. The actuarial valuation method used by the independent actuary for measuring the liability is the projected unit credit method. Actuarial losses and gains are recognised in other comprehensive income and shall not be reclassified to the statement of profit and loss in a subsequent year. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the statement of profit or loss as past service costs.

iii) Share-Based Payments

Selected employees of the Company receive part of their remuneration through share-based payments in consideration for the services rendered. The fair value of the options at the grant date is calculated by an independent valuer based on Black Scholes model.

Related costs are recognized as employee benefit expense that are correspondingly credited to share-based payment (SBP) reserves as part of Total Equity, over the period in which the performance and/or service conditions are fulfilled by covered employees. The cumulative expense recognized for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Company's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the Statement of Profits and Losses for a year represents the movement in cumulative expense recognized as at the beginning and end of that year and is recognized in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Company's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognized for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

iv) Termination benefits are recognised as an expense as and when incurred.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

l) Foreign currency transactions

In the standalone financial statements of the Company, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

All exchange differences are included in the statement of profit and loss except any exchange differences on monetary items designated as an effective hedging instrument of the currency risk of designated forecasted sales or purchases, which are recognized in the other comprehensive income.

m) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Company's earnings per share is the net profit for the year. The weighted average number of equity shares outstanding during the year and for all years presented is adjusted for events (such as bonus shares), split if any other than the conversion of potential equity shares that have changed the number of equity shares outstanding without a corresponding change in resources. For calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all dilutive potential equity shares.

In a capitalisation or bonus issue or a share split, ordinary shares are issued to existing shareholders for no additional consideration. Therefore, the number of ordinary shares outstanding is increased without an increase in resources. The number of ordinary shares outstanding before the event is adjusted for the proportionate change in the number of ordinary shares outstanding as if the event had occurred at the beginning of the earliest period presented.

n) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker.

Based on such internal reporting, the Company is solely engaged in manufacturing, trading, and sale of branded apparels for men, women and kids. Based on the nature of business and internal reporting provided to the management for evaluation of the performance of the segment, the Company has a single reportable segment.

o) Use of Estimates and Judgments

The preparation of the standalone financial statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these standalone financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates under different assumptions and conditions.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimate is revised and future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the standalone financial statements are elaborated in Note 54.

p) Business combinations and goodwill

Business combinations, if any are accounted by using the acquisition method as per Ind AS 103 'Business Combination'. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at fair value on acquisition date and the amount of any non-controlling interests in the acquiree. Acquisition related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

Goodwill is initially measured at cost, being the excess of the net acquisition cost and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the net cost of acquisition, then the gain is recognised in Other Comprehensive Income and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the Company recognises the gain directly in equity as capital reserve, without routing the same through Other Comprehensive Income.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Company's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

q) Provisions for liabilities, contingent liabilities and contingent assets

The Company recognises a provision when there is a 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. Provisions are determined based on best estimates of the amount required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. If the effect of time value of money is material, provisions are discounted. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense. The Company does not recognize a contingent liability but discloses its existence in the standalone financial statements. A disclosure for a contingent liability is made when there is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent asset is not recognised in standalone financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.

r) Declaration of Dividend

The Company recognises a liability to pay final dividend to equity holders when the distribution is authorised, and the distribution is no longer at the discretion of the Company. As per the corporate laws in India, a final dividend is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

s) Share capital

Equity shares

Incremental costs directly attributable to the issue of equity shares are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with Ind AS 12.

t) Impairment of non-financial asset

At each reporting date, the Company reviews the carrying amounts of its non-financial assets (other than biological assets, investment property, inventories, contract assets and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

u) Current versus non-current classification

The Company presents assets and liabilities in the balance sheet based on current/ non-current classification.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Company has evaluated and considered its operating cycle as 12 months. Deferred tax assets/ liabilities are classified as non-current assets/ liabilities.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

4. Property, Plant and Equipment, Right of use assets and Capital Work in Progress[1]

Particulars	Right of use assets[2]	Property, Plant and Equipment								Capital Work in Progress[3& 4]
	Buildings	Land-Freehold	Buildings	Plant and equipment	Furniture and fixtures	Computers	Office equipments	Vehicles	Total	
Gross Block										
As at April 01, 2022	**4,677.02**	**89.03**	**710.13**	**14.87**	**154.48**	**32.73**	**60.52**	**14.19**	**1,075.95**	**-**
Additions	1,206.05	-	-	0.85	16.23	5.80	8.08	2.57	33.53	37.99
Disposals	(110.83)	-	-	(1.26)	-	(0.11)	(0.37)	(1.72)	(3.46)	-
Transfer	-	-	-	-	-	-	-	-	-	(17.77)
As at March 31, 2023	**5,772.24**	**89.03**	**710.13**	**14.46**	**170.71**	**38.42**	**68.23**	**15.04**	**1,106.02**	**20.22**
Additions	2,790.70	-	-	0.56	19.16	13.73	18.85	-	52.30	9.58
Disposals	(365.26)	-	-	(3.19)	(0.73)	(0.10)	(0.30)	(1.28)	(5.60)	-
Transfers	-	-	-	-	-	-	-	-	-	(29.80)
As at March 31, 2024	**8,197.68**	**89.03**	**710.13**	**11.83**	**189.14**	**52.05**	**86.78**	**13.76**	**1,152.72**	**-**
Accumulated Depreciation										
As at April 01, 2022	**2,157.96**	**-**	**146.54**	**7.28**	**102.79**	**24.33**	**51.26**	**11.81**	**344.01**	**-**
Depreciation charge for the year	903.19	-	27.42	1.37	14.43	6.17	3.58	1.25	54.22	-
Disposals	(71.62)	-	-	(0.42)	-	(0.10)	(0.04)	(1.55)	(2.11)	-
As at March 31, 2023	**2,989.53**	**-**	**173.96**	**8.23**	**117.22**	**30.40**	**54.80**	**11.51**	**396.12**	**-**
Depreciation charge for the year	1,243.27	-	26.09	0.93	18.04	8.11	10.19	1.08	64.44	-
Disposals	(302.22)	-	-	(1.71)	(0.57)	(0.10)	(0.28)	(1.16)	(3.82)	-
As at March 31, 2024	**3,930.58**	**-**	**200.05**	**7.45**	**134.69**	**38.41**	**64.71**	**11.43**	**456.74**	**-**
Carrying Amount										
As at March 31, 2023	**2,782.71**	**89.03**	**536.17**	**6.23**	**53.49**	**8.02**	**13.43**	**3.53**	**709.90**	**20.22**
As at March 31, 2024	**4,267.10**	**89.03**	**510.08**	**4.38**	**54.45**	**13.64**	**22.07**	**2.33**	**695.98**	**-**

(1) On transition to Ind AS (w.e.f. April 1, 2016), the Company had opted to continue with carrying values of items of property, plant and equipment measured as per the previous Indian GAAP and had considered those carrying values as deemed cost of respective items of property, plant and equipment.

(2) The Company implemented Indian Accounting Standard for Leases ("Ind AS 116") with effect from April 1, 2019 using the modified retrospective approach. The right of use assets comprise of buildings (including retail store) taken on lease.

(3) There were no projects as on March 31, 2023 where activity has been suspended. Also there were no projects as on the March 31, 2023 which had exceeded cost as compared to its original plan or where completion was overdue.

(4) There was no CWIP as on March 31, 2023 with ageing exceeding 1 year.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

5. Intangible Assets and Intangible Assets Under Development (IAUD)[1]

Particulars	Goodwill[2]	Other Intangible Assets				Intangible assets under development[4]
		Computer software	Tenancy right[3]	Trade Mark, Brand & Others[2]	Total	
Cost						
As at April 01, 2022	**157.11**	**12.35**	**5.16**	**1,589.01**	**1,606.52**	**1.04**
Additions	-	0.10	-	-	0.10	0.64
As at March 31, 2023	**157.11**	**12.45**	**5.16**	**1,589.01**	**1,606.62**	**1.68**
Additions	-	0.64	-	0.42	1.06	-
Transfers	-	-	-	-	-	(1.06)
As at March 31, 2024	**157.11**	**13.09**	**5.16**	**1,589.43**	**1,607.68**	**0.62**
Accumulated Amortisation						
As at April 01, 2022	**-**	**9.81**	**5.16**	**48.82**	**63.79**	**-**
Amortisation charge for the year	-	1.49	-	15.67	17.16	-
As at March 31, 2023	**-**	**11.30**	**5.16**	**64.49**	**80.95**	**-**
Amortisation charge for the year	-	1.31	-	15.60	16.91	-
As at March 31, 2024	**-**	**12.61**	**5.16**	**80.09**	**97.86**	**-**
Net Block						
As at March 31, 2023	**157.11**	**1.15**	**-**	**1,524.52**	**1,525.67**	**1.68**
As at March 31, 2024	**157.11**	**0.48**	**-**	**1,509.34**	**1,509.82**	**0.62**

(1) On transition to Ind AS (w.e.f. April 1, 2016), the Company had elected to continue with carrying values of all intangible assets measured as per the previous Indian GAAP and had considered those carrying values as deemed cost of respective items of intangible assets.

(2) The Company had identified that it's only Cash Generating Unit (CGU) is "Branded fashion apparel and accessories", to which the goodwill and brand (with indefinite life) acquired in earlier years through acquisition of business, has been entirely allocated. The carrying amount of goodwill and brand as at the end of the each reported year is INR 157.11 Million and INR 1,505.83 Million respectively.

Following key assumptions were considered while performing impairment testing annually:

The recoverable amount has been calculated based on its value in use, estimated as the present value of projected future cash flows.

Key Assumptions	March 31, 2024	March 31, 2023
Annual growth rate for next 5 financial year	8.00%*	8.00%#
Terminal growth rate	5.00%	5.00%
Weighted Average Cost of Capital % (WACC) after tax (Discount rate)	13.20%	13.70%

8.00% growth rate has been considered after the financial year 2023-24.

* 8.00% growth rate has been considered after the financial year 2024-25.

The projections cover a period of five years, as the Company believes this to be the most appropriate time period over which to review and consider annual performances and thereafter fixed terminal value has been considered. The estimated future projections are after considering past performance and expected normal future performance excluding disruption caused by the pandemic.

Weighted Average Cost of Capital % (WACC) = Risk free return + (Market risk premium x Beta for the Company).

The goodwill and brand (with indefinite life) are tested for impairment annually and based on such testing, no provision towards impairment has been considered necessary in each of the year presented. Further based on Management assessment there is no trigger for impairment as on March 31, 2024.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

The Company has performed sensitivity analysis around the base assumptions and has concluded that reasonable possible change in key assumptions would not result in the recoverable amount of the CGU to be less than the carrying value.

(3) Represents usage rights acquired under license arrangement from Kolkata Municipal Corporation as recorded permit holder.

(4) Represents applications made for various trademark registration.

Intangible Assets Under Development (IAUD) ageing schedule

As at March 31, 2024

Particulars	Amount in IAUD for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	0.62	0.62

As at March 31, 2023

Particulars	Amount in IAUD for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	0.64	0.16	-	0.88	1.68

There are no projects as on each reporting period where activity had been suspended. Considering the nature of intangible assets under development, there are no projects as on the reporting period which has exceeded cost as compared to its original plan or where completion is overdue.

6 Financial assets - Non current : Investments

Particulars	As at March 31, 2024	As at March 31, 2023
Investment in equity shares		
Unquoted (at cost)		
Investments in subsidiary company		
Manyavar Creations Private Limited - 40,10,000 equity shares (March 31, 2023 - 40,10,000) at par value of INR 10 each	200.10	200.10
Investment in bonds and debentures		
Quoted		
At fair value through other comprehensive income (FVTOCI)		
Kotak Mahindra Prime Limited - 0% Secured Redeemable Non-Convertible Debentures (March 31, 2024 -NIL) [March 31, 2023 -420 units at par value of INR 10,00,000 each]	-	364.45
HDB Financial Services Limited - 7.7% Secured Redeemable Non-Convertible Debentures (March 31, 2024 - 400 units at par value of INR 10,00,000 each) [March 31, 2023 -NIL]	416.68	-
Tata Capital Financial Services Limited - 8.30% Non-Convertible Debentures (March 31, 2024 - 1500 units at par value of INR 1,00,000 each) [March 31, 2023 - NIL]	150.72	-
Kotak Mahindra Investments Limited - 8.1059% Non-Convertible Debentures (March 31, 2024 - 3500 units at par value of INR 1,00,000 each) [March 31, 2023 - NIL]	376.02	-
Kotak Mahindra Prime Limited - 8.255% Non-Convertible Debentures (March 31, 2024 - 1000 units at par value of INR 1,00,000 each) [March 31, 2023 - NIL]	106.52	-

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

6 Financial assets - Non current : Investments (Contd.)

Particulars	As at March 31, 2024	As at March 31, 2023
Bajaj Finance Limited - 7.8925% Non-Convertible Debentures (March 31, 2024 - 300 units at par value of INR 10,00,000 each) [March 31, 2023 - NIL]	318.49	-
HDB Financial Services Limited - 6.00% Secured Redeemable Non-Convertible Debentures (March 31, 2024 - 200 units at par value of INR 10,00,000 each) [March 31, 2023 - NIL]	198.29	-
Tata Capital Financial Services Limited - 8.0980% Non-Convertible Debentures (March 31, 2024 - 2,500 units at par value of INR 1,00,000 each) [March 31, 2023 - NIL]	255.90	-
HDB Financial Services Limited - 8.1965% Non-Convertible Debentures (March 31, 2024 - 1,000 units at par value of INR 1,00,000 each) [March 31, 2023 - NIL]	107.80	-
HDB Financial Services Limited - 8.3324% Secured Redeemable Non-Convertible Debentures (March 31, 2024 -1,500 units at par value of INR 1,00,000 each) [March 31, 2023 - NIL]	151.86	-
At fair value through profit and loss (FVTPL)		
State Bank of India - 8.50% Perpetual Bond (March 31, 2024 - NIL) [March 31, 2023 - 95 units at par value of INR 10,00,000 each]	-	97.72
Axis Finance Limited PP- MLD Series 02/ 2022-23 (March 31, 2024 - 300 units at par value of INR 10,00,000 each) [March 31, 2023 - 300 units at par value of INR 10,00,000 each]	337.80	315.84
ICICI Home Finance Company Limited, Market Linked Debenture (March 31, 2024 - 400 units at par value of INR 10,00,000 each) [March 31, 2023 - 400 units at par value of INR 10,00,000 each]	435.97	409.20
Kotak Mahindra Investment Limited, Market Linked Debenture (March 31, 2024 - NIL) [March 31, 2023 - 100 units at par value of INR 10,00,000 each]	-	102.52
Tata Cleantech Capital Limited, Market Linked Debenture (March 31, 2024 - 400 units at par value of INR 10,00,000 each) [March 31, 2023 - 400 units at par value of INR 10,00,000 each]	438.19	404.76
State Bank of India - 7.72% Perpetual Bond (March 31, 2024 - 25 units at par value of INR 1,00,00,000 each) [March 31, 2023 - NIL]	255.04	-
Total	**3,749.38**	**1,894.59**
Aggregate market value of quoted investments	**3,549.28**	**1,694.49**
Aggregate book value of quoted investments	**3,549.28**	**1,694.49**

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

7 Financial assets - Non current : Others

(unsecured, considered good, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
Security deposits		
- Considered good	816.98	621.36
- Considered doubtful	1.48	1.48
	818.46	**622.84**
Less: Loss Allowance	(1.48)	(1.48)
	816.98	**621.36**
Bank deposits with remaining maturity greater than 12 months[1]	0.19	0.26
Interest accrued on fixed deposits	0.16	0.22
Loan to employees	0.18	-
Total	**817.51**	**621.84**

(1) Represents bank deposits lodged with sales tax authorities which earns interest ranging from 5.90% to 6.50% (March 31, 2023 - 4.50% to 7.00%)

8 Non-current - Other assets

(unsecured, considered good)

Particulars	As at March 31, 2024	As at March 31, 2023
Capital advances (Refer note 8.1)	54.72	618.42
Prepaid expenses	0.47	1.12
Balances with statutory/government authorities	47.78	47.78
Total	**102.97**	**667.32**

8.1 During a prior year, the Company had entered into an agreement with a reputed real estate developer for joint development of a parcel of land acquired by the Company under long term lease of 99 years from West Bengal Housing Infrastructure Development Corporation Limited. Consequent to such agreement, the Company had transferred possession of such land parcel in lieu of which the Company was entitled to a share of the area/space to be constructed thereon. Accordingly, the Company had derecognised such leasehold land from property, plant and equipment and considered its cost as capital advance pending possession of its share of constructed area/space. Cost of the land transferred was considered more reliably measurable pending commencement of construction. Based on valuation exercise conducted by an external valuer, fair value of the leasehold land was considered equivalent to the cost of land transferred. Subsequently, the Company had exercised an exclusive and irrevocable option, granted by the aforesaid developer, to convert such area/space sharing arrangement into the revenue sharing arrangement in terms of which the Company is entitled to receive certain agreed percentage of proceeds from sale of the constructed area/space to third parties. During the financial year ended March 31, 2024 share of sale proceeds received from developer has been adjusted against capital advance and resultant income of Rs 19.76 million has been accounted as other income due to transfer of control of the respective constructed space.

9 Non- current - Tax assets (net)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance income tax (net of provision for taxation)[1]	58.23	52.44
Total	**58.23**	**52.44**

(1) Non current tax asset is net of provision for taxation amounting to INR 4,480.06 Million (INR 2,949.48 Million as on March 31, 2023).

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

10 Inventories[1]

Particulars	As at March 31, 2024	As at March 31, 2023
At lower of cost and net realisable value		
Raw materials (Refer Note 32A)	143.48	204.91
Accessories and packing material (Refer Note 32B)	36.32	44.64
Work in progress (Refer Note 34)	280.15	284.71
Finished goods (Refer Note 34) [Including in transit INR 2.46 Million (March 31, 2023 - INR 1.01 Million)]	476.45	611.72
Stock-in-trade (Refer Note 34) [Including in transit INR 1.21 Million (March 31, 2023 - INR 0.28 Million)]	447.44	586.33
Total	**1,383.84**	**1,732.31**

(1) Includes all inventories lying with third party amounting to INR 335.88 Million (March 31, 2023 - INR 412.13 Million).

11 Financial assets - Current : Investments

Particulars	As at March 31, 2024	As at March 31, 2023
Investments in mutual funds		
Unquoted		
At fair value through profit and loss (FVTPL)		
Kotak Liquid Fund - Direct Plan - Growth (March 31, 2024 - 61,378 units at par value of INR 1,000 each) [March 31, 2023 - 84,090 units at par value of INR 1,000 each]	299.47	382.47
HDFC Liquid Fund - Direct Plan - Growth Option (March 31, 2024 - 60,797 units at par value of INR 1,000 each) [March 31, 2023 - 47,441 units at par value of INR 1,000 each]	288.40	209.84
Axis Corporate Debt Fund - Direct - Growth (March 31, 2024 - 57,53,452 units at par value of INR 10 each) [March 31, 2023 - 57,53,452 units at par value of INR 10 each]	93.05	86.14
Axis Treasury Advantage Fund - Direct - Growth (March 31, 2024 - 41,604 units at par value of INR 1,000 each) [March 31, 2023 - 41,604 units at par value of INR 1,000 each]	122.25	113.59
HDFC Corporate Bond Fund - Direct - Growth (March 31, 2024 - 89,67,268 units at par value of INR 10 each) [March 31, 2023 - 89,67,268 units at par value of INR 10 each]	267.97	247.67
HDFC Money Market Fund - Direct Plan - Growth (March 31, 2024 - 11,500 units at par value of INR 1,000 each) [March 31, 2023 - 11,500 units at par value of INR 1,000 each]	60.95	56.60
ICICI Prudential Corporate Bond Fund - Direct Plan - Growth March 31, 2024 - 96,51,613 units at par value of INR 10 each) [March 31, 2023 - 96,51,613 units at par value of INR 10 each]	271.65	251.21
ICICI Prudential Banking and PSU Debt Fund - Direct Plan - Growth (March 31, 2024 - 30,28,561 units at par value of INR 10 each) [March 31, 2023 - 30,28,561 units at par value of INR 10 each]	93.22	86.30
ICICI Prudential Money Market Fund - Direct Plan - Growth (March 31, 2024 - 3,48,358 units at par value of INR 100 each) [March 31, 2023 - 3,48,358 units at par value of INR 100 each]	121.66	112.98
Bandhan Corporate Bond Fund - Direct Plan - Growth (March 31, 2024 - 1,47,72,541 units at par value of INR 10 each) [March 31, 2023 - 1,47,72,541 units at par value of INR 10 each]	263.26	245.26

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

11 Financial assets - Current : Investments (Contd.)

Particulars	As at March 31, 2024	As at March 31, 2023
Kotak Bond Fund (Short Term) - Direct Plan - Growth (March 31, 2024 - 51,88,975 units at par value of INR 10 each) [March 31, 2023 - 51,88,975 units at par value of INR 10 each]	267.35	247.64
Axis AAA Bond Plus SDL ETF - 2026 Maturity (March 31, 2024 - 1,49,39,790 units at par value of INR 10 each) [March 31, 2023 - 1,49,39,790 units at par value of INR 10 each]	167.09	156.92
Axis CPSE Plus SDL 2025 70:30 Debt Index Fund (March 31, 2024 - 1,48,92,767 units at par value of INR 10 each) [March 31, 2023 - 1,48,92,767 units at par value of INR 10 each]	165.69	154.38
NIPPON INDIA ETF NIFTY SDL - 2026 (March 31, 2024 - 35,00,000 units at par value of INR 10 each) [March 31, 2023 - 35,00,000 units at par value of INR 10 each]	419.29	390.99
ABSL CRISIL IBX AAA JUN 2023 INDEX FUND (March 31, 2024 - Nil) [March 31, 2023 - 3,88,46,210 units at par value of INR 10 each]	-	409.11
ABSL Nifty SDL Plus PSU Bond Sep 2026 60:40 Index (March 31, 2024 - 1,90,96,499 units at par value of INR 10 each) [March 31, 2023 - 1,90,96,499 units at par value of INR 10 each]	214.79	200.28
Nippon India Nifty AAA CPSE Bond Plus SDL - Apr 2027 Maturity 60:40 Index Fund (March 31, 2024 - 1,94,09,156 units at par value of INR 10 each) [March 31, 2023 - 1,94,09,156 units at par value of INR 10 each]	214.57	199.99
SBI Gilt June 2036 (March 31, 2024 - 95,39,960 units at par value of INR 10 each) [March 31, 2023 - 95,39,960 units at par value of INR 10 each]	109.24	99.84
ABSL Liquid Fund - Direct Plan - Growth (March 31, 2024 - 6,00,348 units at par value of INR 100 each) [March 31, 2023 - NIL]	233.94	-
Investment in bonds and debentures		
Quoted		
At fair value through other comprehensive income (FVTOCI)		
Bajaj Finance Limited - 0% Secured Redeemable Non-Convertible Debentures (March 31, 2024 -Nil) [March 31, 2023 -100 units at par value of INR 10,00,000 each]	-	114.45
Kotak Mahindra Investments Limited - 0% Secured Redeemable Non-Convertible Debentures (March 31, 2024 - NIL) [March 31, 2023 - 103 units at par value of INR 10,00,000 each]	-	97.81
National Bank For Agriculture and Rural Development - 6.4% Secured Redeemable Non-Convertible Debentures (March 31, 2024 - NIL) [March 31, 2023 - 100 units at par value of INR 10,00,000 each]	-	101.92
Bajaj Finance - 5.70% Secured Redeemable Non-Convertible Debentures (March 31, 2024 - NIL) [March 31, 2023 - 200 units at par value of INR 10,00,000 each]	-	203.31

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

11 Financial assets - Current : Investments (Contd.)

Particulars	As at March 31, 2024	As at March 31, 2023
HDB Financial Services Limited - 0.00% Secured Redeemable Non-Convertible Debentures (March 31, 2024 - NIL) [March 31, 2023 - 350 units at par value of INR 10,00,000 each]	-	363.98
HDFC Bank Limited - 7.99% Secured Redeemable Non-Convertible Debentures (March 31, 2024 - 250 units at par value of INR 10,00,000 each) [March 31, 2023 -NIL]	264.25	-
Axis Finance Limited - 5.72% Secured Redeemable Non-Convertible Debentures (March 31, 2024 - 500 units at par value of INR 10,00,000 each) [March 31, 2023 -NIL]	519.44	-
Kotak Mahindra Prime Limited - 5.70% Secured Redeemable Non-Convertible Debentures (March 31, 2024 - 150 units at par value of INR 10,00,000 each) [March 31, 2023 -NIL]	154.86	-
Kotak Mahindra Prime Limited - 0% Secured Redeemable Non-Convertible Debentures (March 31, 2024 -420 units at par value of INR 10,00,000 each) [March 31, 2023 - NIL]	394.32	-
At fair value through profit and loss (FVTPL)		
ICICI Bank Limited - 9.15% Perpetual Bond (March 31, 2024 - NIL) [March 31, 2023 - 300 units at par value of INR 10,00,000 each]	-	321.72
State Bank of India - 9.37% Perpetual Bond (March 31, 2024 - NIL) [March 31, 2023 - 150 units at par value of INR 10,00,000 each]	-	154.73
HDB Financial Services Limited - 0% MLD Series 2020 A/0/(ML)/4 (March 31, 2024 - NIL) [March 31, 2023 -250 units at par value of INR 10,00,000 each]	-	302.35
Axis Finance Limited ,Market Linked Debenture (March 31, 2024 - NIL) [March 31, 2023 -450 units at par value of INR 10,00,000 each]	-	544.64
L&T Finance Limited , Market Linked Debenture (March 31, 2024 - NIL) [March 31, 2023 -50 units at par value of INR 10,00,000 each]	-	60.00
Tata Cleantech Capital Limited, Market Linked Debenture (March 31, 2024 - NIL) [March 31, 2023 - 1000 units at par value of INR 1,00,000 each]	-	115.97
Kotak Mahindra Investment Limited, Market Linked Debenture (March 31, 2024 - 100 units at par value of INR 10,00,000 each) [March 31, 2023 - NIL]	110.46	-
State Bank of India - 8.50% Perpetual Bond (March 31, 2024 - 95 units at par value of INR 10,00,000 each) [March 31, 2023 - NIL]	97.21	-
Fixed deposits with financial institutions		
Unquoted		
At amortised cost		
Bajaj Finance Limited	613.46	-

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

11 Financial assets - Current : Investments (Contd.)

Particulars	As at March 31, 2024	As at March 31, 2023
Total	**5,827.84**	**6,032.09**
Aggregate market value of quoted investments	**1,540.54**	**2,380.88**
Aggregate book value of quoted investments	**1,540.54**	**2,380.88**
Aggregate book value of unquoted investments	**4,287.30**	**3,651.21**

12 Financial Assets - Current : Trade receivables

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
- Trade Receivables considered good - Secured[1]	2,230.42	1,949.15
- Trade Receivables considered good - Unsecured	3,451.52	2,811.83
	5,681.94	**4,760.98**
Less: Loss Allowance	(34.19)	(32.58)
Total trade receivables	**5,647.75**	**4,728.40**
- Receivables from related parties - Secured/Considered good (Refer Note 45)	92.55	67.70
- Receivables from related parties - Unsecured/Considered good (Refer Note 45)	107.02	84.57
- Others	5,448.18	4,576.13
Total trade receivables	**5,647.75**	**4,728.40**

(1) Receivables are secured to the extent security deposits and bank guarantees taken from customers.

12.1 Trade receivables ageing schedule

Particulars	Outstanding from due date of payment as on March 31, 2024						
	Not Due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables	5,437.10	181.58	22.49	5.14	1.44	-	5,647.75

Particulars	Outstanding from due date of payment as on March 31, 2023						
	Not Due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables*	4,562.86	144.00	17.15	3.77	0.62	0.00	4,728.40

* Amount is below the rounding off norms adopted by the Company.

1. As per terms of payment under agreements with majority of customers, sales consideration are receivable by the Company with a maximum period of 180 days from date of delivery of goods. In other cases, sales consideration are receivable within a periods ranging from 7 days to 90 days.
2. Generally, customers remit sales consideration without specifying particular invoices in respect of which such remittances are being made. Hence, such receipts from the customers are adjusted against their trade receivables on First in First out (FIFO) basis. In few cases, where identification is possible, such receipts are adjusted on basis of actual invoice.
3. There are no unbilled trade receivables as on each reporting date.
4. There are no disputed trade receivables as on March 31, 2024 and March 31, 2023.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

13 Financial assets - Current : Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
- Balances with banks	215.35	78.81
- Cash on hand	0.42	0.26
Total	**215.77**	**79.07**

14 Financial Assets - Current : Other bank balances

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
Fixed deposits with banks with original maturity greater than 3 months but less than 12 months (Refer Note 14.1)	-	2.56
Earmarked balances with banks - unpaid dividend	0.13	0.05
Total	**0.13**	**2.61**

14.1 Includes deposits of INR Nil (March 31, 2023 - INR 0.21 Million) lodged with sales tax authorities which earns interest Nil (March 31, 2023 -interest ranging from 4.90% to 5.10%).

15 Financial assets - Current : Others

(unsecured, considered good, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
Security deposits		
- Considered good	76.48	160.08
- Considered doubtful	4.58	2.08
	81.06	**162.16**
Less: Loss Allowance	(4.58)	(2.08)
	76.48	**160.08**
Interest accrued on		
- Fixed deposits	-	1.97
- Bonds and Debentures	-	4.19
Loan to employees	0.28	0.03
IPO expenses recoverable (refer note 45.1)	-	0.15
Other receivables	34.46	-
At fair value through profit and loss		
Derivative instrument[1]	-	0.05
Total	**111.22**	**166.47**

(1) It represents receivables arising from fair valuation of foreign exchange forward contracts.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

16 Other Current assets

(unsecured, considered good, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Export incentive receivables		
- Considered good	0.63	0.55
- Considered doubtful	1.01	1.09
	1.64	**1.64**
Less: Loss Allowance	(1.01)	(1.09)
	0.63	**0.55**
Advances recoverable in cash or kind		
- Considered good	14.54	6.74
- Considered doubtful	-	0.06
	14.54	**6.80**
Less: Loss Allowance	-	(0.06)
	14.54	**6.74**
Others		
- Considered doubtful	-	0.03
	-	**0.03**
Less: Loss Allowance	-	(0.03)
	-	-
Balances with statutory/government authorities	83.51	38.71
Advance to employees	0.33	0.49
Prepaid expenses	22.80	22.88
Right of return assets[1]	358.91	364.45
Total	**480.72**	**433.82**

(1) Right of return asset represents the Company's right to recover the goods expected to be returned by customers. A right of return asset (and corresponding adjustment to cost of sales) is recognised for the underlying goods expected to be returned for an amount equivalent to the cost which is lower than the net realisable value. The asset is measured at the carrying amount of the inventory and is updated for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products. A refund liability is recognized for the goods that are expected to be returned (i.e., the amount not included in the transaction price).

17 Equity Share capital

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
Authorized				
30,10,00,000 equity shares (March 31, 2023: 30,10,00,000 equity shares) of INR 1 each	30,10,00,000	301.00	30,10,00,000	301.00
Issued, subscribed and fully paid-up shares				
24,28,69,863 equity shares (March 31, 2023: 24,27,79,990 equity shares) of INR 1 each	24,28,69,863	242.87	24,27,79,990	242.78
Total	**24,28,69,863**	**242.87**	**24,27,79,990**	**242.78**

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

17 Equity Share capital (Contd.)

i) Reconciliation of the number of shares and amount outstanding as at the beginning and at the end of the reporting period :

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
Equity shares outstanding at the beginning of the year	**24,27,79,990**	**242.78**	**24,27,03,089**	**242.70**
Add : Issue of shares pursuant to ESOP exercised during the year	89,873	0.09	76,901	0.08
Equity shares outstanding at the end of the year	**24,28,69,863**	**242.87**	**24,27,79,990**	**242.78**

ii) Details of shares held by each shareholder holding more than 5% shares in the Company

Name of Shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Ravi Modi Family Trust acting through its trustee, Modi Fiduciary Services Private Limited	**13,88,59,330**	**57.17%**	**16,28,41,754**	**67.07%**
Ravi Modi HUF	3,88,81,422	16.01%	3,88,81,422	16.02%
Total	**17,77,40,752**	**73.18%**	**20,17,23,176**	**83.09%**

iii) Disclosure of shareholding of promoters

Name of Shareholder	As at March 31, 2024		As at March 31, 2023		As at March 31, 2022		% Change in holding pursuant to no. of shares as at March 31, 2024	% Change in holding pursuant to no. of shares as at March 31, 2023
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding		
Ravi Modi Family Trust acting through its trustee, Modi Fiduciary Services Private Limited	13,88,59,330	57.17%	16,28,41,754	67.07%	16,28,41,754	67.10%	(9.90%)	(0.03%)
Shilpi Modi	26,56,104	1.09%	26,56,104	1.09%	26,56,104	1.09%	-	-
Ravi Modi	16,88,134	0.70%	16,88,134	0.70%	16,88,134	0.70%	-	-
Total	**14,32,03,568**	**58.96%**	**16,71,85,992**	**68.86%**	**16,71,85,992**	**68.89%**	**(9.90%)**	**(0.03%)**

iv) Rights, preferences and restrictions attached to shares

The Company has only one class of equity shares having par value of INR 1 each (March 31, 2023: INR 1 each). Each holder of equity shares is entitled to one vote per share. The Company declares and pays dividend in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the general meeting. The above shareholding represents legal ownership of shares.

In the event of liquidation of the Company, the equity shareholders shall be entitled to receive remaining assets of the Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

v) Shares reserved for issue under options

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Under Employee Stock Option Plan - 2018	4,04,831	165.94	5,03,167	188.45

For movement of shares issued under options and other terms and conditions, refer Note 51.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

17 Equity Share capital (Contd.)

vi) Aggregate number of equity shares issued as bonus, share issued for consideration other than cash and shares bought back during the period of 5 (Five) years immediately preceding the reporting date:

Particulars	No. of Shares	
	As at March 31, 2024	As at March 31, 2023
Shares issued for consideration other than cash	-	96,42,250
Shares bought back	40,11,293	40,11,293

vii) After the reporting dates dividends amounting to INR 2,064.39 million (INR 8.50 per equity share) for the current year and INR 2,185.02 million (INR 9 per equity share) for the previous year were proposed by The Board of Directors subject to approval of shareholders at the Annual General Meeting (AGM) of the Company. The dividends have not been recognized as liabilities.

During the year the Company has paid dividend of INR 2,185.06 million (INR 9 per equity share) representing the final dividend declared in previous year.

18 Other equity

Particulars	As at March 31, 2024	As at March 31, 2023
Retained earnings		
Opening balance	**13,519.70**	**10,467.98**
Profit for the year	4,145.74	4,228.91
Other comprehensive income/(loss) for the year - Re-measurement gains/(losses) on defined benefit obligations (net of tax)	(3.88)	0.88
- Fair value changes in debt instruments through OCI (net of tax)	5.49	35.45
Dividend Paid to shareholders of the company	(2,185.06)	(1,213.52)
	15,481.99	**13,519.70**
Securities Premium		
Opening balance	**95.71**	**72.06**
Share options exercised during the year	54.67	23.65
	150.38	**95.71**
Capital Redemption Reserve		
Opening and closing balance	8.02	8.02
	8.02	**8.02**
Capital Reserve		
Opening and closing balance	7.62	7.62
	7.62	**7.62**
Share options outstanding account (Refer Note 51)		
Opening balance	76.64	42.93
Equity settled share-based payments (Note 51)	30.66	42.87
Share options exercised during the year	(23.70)	(9.16)
	83.60	76.64
Total	**15,731.61**	**13,707.69**

Nature and purpose of reserves

Retained Earnings: Retained earnings are the profits that the Company has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings is a free reserve available to the Company and eligible for distribution to shareholders.

Securities Premium: The amount received in excess of face value of the equity shares is recognised in Securities Premium as per the provision of Companies Act, 2013. This reserve is utilised in accordance with the provisions of the Act.

Capital Redemption Reserve: As per the provisions of section 68 of Companies Act, 2013, the Company has recognised Capital Redemption Reserve on buyback of equity shares from its securities premium and retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the equity shares bought back.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

18 Other equity (Contd.)

Capital Reserve: During amalgamation, the excess amount of the cancelled share capital of the Company over the investment by the amalgamating Company in the Company is treated as Capital Reserve in the Company's financial statements.

Share options outstanding account: The fair value of the equity-settled share based payment transactions is recognised in Statement of Profit and Loss with corresponding credit to Share based payment reserve.The same is adjusted on ESOP allotment made by the Company.

19 Financial liabilities - Non current : Lease Liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost[1]		
Lease liabilities	3,266.49	1,958.31
Total	**3,266.49**	**1,958.31**

(1) For changes in liabilities arising from financing activities and maturity analysis, refer Note 44.

20 Financial liabilities - Non current : Deposits

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
Security deposits	1,225.37	1,064.18
Total	**1,225.37**	**1,064.18**

21 Non-current - Provisions

Particulars	As at March 31, 2024	As at March 31, 2023
Employee Benefits - Gratuity (Refer Note 42)	45.67	35.13
Total	**45.67**	**35.13**

22 Non-current - Deferred tax liabilities (net)

Particulars	Opening as on April 01, 2023	Recognised in PL	Recognised in OCI	Closing as on March 31, 2024
Deferred Tax Assets				
Expenses allowable on payment, write off, etc.	17.66	2.00	1.30	**20.96**
Provision for expected sales return (net)	177.69	4.60	-	**182.29**
Lease liabilities	728.06	382.35	-	**1,110.41**
Others	7.25	16.00	-	**23.25**
	930.66	**404.95**	**1.30**	**1,336.91**
Deferred Tax Liabilities				
Temporary differences in carrying value of property, plant and equipment, intangible assets and right of use assets between books of account and for tax purposes	1,021.16	389.64	-	**1,410.80**
Income taxable in future on realisation	68.43	35.99	1.85	**106.27**
Goodwill	39.54	-	-	**39.54**
	1,129.13	**425.63**	**1.85**	**1,556.61**
Net deferred tax liabilities	**198.47**	**20.68**	**0.55**	**219.70**

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

22 Non-current - Deferred tax liabilities (net) (Contd.)

Particulars	Opening as on April 01, 2022	Recognised in PL	Recognised in OCI	Closing as on March 31, 2023
Deferred Tax Assets				
Expenses allowable on payment, write off, etc.	14.15	3.81	(0.30)	17.66
Provision for expected sales return (net)	137.11	40.58	-	177.69
Lease liabilities	654.17	73.89		728.06
Others	3.89	3.36	-	7.25
	809.32	**121.64**	**(0.30)**	**930.66**
Deferred Tax Liabilities				
Temporary differences in carrying value of property, plant and equipment, intangible assets and right of use assets between books of account and for tax purposes	920.20	100.96	-	1,021.16
Income taxable in future on realisation	20.00	36.50	11.93	68.43
Goodwill	39.54	-	-	39.54
	979.74	**137.46**	**11.93**	**1,129.13**
Net deferred tax liabilities	**170.42**	**15.82**	**12.23**	**198.47**

22.1 Amount recognised in Other comprehensive income

Particulars	As at March 31, 2024			As at March 31, 2023		
	Before Tax	Tax (Expenses) / Benefit	Net of Tax	Before Tax	Tax (Expenses) / Benefit	Net of Tax
Item that will not be reclassified to profit or loss						
Re-measurement gains/(losses) on defined benefit obligations	(5.18)	1.30	(3.88)	1.18	(0.30)	0.88
Item that will be reclassified to profit or loss						
Fair value changes in debt instruments through other comprehensive income	7.34	(1.85)	5.49	47.38	(11.93)	35.45
Amount recognised in other comprehensive income	**2.16**	**(0.55)**	**1.61**	**48.56**	**(12.23)**	**36.33**

22.2

Particulars	As at March 31, 2024	As at March 31, 2023
Accounting profit before tax	**5,484.16**	**5,670.32**
At India's statutory income tax rate of 25.168% (March 31, 2023: 25.168%)	1,380.25	1,427.11
Non deductible expenses for tax purposes	19.42	15.67
Impact of tax rate changes	(60.42)	-
Others	(0.83)	(1.37)
Total tax expense for the year	**1,338.42**	**1,441.41**

22.3 Income tax expenses for the current year and previous year represents charge for respective year, Income tax for earlier year included in the charge amounts to INR Nil.

22.4 The Company is having long term capital loss (LTCL) of INR 32.51 million (March 31, 2023 - INR 62.02 Million), as per last Income Tax return filed for AY 23-24, on which deferred tax assets has not been recognized. Further such loss of INR 32.51 million can be carried forward to AY 28-29.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

23 Non-current - Other liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
Deferred income	583.78	439.71
Total	**583.78**	**439.71**

23.1 In accordance with Ind AS 109, deposits taken are remeasured at amortised cost using the effective interest rate method. The difference between the transaction value of the deposit taken and amortised cost is regarded as deferred income and recognised as revenue on a straight line basis over the agreement period. Interest expense, measured by the effective interest rate method is accrued.

24 Financial liabilities - Current : Lease Liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost[1]		
Lease liabilities	1,177.70	967.20
Total	**1,177.70**	**967.20**

(1) For changes in liabilities arising from financing activities and maturity analysis, refer Note 44.

25 Financial liabilities - Current : Trade payables

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
- Total outstanding dues of micro enterprises and small enterprises (Refer Note 25.1)	307.05	196.84
	307.05	**196.84**
- Dues to related parties (Refer Note 45)	6.33	6.66
- Total outstanding dues of creditors other than micro enterprises and small enterprises	567.05	641.51
	573.38	**648.17**
Total	**880.43**	**845.01**

25.1 Information in terms of Section 22 of Micro, Small and Medium enterprises Development Act, 2006(MSMED) are given below:

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	307.05	196.84
Interest due thereon remaining unpaid to any supplier as at the end of the year.	0.24	-
(ii) Amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year	1.42	-

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

25 Financial liabilities - Current : Trade payables (Contd.)

Particulars	As at March 31, 2024	As at March 31, 2023
(iii) Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006)	0.62	0.17
(iv) The amount of interest accrued and remaining unpaid at the end of the year;	0.86	0.28
(v) The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006.	-	-
Interest payable to micro, small and medium enterprises (Refer Note 26)	**0.86**	**0.28**

25.2 Trade payables ageing schedule

Particulars	Unbilled Due	Outstanding as on March 31, 2024 from due date of payment					
		Not Due	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed							
Total outstanding dues of micro enterprises and small enterprises	3.57	295.09	7.54	0.02	0.39	0.44	**307.05**
Total outstanding dues of creditors other than micro enterprises and small enterprises	261.24	167.16	141.78	0.98	0.58	1.64	**573.38**
Disputed							
Dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	-	-
Total	**264.81**	**462.25**	**149.32**	**1.00**	**0.97**	**2.08**	**880.43**

Particulars	Unbilled Due	Outstanding as on March 31, 2023 from due date of payment					
		Not Due	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed							
Total outstanding dues of micro enterprises and small enterprises	0.10	190.43	6.31	-	-	-	**196.84**
Total outstanding dues of creditors other than micro enterprises and small enterprises	271.77	236.74	137.82	0.61	0.16	1.05	**648.15**
Disputed							
Dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	0.02	**0.02**
Total	**271.87**	**427.17**	**144.13**	**0.61**	**0.16**	**1.07**	**845.01**

(1) There are no disputed dues of micro enterprises and small enterprises at the end of each year reported.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

26 Financial liabilities - Current : Others

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
Employees related liabilities	45.05	74.21
Security deposits	242.38	282.01
Payables to capital creditors	-	6.29
Interest payable on micro and small enterprises (Refer Note 25.1)	0.86	0.28
Unpaid dividend	0.13	0.05
At fair value through profit and loss		
Derivative instrument[1]	0.34	-
Total	**288.76**	**362.84**

(1) It represents liability arising from loss on fair valuation of derivative contracts in the nature of foreign exchange forward contracts.

27 Other liabilities : Current

Particulars	As at March 31, 2024	As at March 31, 2023
Advance from customers (Refer Note 8.1)[1]	17.84	545.87
Refund liabilities[2]	1,083.20	1,070.49
Statutory dues	88.33	43.34
Deferred income (Refer Note 23.1)	109.26	81.54
Total	**1,298.63**	**1,741.24**

(1) Refer Note no 45 for balances with related parties however in the current year there is no advance from related party

(2) A refund liability in respect of products sold that are expected to be returned and accepted by the Company is recognized based on management's best estimate. The Company updates its estimates of refund liabilities at the end of each reporting period.

28 Provisions : Current

Particulars	As at March 31, 2024	As at March 31, 2023
Employee benefits - Gratuity (Refer Note 42)	3.41	2.47
Total	**3.41**	**2.47**

29 Tax liabilities (net) : Current

Particulars	As at March 31, 2024	As at March 31, 2023
Income tax liabilities (net of advance income tax)[1]	61.57	43.22
Total	**61.57**	**43.22**

(1) Current tax liabilities is net of advance taxes paid, TDS and TCS receivable amounting to INR 3,520.67 Million (March 31, 2023 - INR 3,646.86 Million).

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

30 Revenue from operations

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Revenue from contracts with customers (A)		
Sale of products	13,627.62	13,240.26
Other operating revenue (B)		
(i) Scrap sales	2.57	2.50
(ii) Insurance charges recovery	9.45	10.21
(iii) Export incentives	9.24	6.67
Total (A+B)	**13,648.88**	**13,259.64**

30.1 Disaggregated revenue information

Set out below is the disaggregation of the Company's revenue from contracts with customers based on geography:

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
India	13,306.32	12,979.86
Outside India	321.30	260.40
Total revenue from contracts with customers	**13,627.62**	**13,240.26**

30.2 Reconciliation of revenue from sale of products with contract price

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Contract Price	13,526.81	13,391.50
Add: Impact of deferred income on deposits taken from customers (Refer Note 23.1)	113.52	82.02
Less: Refund Liabilities	(12.71)	(233.26)
Total revenue from contracts with customers	**13,627.62**	**13,240.26**

Contract Balances

Particulars	As at the year ended	
	March 31, 2024	March 31, 2023
Trade Receivables	5,647.75	4,728.40
Advance from customers	17.84	44.93
Refund Liabilities	1,083.20	1,070.49

Performance obligation from contracts with customers

Revenue from sale of goods is recognised when the Company transfers the control of the goods to customer and the Company has present right to collect sale proceeds for those goods both of which coincides with delivery.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

31 Other income

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Interest income under effective interest rate method on:		
- Fixed deposits - at amortised cost	15.15	0.26
- Loans - at amortised cost	0.02	0.02
- Bonds and debentures - at FVTOCI	79.45	55.42
- Others[1]	40.27	30.40
Other non-operating income:		
- Profit on sale of investments (net)	180.82	55.16
- Gain on fair valuation of investments carried at FVTPL	305.82	177.66
- Profit on sale of property, plant & equipment (net)	1.14	28.25
- Liabilities/provisions no longer required written back	23.59	10.14
- Insurance claim received	2.38	4.94
- Gain on termination of lease arrangements (Refer Note 44)	7.55	1.55
- Other miscellaneous income	26.28	6.62
Total	**682.47**	**370.42**

(1) Primarily includes unwinding of interest on deposits given under lease arrangements.

32 Cost of materials consumed

A. Raw materials

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Inventory at the beginning of the year	204.91	227.23
Add: Purchases during the year	1,230.66	1,414.15
	1,435.57	1,641.38
Less: Inventory at the end of the year (Refer Note 10)	143.48	204.91
Total	**1,292.09**	**1,436.47**

B. Accessories & packing materials

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Inventory at the beginning of the year	44.64	36.48
Add: Purchases during the year	148.65	198.70
	193.29	235.18
Less: Inventory at the end of the year (Refer Note 10)	36.32	44.64
Total	**156.97**	**190.54**

33 Purchases of stock-in-trade

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Purchases of stock-in-trade	2,057.12	2,280.96
Total	**2,057.12**	**2,280.96**

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

34 Changes in inventories of finished goods, stock-in-trade & work-in-progress

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Inventory at the end of the year (Refer Note 10)		
Finished goods	476.45	611.72
Work in progress	280.15	284.71
Stock-in-trade	447.44	586.33
	1,204.04	**1,482.76**
Inventories at the beginning of the year		
Finished goods	611.72	459.77
Work in progress	284.71	281.75
Stock-in-trade	586.33	409.72
	1,482.76	**1,151.24**
(Increase)/Decrease in Inventories		
Finished goods	135.27	(151.95)
Work in progress	4.56	(2.96)
Stock-in-trade	138.89	(176.61)
(Increase)/Decrease in Right of return assets (Refer Note 16)	5.54	(72.01)
Changes in inventories of finished goods, work-in-progress & stock-in-trade	**284.26**	**(403.53)**

35 Employee benefits expense

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Salaries, wages and bonus (including Directors' remuneration) (Refer Note 45)	508.83	481.66
Contribution to provident and other funds	10.22	8.76
Gratuity expense (Refer Note 42)	7.67	6.39
Staff welfare expenses	8.82	12.12
Equity settled share-based payments (Note 51)	30.66	42.87
Total	**566.20**	**551.80**

36 Finance costs

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Interest expense on lease liabilities (Refer Note 44)	335.13	226.79
Interest expense on financial liabilities measured at amortised cost[1]	107.26	76.72
Interest expense on others	2.27	-
Total	**444.66**	**303.51**

(1) Primarily includes unwinding of interest on security deposits taken from customers.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

37 Depreciation and amortisation expense

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Depreciation on Property, plant and equipment (Refer Note 4)	64.44	54.22
Depreciation on Right of use assets (Refer Note 4)	1,243.27	903.19
Amortisation of Intangible assets (Refer Note 5)	16.91	17.16
Total	**1,324.62**	**974.57**

38 Other expenses

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Job charges	697.22	903.52
Electricity charges	12.34	10.38
Lease rent (Refer Note 44)	554.25	516.94
Rates and taxes	40.21	32.90
Loss on foreign exchange fluctuations (net)	2.35	0.62
Insurance	31.92	28.36
Repairs and maintenance		
- Others	3.70	3.60
Legal & professional fees	58.68	39.85
Travelling and conveyance	42.21	31.42
Payment to auditors (Refer Note 40)	4.47	4.52
Directors' Fees and Commission (Refer Note 45)	12.00	12.00
Loss allowances on financial assets	5.93	14.30
Bad debts/advances written off	1.05	2.04
Corporate social responsibility expenditure (Refer Note 41)	74.52	61.98
Selling and distribution expenses		
- Advertisement, publicity and sales promotion expenses	764.35	648.95
- Commission	119.17	79.48
- Freight and forwarding expenses	98.46	71.26
Miscellaneous expenses	198.44	163.30
Total	**2,721.27**	**2,625.42**

39 Earnings per share (EPS)

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Net profit after tax for the year	4,145.74	4,228.91
Basic earnings per share		
Weighted average number of ordinary shares (No. in Million)	242.81	242.73
Nominal value of ordinary share (INR per share) (Refer Note 17)	1.00	1.00
Basic earnings for ordinary shares (in INR per share)	**17.07**	**17.42**
Diluted earnings per share		
Weighted average number of ordinary shares (No. in Million)	242.81	242.73
Effect of share options (No. in Million)	0.27	0.03
	243.08	242.76
Nominal value of ordinary share (INR per share) (Refer Note 17)	1.00	1.00
Diluted earnings for ordinary shares (in INR per share)	**17.06**	**17.42**

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

40 Payment to auditors

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
As statutory auditors (audit & review of financial statements):		
Statutory Audit fees	2.70	2.70
Tax audit fees	0.40	0.40
Limited review of quarterly results	0.90	0.90
In other Capacity :		
Fees for other audit services (Certification fees)	0.08	-
Reimbursement of expenses	0.39	0.52
Total	**4.47**	**4.52**

41 Corporate social responsibility (CSR) expenditure

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
a) Gross amount to be spent by the Company during the year	75.73	60.74
b) Amount spent and approved by the board during the year		
(i) Construction/ acquisition of any asset	-	-
(ii) On purpose other than (i) above	74.52	61.98
c) Amount unspent during the year	Not Applicable	Not Applicable
d) Nature of CSR activities	Healthcare & Education	Healthcare, Education & Sustainable Livelihood

For movement in CSR, refer below:

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Opening Balance	(1.24)	-
Gross amount to be spent during the year	75.73	60.74
Actual spent during the year	(74.52)	(61.98)
(Excess) /short spent	**(0.02)**	**(1.24)**

42 Employee benefits

(I) Defined contribution plan

In accordance with The Employees Provident Funds and Miscellaneous Provisions Act, 1952 employees are entitled to receive benefits under the provident fund. Both the employee and the employer make monthly contributions to the plan at a predetermined rate as per the provisions of applicable statute. Retirement benefit in the form of provident fund and employees' state insurance (ESI) are defined contribution scheme and the contributions are charged to statement of profit and loss of the period when the employee renders the service. There are no obligations other than the contribution payable to the respective funds.

(II) Defined benefit plan - Unfunded

In accordance with the Payment of Gratuity Act, 1972, the Company contributes to a defined benefit plan (the "Gratuity Plan") for employees who have completed 5 years of service. The Gratuity Plan provides a lump sum payment to vested

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

42 Employee benefits (Contd.)

employees at retirement, disability or termination of employment being an amount based on the respective employee's last drawn salary and the number of years of employment with the Company.

A Principal actuarial assumptions

Principal actuarial assumptions used to determine the present value of the defined benefit obligation as at and for the year ended are as follows:

Particulars	March 31, 2024	March 31, 2023
Discount rate	7.00%	7.20%
Expected rate of increase in compensation level of covered employees	7.00%	7.00%
Average duration of defined benefit obligation	10 years	10 years
Mortality rate	Indian Assured Lives Mortality (2006 -08) Ultimate	Indian Assured Lives Mortality (2006 -08) Ultimate
Withdrawal Rate		
- Upto 30 years	15.00%	15.00%
- 31 to 40 years	8.00%	8.00%
- 41 years and above	3.00%	3.00%

The estimates of future salary increase considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

B Details of actuarial valuation carried out on Balance Sheet date are as under:

Amount recognised in the balance sheet consists of:

Particulars	As at March 31, 2024	As at March 31, 2023
Present value of defined benefit obligations	49.08	37.60
Net liability arising from defined benefit obligations	**49.08**	**37.60**

Amounts recognised in statement of profit or loss in respect of gratuity scheme are as follows:

Particulars	March 31, 2024	March 31, 2023
Current service cost	5.01	4.08
Interest cost	2.66	2.31
Total charge to statement of profit or loss	**7.67**	**6.39**

Amounts recognised in the statement of comprehensive income are as follows:

Particulars	March 31, 2024	March 31, 2023
Re-measurement (gains)/losses arising from changes in financial assumptions	0.94	(0.36)
Re-measurement (gains)/losses arising from experience adjustments	4.24	(0.82)
Re measurement of the net defined benefit liability	**5.18**	**(1.18)**

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

42 Employee benefits (Contd.)

The movement during the period/year of the present value of the defined benefit obligation was as follows:

Particulars	March 31, 2024	March 31, 2023
Opening balance	**37.60**	**33.31**
Current service cost	5.01	4.08
Interest cost of scheme liabilities	2.66	2.31
Benefits (paid)	(1.37)	(1.44)
Acquisition Adjustment	-	0.52
Re-measurement losses / (gains) arising from changes in financial assumptions	0.94	(0.36)
Re-measurement losses /(gains) arising from experience adjustments	4.24	(0.82)
Closing balance	**49.08**	**37.60**
Recognised under:		
Current provision	3.41	2.47
Non current provision	45.67	35.13

The gratuity scheme of the Company is unfunded hence there was no plan asset as at March 31, 2024 and March 31, 2023.

C Sensitivity analysis

Below is the sensitivity analysis determined for significant actuarial assumptions for the determination of defined benefit obligations and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting period while holding all other assumptions constant.

Increase/(Decrease) impact on defined benefit obligation

Particulars	March 31, 2024	March 31, 2023
Discount rate		
Increase by 0.50%	(2.29)	(1.76)
Decrease by 0.50%	2.47	1.90
Expected rate of change in compensation level of covered employees		
Increase by 0.50%	2.10	1.95
Decrease by 0.50%	(1.97)	(1.11)
Mortality Rate		
Increase by 10%	0.01	0.01
Decrease by 10%	(0.01)	(0.01)
Attrition Rate		
Increase by 0.50%	0.09	0.14
Decrease by 0.50%	(0.09)	(0.14)

The above sensitivity analysis may not be representative of the actual benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

In presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting period, which is the same as that applied in calculating the defined obligation liability recognized in the balance sheet.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

42 Employee benefits (Contd.)

D Risk analysis

Company is exposed to a number of risks in the defined benefit plans. Most significant risks pertaining to defined benefits plans and management estimation of the impact of these risks are as follows:

(1) Salary growth risks

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. Salary increase considered at the rate of 7%. As such, an increase in the salary of the plan participants will increase the plan's liability.

(2) Life expectancy / Longevity risks

The present value of the defined benefit plan liability is calculated by reference to the best estimates of the mortality of plan participants both during and after their employment. Mortality tables as per Indian Assured Lives Mortality (2006-08) Ult. is used for during the employment and post retirement respectively. An increase in the life expectancy of the plan participants will increase the plan's liability.

(3) Interest rate risks

A decrease in the bond interest rate will increase the plan liability.

(4) Inflation risks

A decrease in the inflation rate will increase the plan's liability.

E The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Company will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

43 Contingencies and commitments

(To the extent not provided for)

(i) Contingent liabilities

	As at March 31, 2024	As at March 31, 2023
Demands/claims by various government authorities and other claims not acknowledged as debts:		
- Commercial sales tax of various states	0.99	0.99
- Income Tax demands *	234.17	232.56
- Indirect Tax demands	4.00	-
- Bank Guarantee given#	-	284.92
- Demand for employee state insurance (including interest)	7.83	7.49
Total	**246.99**	**525.96**
Payment made under protest against the above		
- Commercial sales tax of various states	0.43	0.43
- Demand for Income tax	46.51	46.51
- Indirect Tax demands	0.36	-
- Demand for employee state insurance	0.84	0.84
Total	**48.14**	**47.78**

* The Income Tax department had carried out a search and seizure operation at the premises of the Company in November 2018. During the earlier years, the department had issued assessment orders dated September 21, 2021 for Assessment Years 2013-14 to 2018-19 under Section 153A of the Income Tax Act, that were subsequently revised vide Orders dated November 30, 2021 and December 01, 2021. Tax demands aggregating INR 232.56 million (including

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

43 Contingencies and commitments (Contd.)

interest upto the date of demand order) over and above the income tax obligations estimated by the Company for those assessment years had been raised by the department on account of disallowances of certain expenses. The Company had filed Appeals against these Orders after paying INR 46.51 million under protest.

Based on records maintained, management is confident that the Company will be able to prove that such expenses were incurred for the purpose of the Company's business and are eligible for deduction which is duly supported by a legal opinion obtained in this regard and has been considered as contingent liability as on March 31, 2023. Also during the year, the Company has received order from Income Tax department in it's favour, however the final effect order is still awaited and thus the matter continues to be reported as Contingent liability as on March 31, 2024.

During the previous year March 31, 2023 Bank Guarantee amounting to Rs. 284.92 million given to National Stock Exchange of India Limited (NSE) in relation to Initial Public Offer (IPO), which has been released during the current financial year March 31, 2024.

(ii) Commitments

	As at March 31, 2024	As at March 31, 2023
Capital Commitments		
Estimated amount of contracts remaining to be executed on capital account	5.61	3.94

44 Leases

(a) The right of use assets comprise of buildings taken on lease. The effective interest rate for lease liabilities is 9.07% as on March 31, 2024 (March 31, 2023 - 8.09%).

	As at March 31, 2024	As at March 31, 2023
(b) Carrying value of right of use assets at the end of the reporting period (Refer Note 4)	4,267.10	2,782.71

(c) Analysis of Lease liabilities:

Movement of lease liabilities

	As at March 31, 2024	As at March 31, 2023
Opening Lease liabilities	**2,925.51**	**2,628.67**
Addition during the year	2,705.77	1,159.88
Accretion of interest during the year	335.13	226.79
Cash outflow towards payment of lease liabilities	(1,451.64)	(1,061.57)
Deletion during the year on account of termination of lease agreements	(70.58)	(28.26)
Closing Lease liabilities	**4,444.19**	**2,925.51**

The table below summarises the maturity profile of the Company's lease liabilities based on contractual undiscounted payments:

	As at March 31, 2024	As at March 31, 2023
Less than 1 year	1,517.38	1,173.17
Between 2 to 3 year	2,521.93	1,568.88
More than 3 year	1,210.35	638.25

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

44 Leases (Contd.)

	As at March 31, 2024	As at March 31, 2023
Lease liabilities included in the Standalone Balance sheet		
Current	1,177.70	967.20
Non-Current	3,266.49	1,958.31
Total	**4,444.19**	**2,925.51**

(d) Impact on Statement of profit and loss:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest expense on lease liabilities	335.13	226.79
Depreciation on right of use assets*	1,243.27	903.19
Gain on termination of lease arrangements	(7.55)	(1.55)

* includes depreciation on leasehold building.

(e) The Company applies short term lease recognition exemption for the following leases:

	For the year ended March 31, 2024	For the year ended March 31, 2023
Lease rent as per Statement of profit and loss	554.25	516.94

45 Related party disclosures

(A) Name of Related Parties

i. Subsidiary:
Manyavar Creations Private Limited - Wholly owned subsidiary

ii Enterprise controlling the Company:
Ravi Modi Family Trust acting through its trustee, Modi Fiduciary Services Private Limited

iii. Other related parties and related party relationships with whom transactions have taken place during the year:

Mr. Ravi Modi - Chairman and Managing Director	Key Managerial Person (KMP)
Mrs. Shilpi Modi - Wholetime Director	Key Managerial Person (KMP)
Mr. Manish Mahendra Choksi- Independent Director	Key Managerial Person (KMP)
Mr. Tarun Puri- Independent Director	Key Managerial Person (KMP)
Mrs. Abanti Mitra- Independent Director	Key Managerial Person (KMP)
Mr. Sunish Sharma - Non executive Director	Key Managerial Person (KMP)
Mr. Rahul Murarka - Chief Financial Officer	Key Managerial Person (KMP)
Mr. Navin Pareek - Company Secretary	Key Managerial Person (KMP)
Mr. Vedant Modi - Chief Revenue Officer	Close Member of KMP
Mrs. Usha Devi Modi	Close Member of KMP
Shenayah Retail Stores Private Limited	Enterprises owned or significantly influenced by the relative of KMP
Ravi Modi HUF	Enterprises owned or significantly influenced by the relative of KMP

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

45 Related party disclosures (Contd.)

Vandana Enterprise	Enterprises owned or significantly influenced by the relative of KMP
Pranit Fashions	Enterprises owned or significantly influenced by the relative of KMP
Mohey Fashions Private Limited	Enterprises owned or significantly influenced by the relative of KMP

(B) Details of transactions with related parties

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Sale of products (net of returns) (including taxes)		
Manyavar Creations Private Limited	15.31	172.93
Shenayah Retail Stores Private Limited	316.87	285.32
Pranit Fashions	4.40	6.20
Vandana Enterprise	210.39	175.90
Total	**546.97**	**640.35**
Rent income (including taxes)		
Mohey Fashions Private Limited	0.07	0.07
Manyavar Creations Private Limited	0.07	0.07
Total	**0.14**	**0.14**
Recovery of expenses (including taxes) (electricity and other charges)		
Manyavar Creations Private Limited	0.08	0.68
Shenayah Retail Stores Private Limited	0.25	0.32
Vandana Enterprise	1.54	1.09
Pranit Fashions	0.03	0.02
Total	**1.90**	**2.11**
Reimbursement of Expenses (advertisement charges, electricity expense, etc.)		
Shenayah Retail Stores Private Limited	0.08	0.28
Manyavar Creations Private Limited	2.27	18.88
Mohey Fashions Private Limited	0.03	0.03
Vandana Enterprise	0.16	0.13
Tarun Puri	0.01	-
Abanti Mitra	0.05	0.01
Sunish Sharma	0.07	-
Manish Mahendra Choksi	-	0.01
Total	**2.67**	**19.34**
Security Deposit Received		
Shenayah Retail Stores Private Limited	20.50	12.50
Vandana Enterprise	5.10	6.50
Total	**25.60**	**19.00**
Security Deposit Refunded		
Vandana Enterprise	-	4.25
Shenayah Retail Stores Private Limited	0.75	0.50
Total	**0.75**	**4.75**

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

45 Related party disclosures (Contd.)

Details of transactions with related parties

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Salary to close member of KMP		
Vedant Modi	5.12	4.15
Total	**5.12**	**4.15**
Dividend Paid (Gross)		
Ravi Modi	15.19	8.44
Shilpi Modi	23.90	13.28
Usha Devi Modi*	0.00	-
Navin Pareek	0.07	0.02
Rahul Murarka	0.12	0.06
Ravi Modi HUF	349.93	194.41
Ravi Modi Family Trust	1,249.73	814.21
Total	**1,638.94**	**1,030.42**
Fees to Independent Director (including sitting fees)		
Manish Mahendra Choksi	3.00	3.00
Tarun Puri	3.00	3.00
Sunish Sharma	3.00	3.00
Abanti Mitra	3.00	3.00
Total	**12.00**	**12.00**
IPO Expense incurred on behalf of selling share holders[45.1]	-	51.63
Total	**-**	**51.63**
Transfer of Liability (Gratuity & other liabilities)		
Manyavar Creations Private Limited	0.35	0.94
Total	**0.35**	**0.94**
Transfer of Security deposit given		
Manyavar Creations Private Limited	0.04	12.87
Total	**0.04**	**12.87**
Transfer of Security deposit taken		
Manyavar Creations Private Limited	3.04	-
Total	**3.04**	**-**
Purchase of Property, Plant & Equipment		
Manyavar Creations Private Limited	-	3.83
Total	**-**	**3.83**

* Amount is below the rounding off norms adopted by the Company.

All transactions with related parties are priced on an arm's length basis.

The receivables from and payables to related parties are set out below:

		As at March 31, 2024	As at March 31, 2023
Receivable from:			
Manyavar Creations Private Limited	Trade receivables	2.80	-
Pranit Fashions	Trade receivables	2.41	2.86
Shenayah Retail Stores Private Limited	Trade receivables	139.40	106.07
Vandana Enterprise	Trade receivables	54.96	43.34
Sub Total		**199.57**	**152.27**

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

45 Related party disclosures (Contd.)

		As at March 31, 2024	As at March 31, 2023
IPO Expense Recoverable from selling share holder[45.1]		-	0.15
Total		**199.57**	**152.42**
Advance from customer:			
Manyavar Creations Private Limited		-	25.66
Total		**-**	**25.66**
Payable to:			
Ravi Modi	Director's Remuneration payable	3.38	23.46
Shilpi Modi	Director's Remuneration payable	2.25	15.64
Sunish Sharma		2.05	2.39
Abanti Mitra		1.63	2.10
Manish Mahendra Choksi		1.26	2.14
Tarun Puri		1.39	0.03
Total		**11.96**	**45.76**
Security Deposit Taken:			
Shenayah Retail Stores Private Limited		67.25	47.50
Vandana Enterprise		24.85	19.75
Pranit Fashions		1.20	1.20
Total		**93.30**	**68.45**

(C) Remuneration of key management personnel

The remuneration of key management personnel and a relative of key management personnel of the Company are set out below in aggregate for each of the categories specified in Ind AS 24 ‘Related party disclosures’.

	For the year ended	
	March 31, 2024	March 31, 2023
Salary & Allowances*		
Ravi Modi	44.84	82.01
Shilpi Modi	29.89	54.67
Total Directors' Remuneration	**74.73**	**136.68**
Navin Pareek	3.65	3.16
Rahul Murarka	7.86	6.92
Total KMP's Remuneration	**86.24**	**146.76**

* Salary & Allowances excludes Company’s contribution (if any) towards retirement benefits and employee stock options scheme since those are ascertained for the Company as a whole.

Balance of Retirement Benefit of KMP’s and a relative of KMP is INR 3.87 million as on March 31, 2024 (INR 4.44 million as on March 31, 2023).

45.1 During the previous year March 31, 2023 certain IPO expenses paid/payable under the terms of the Offer Agreement jointly executed by the Company, the selling shareholders and Book Running Lead Managers (BRLMs) shall be borne by the selling shareholders and are being/will be paid out of the Public Offer Account directly and hence, not recognised in these standalone financial statements.

All transactions with related parties are priced on an arm’s length basis.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

46 Financial Instruments

Financial risk management objectives and policies

This section gives an overview of the significance of financial instruments for the Company and provides additional information on the Balance Sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial assets and financial liabilities are disclosed in Note 3.

Financial assets and liabilities as at

Particulars	March 31, 2024			
	Fair value through profit or loss	Fair value through other comprehensive income	Amortised Cost	Carrying Value
Financial Assets				
Investments	5,348.51	3,415.15	613.46	**9,377.12**
Trade receivables*	-	-	5,647.75	**5,647.75**
Cash and cash equivalents*	-	-	215.77	**215.77**
Other bank balances*	-	-	0.13	**0.13**
Other financial assets*	-	-	928.72	**928.72**
Total	**5,348.51**	**3,415.15**	**7,405.83**	**16,169.49**
Financial Liabilities				
Non-current security deposits*	-	-	1,225.37	**1,225.37**
Lease liabilities	-	-	4,444.19	**4,444.19**
Trade payables*	-	-	880.43	**880.43**
Other financial liabilities*	0.34	-	288.42	**288.76**
Total	**0.34**	**-**	**6,838.41**	**6,838.75**

Particulars	March 31, 2023			
	Fair value through profit or loss	Fair value through other comprehensive income	Amortised Cost	Carrying Value
Financial Assets				
Investments	6,480.66	1,245.92	-	7,726.58
Trade receivables*	-	-	4,728.40	4,728.40
Cash and cash equivalents*	-	-	79.07	79.07
Other bank balances*	-	-	2.61	2.61
Other financial assets*	0.05	-	788.26	788.31
Total	**6,480.71**	**1,245.92**	**5,598.34**	**13,324.97**
Financial Liabilities				
Non-current security deposits*	-	-	1,064.18	1,064.18
Lease liabilities	-	-	2,925.51	2,925.51
Trade payables*	-	-	845.01	845.01
Other financial liabilities*	-	-	362.84	362.84
Total	**-**	**-**	**5,197.54**	**5,197.54**

* The carrying amount of the Company's financial assets and financial liabilities are reasonable approximation of their fair value and hence the Company has not disclosed the fair values.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

47 Fair Value Hierarchy

The table shown below analyses financial instruments carried at fair value or net asset value, by valuation method. The different levels have been defined below:

Level 1: unquoted/quoted prices (unadjusted) in active markets and net asset value (NAV) for identical assets or liabilities

Level 2: inputs other than quoted prices included within 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)

Particulars	Fair Value measuring at the end of the reporting period using			As at March 31, 2024
	Level 1	Level 2	Level 3	Total
Financial assets				
Investments in mutual funds	3,673.84	-	-	**3,673.84**
Investments in bonds and debentures	5,089.82	-	-	**5,089.82**
Total	**8,763.66**	**-**	**-**	**8,763.66**
Financial Liabilities				
Derivative instruments	-	0.34	-	**0.34**
Total	**-**	**0.34**	**-**	**0.34**

Particulars	Fair Value measuring at the end of the reporting year using			As at March 31, 2023
	Level 1	Level 2	Level 3	Total
Financial assets				
Investments in mutual funds	3,651.21	-	-	**3,651.21**
Investments in bonds and debentures	4,075.37	-	-	**4,075.37**
Derivative instruments	-	0.05	-	**0.05**
Total	**7,726.58**	**0.05**	**-**	**7,726.63**

a) Financial assets and liabilities at fair value are reported at amounts that would be received from sale of an asset and amount of resource to be utilised for settlement of a liability respectively in an orderly transaction between market participants.

b) Derivative instruments - Forward Rate Contracts: The fair value is determined using Level 2 inputs. The Company uses derivative instruments as part of its management of exposure to fluctuations in foreign currency exchange rates. All derivative financial instruments are measured at fair value, generally based on quotations obtained from banks.

c) Trade receivables, cash and cash equivalents, other bank balances, other financial assets, non current deposits, trade payables, lease liabilities and other financial liabilities: Approximate their carrying amounts largely due to the short-term maturities of these instruments. Fair value of investments in mutual funds are on the basis of net asset value as declared by mutual fund house as on the Balance Sheet date.

d) There has been no transfer between level 1, level 2 and level 3 during the above period.

48 Financial Risk Management

The Company's activities expose it to variety of financial risks: market risk, credit risk and liquidity risk. The Company's focus is to forsee the unpredictability of markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Company is commodity price risk. The Company uses forward contracts to mitigate foreign exchange related risk exposures.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

48 Financial Risk Management (Contd.)

a) Market Risk

Market risk is the risk that changes in market prices – e.g. foreign exchange rates, interest rates and equity prices – will affect the company income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency Risk

The Company operates both in domestic and international market and consequently the Company is exposed to foreign exchange risk through its sales in overseas countries. The Company holds forward contracts such as foreign exchange contracts to mitigate the risk of changes in exchange rates on foreign currency exposures.

Exposure to Currency risk

The following table analyzes foreign currency risk from financial instruments:

Particulars	As at March 31, 2024	As at March 31, 2023
Exposure Currency (USD)		
Trade receivables (INR in Million)[1]	59.06	24.16
Less: Forward Contracts outstanding	57.31	24.11
Net exposure	**1.75**	**0.05**
Exposure Currency (CAD)		
Trade receivables (INR in Million)[2]	0.09	0.10

(1) For the year ended March 31, 2024, every percentage appreciation/depreciation in the exchange rate between the Indian rupee and USD, would increase/decrease the Company's profit before tax by approx. INR 0.02 Million (INR 0.00 Million for the year ended March 31, 2023) and increase/decrease in equity by INR 0.01 Million (INR 0.00 Million for the year ended March 31, 2023).

(2) For the year ended March 31, 2024, every percentage appreciation/depreciation in the exchange rate between the Indian rupee and CAD, would increase/decrease the Company's profit before tax by approx. INR 0.00 Million (INR 0.00 Million for the year ended March 31, 2023) and increase/decrease in equity by INR 0.00 Million (INR 0.00 Million for the year ended March 31, 2023).

Derivative Financial Instruments

The Company uses derivative instruments as part of its management of exposure to fluctuations in foreign currency exchange rates. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. The Company does not enter into complex derivative transactions to manage the treasury risks. Treasury derivative transactions are in the form of forward contracts and these are subject to the Company's guidelines and policies.

All derivative financial instruments are recognized as assets or liabilities on the balance sheet and measured at fair value, generally based on quotations obtained from banks. The accounting for changes in the fair value of a derivative instrument depends on the intended use of the derivative and the resulting designation. The fair values of all derivatives are separately recorded in the balance sheet within current assets and liabilities.

The Company uses derivative instruments as part of its management of exposures to fluctuations in foreign currency exchange rates. The use of derivatives can give rise to credit and market risk. The Company tries to control credit risk as far as possible by only entering into contracts with reputable banks and financial institutions. The use of derivative instruments is subject to limits, authorities and regular monitoring by appropriate levels of management. The limits, authorities and monitoring systems are periodically reviewed by management. The market risk on derivatives is mitigated by changes in the valuation of the underlying assets, liabilities or transactions, as derivatives are used only for risk management purposes.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

48 Financial Risk Management (Contd.)

The table below analyzes the derivative financial instruments into relevant maturity groupings based on the remaining maturity period.

Particulars	As at March 31, 2024	As at March 31, 2023
Less than 1 year		
Forward contract - to cover export receivables (Amount in USD Million)	0.69	0.29

Commodity Price Risk

The Company is affected by price volatility of its key raw materials and traded goods. Its operating activities requires a continuous supply of key material for manufacturing products. The Company's procurement department continuously monitor the fluctuation in price and take necessary action to minimize its price risk exposure.

Interest rate Risk

The Company is debt-free and the exposure to interest rate risk from the perspective of Financial Liabilities is negligible. Further, treasury activities, focused on managing investments in debt instruments, are centralised and administered under a set of approved policies and procedures guided by the tenets of safety, liquidity and returns. This ensures that investments are only made within acceptable risk parameters after due evaluation.

Price Risk

The Company's businesses are subject to certain risks and uncertainties including financial risks. Company has invested in bonds, debentures and mutual funds. To manage its price risk arising from investments, the Company diversifies its portfolio. The investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments.

b) Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to INR 5,647.75 Million and INR 4,728.40 Million as at March 31, 2024 and March 31, 2023 respectively. Trade receivable includes both secured and unsecured receivables and are derived from revenue earned from domestic and overseas customers. Credit risk has always been managed by the Company through taking security deposits and bank guarantees from customers, credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business. An impairment analysis is performed at each reporting date on an individual basis based on historical data of credit losses.

Credit risk on cash and cash equivalents including other bank balances, investment in mutual funds and debt securities is limited as the Company generally invest in deposits with banks, financial institutions and counterparties with high credit ratings assigned by international and domestic credit rating agencies.

For ageing analysis of the trade receivables, refer Note 12.

Credit risk exposure

The allowance for lifetime expected credit loss on customer balances amounts to INR 34.19 million and INR 32.58 million as at year ended March 31, 2024 and March 31, 2023 respectively.

c) Liquidity Risk

The Company's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations as well as investment in mutual funds, fixed deposits, bonds and debentures. The Company believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

48 Financial Risk Management (Contd.)

The table below provides details regarding the contractual maturities of significant financial liabilities.

Particulars	Contractual Cash Flows		Carrying Amount	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Less than 1 year				
Trade payables	880.43	845.01	880.43	845.01
Lease Liabilities	1,517.38	1,173.17	1,177.70	967.20
Other financial liabilities	128.83	207.58	288.76	362.84
	2,526.64	**2,225.76**	**2,346.89**	**2,175.05**
Between 2 to 3 year				
Lease Liabilities	2,521.93	1,568.88	2,132.85	1,357.31
Other financial liabilities	226.54	172.95	191.91	143.40
	2,748.47	**1,741.83**	**2,324.76**	**1,500.71**
More than 3 year				
Lease Liabilities	1,210.35	638.25	1,133.64	601.00
Other financial liabilities	1,868.28	1,598.83	1,033.46	920.78
	3,078.63	**2,237.08**	**2,167.10**	**1,521.78**
Total	**8,353.74**	**6,204.67**	**6,838.75**	**5,197.54**

49 Capital Management

The Company's capital management is driven by its policy to maintain a sound capital base to support the continued development of its business. The Board of Directors seeks to maintain a prudent balance between different components of the Company's capital. The Company monitors capital using a gearing ratio, which is net debt divided by total capital. Net debt is defined as current and non- current borrowings less cash and cash equivalents and current investments. Excess cash and bank balance has been invested by the Company in fixed deposits, bonds, debentures and mutual funds.

Particulars	As at March 31, 2024	As at March 31, 2023
Share capital	242.87	242.78
Other equity	15,731.61	13,707.69
Equity (A)	**15,974.48**	**13,950.47**
Cash and cash equivalents	215.77	79.07
Current investments	5,827.84	6,032.09
Other bank balances	0.13	2.61
Total fund (B)	**6,043.74**	**6,113.77**
Lease Liabilities (F)	4,444.19	2,925.51
Total debt (C)	**4,444.19**	**2,925.51**
Net debt (D=(C-B))	**(1,599.55)**	**(3,188.26)**
Total capital (equity + net debt)	**14,374.93**	**10,762.21**
Net debt to equity ratio (E=D/A)	*	*
Net debt (excluding lease liabilities) [G=(D-F)]	**(6,043.74)**	**(6,113.77)**
Net debt to equity ratio (excluding lease liabilities)	*	*

* Net debt is negative and hence not applicable.

49.1 The Company is having cash credit facility and the same carries interest rate ranging from 8.00% to 9.75% p.a as on March 31, 2024 (March 31, 2023 from 8.00% to 8.20% p.a). Cash credit facility is unsecured. The facility is unutlised as on March 31, 2024 and March 31, 2023.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

50 Segment Reporting :

Based on the Company's operating structure and information provided to the Chief Operating Decision Maker (CODM) for his review of performance and allocation of resources, the company has only one reportable segment i.e. branded fashion apparel and assessories.

(i) The geographical information considered for disclosure are - India and Overseas

Particulars	Revenue from Operations	
	For the year ended March 31, 2024	For the year ended March 31, 2023
India	13,327.58	12,999.24
Overseas	321.30	260.40
Total	**13,648.88**	**13,259.64**

The following table shows the carrying amount of segment assets by geographical area to which these areas are attributable :

Particulars	Carrying amount of assets*	
	As at March 31,2024	As at March 31,2023
India	6,791.83	5,917.05
Overseas	-	-
Total	**6,791.83**	**5,917.05**

* Carrying amount of non current assets is excluding financial assets.

(ii) Disaggregated revenue information

For disaggregation of revenue, refer Note 30.1.

(iii) The Company is not reliant on revenue from transaction with any single customer and does not receive 10% or more of its revenue from transaction with any single customer.

51 Share based payments

The Company has an Employee Stock Option Scheme 2018 ("ESOP") as approved by the shareholders at their extra ordinary general meeting held on September 3, 2018. The ESOP scheme includes both tenure based and performance based stock options. The performance conditions attached to the option is measured by comparing Company's performance in terms of revenue and profit before tax over the performance period with budgeted revenue and budgeted profit before tax respectively as defined in the Scheme, and individual employee performance.

Vesting Conditions	Exercise Period	Tranches	Date of Grant	Numbers of options granted	Exercise Price per share
On continued employment with the Company and achievement of performance parameters over a period of 2 to 4 years from the date of grant.	10 years from the date of grant of stock options	Tranche 1	September 3, 2018	3,32,124	344
		Tranche 2	December 21, 2018	13,663	344
		Tranche 4	December 18, 2020	32,193	685
		Tranche 5	September 4, 2021	4,95,140	400
		Tranche 6	January 25, 2024	25,058	858

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

Movement of Options Granted

The movement of the options for the year is as given below:

Particulars	Tranche 1		Tranche 2		Tranche 4		Tranche 5		Tranche 6	
	Stock Options (Numbers)	Weighted Average exercise price (Price per option)	Stock Options (Numbers)	Weighted Average exercise price (Price per option)	Stock Options (Numbers)	Weighted Average exercise price (Price per option)	Stock Options (Numbers)	Weighted Average exercise price (Price per option)	Stock Options (Numbers)	Weighted Average exercise price (Price per option)
Options exercisable as at March 31, 2022	**1,16,437**	**172**	**9,292**	**172**	**56,064**	**343**	**4,57,896**	**400**	**-**	**-**
Options exercised during the year	(60,058)	172	(8,985)	172	(7,858)	343	-	-	-	-
Options lapsed during the year (Unvested)	(6,484)	172	(307)	172	(22,876)	343	(29,954)	400	-	-
Options exercisable as at March 31, 2023	**49,895**	**172**	**-**	**-**	**25,330**	**343**	**4,27,942**	**400**	**-**	**-**
Options granted during the year	-	-	-	-	-	-	-	-	25,058	858
Options exercised during the year	(20,024)	172	-	-	(5,680)	343	(64,169)	400	-	-
Options lapsed during the year (Unvested)	-	-	-	-	(8,093)	343	(25,428)	400	-	-
Options exercisable as at March 31, 2024	**29,871**	**172**	**-**	**-**	**11,557**	**343**	**3,38,345**	**400**	**25,058**	**858**

The weighted-average share price at the date of exercise for share options exercised in year ended March 31, 2024 was INR 1,210.43 (March 31, 2023: INR 1,342.78). The weighted-average remaining contractual life of outstanding options as at March 31, 2024 and March 31, 2023 is 7.34 year and 8.10 years.

51.1 There were 1,01,192 (post split) number of vested options as on March 31, 2024 (March 31, 2023 - 52,523 (post split) number of vested options). Also no vested options lapsed at the end of each reporting date.

51.2 There were no options forfeited in any of the reporting period.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

51 Share based payments (Contd.)

Fair Valuation:

The fair valuation of options was carried out by an independent valuer using Black Scholes Model. The various inputs and assumptions considered in the pricing model at grant date for the stock options granted under ESOP Scheme 2018 are as under.

Particulars	Tranche 1 & 2	Tranche 4	Tranche 5*	Tranche 6*
Risk Free interest rate (%)	7.95	6.18	6.18	7.17
Option Life (Years)	7	7	7	7
Expected Volatility (%)	37	43	43	43
Fair value (in Rs. per option)	190.00	660.00	310.50	630.00
Share price at options grant date (in Rs. per share)	344.97	1,008.80	504.40	1,125.05
Expected annual dividend (%)	-	-	-	1.40

* During the financial year 21-22, pursuant to a resolution passed by the Board of Directors and a resolution passed by the Company's equity shareholders in the Extra-ordinary General Meeting held on July 16, 2021, the Company had split face value of its equity shares from INR 2 per equity share to INR 1 per equity share. The details mentioned in above table for Tranch 5 & Tranch 6 is post split.

Effect of the above employee share-based payment plan on the statement of profit and loss and on its financial position:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Employee Compensation Cost pertaining to share-based payment plans (in INR Million)	30.66	42.87

52 Ratio Analysis and its elements

Ratio

Particulars	March 31, 2024	March 31, 2023	% change from March 31, 2023 to March 31, 2024
Current ratio	3.68	3.33	10.51%
Debt- Equity Ratio[1]	0.28	0.21	33.33%
Debt Service Coverage ratio	4.04	5.15	(21.55%)
Return on Equity	27.71%	34.12%	(18.79%)
Inventory Turnover ratio	8.76	8.43	3.91%
Trade Receivable Turnover Ratio	2.63	3.06	(14.05%)
Trade Payable Turnover Ratio	7.14	8.53	(16.30%)
Net Capital Turnover Ratio	1.37	1.44	(4.86%)
Net Profit ratio	30.37%	31.89%	(4.77%)
Return on Capital Employed	40.32%	47.38%	(14.90%)
Return on Investment[3]	6.15%	4.24%	45.05%

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

52 Ratio Analysis and its elements (Contd.)

Elements of Ratio

Ratios	Numerator	Denominator	March 31, 2024		March 31, 2023	
			Numerator	Denominator	Numerator	Denominator
Current Ratio	Current Assets	Current Liabilities	13,667.27	3,710.50	13,174.77	3,961.98
Debt- Equity Ratio	Debt (Borrowing + Lease liabilities)	Total Equity	4,444.19	15,974.48	2,925.51	13,950.47
Debt Service Coverage ratio	Earnings for Debt Service (Profit for the year + Finance cost + Depreciation - Profit on sale of property, plant and equipment - Liabilities/provisions no longer required written back -Gain on termination of lease arrangements - Other miscellaneous income + Loss allowances on financial assets + Bad debts/ advances written off)	Debt Service (Interest & Lease Payments + Principal Re-payments)	5,869.96	1,453.46	5,483.39	1,064.92
Return on Equity ratio	Profit for the year	Average Shareholder's Equity	4,145.74	14,962.48	4,228.91	12,395.89
Inventory Turnover ratio	Revenue from operations	Average Inventory	13,648.88	1,558.08	13,259.64	1,573.63
Trade Receivable Turnover Ratio	Revenue from operations	Average Trade Receivable	13,648.88	5,188.08	13,259.64	4,338.20
Trade Payable Turnover Ratio	Purchases during the year of raw materials, accessories and stock in trade + other expenses	Average Trade Payable	6,157.70	862.72	6,519.23	764.43
Net Capital Turnover Ratio	Revenue from operations	Working Capital *	13,648.88	9,956.77	13,259.64	9,212.79
Net Proft ratio	Profit for the year	Revenue from operations	4,145.74	13,648.88	4,228.91	13,259.64
Return on Capital Employed	Earnings before interest and taxes (Profit Before Tax + Finance Cost)	Capital Employed [Tangible Net Worth + Total Debt (Borrowing + Lease liabilities) + Deferred Tax Liability]	5,928.82	14,703.72	5,973.83	12,607.28
Return on Investment	Interest Income on fixed deposits, bonds and debentures + Profit on sale of investments + Gain on fair valuation of investments carried at FVTPL + Changes in fair valuation of investments carried at FVTOCI	Current investments + Non current Investments + Other bank balances	588.58	9,577.35	335.88	7,929.29

* Working capital has been calculated as current assets minus current liabilities.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

52 Ratio Analysis and its elements (Contd.)

52.1 Ratios without considering lease liabilities as debt

Ratio

Particulars	March 31, 2024	March 31, 2023	% change from March 31, 2023 to March 31, 2024
Debt- Equity Ratio	-	-	Not Applicable
Debt Service Coverage ratio[2]	3,225.25	1,636.83	97.04%
Return on Capital Employed	54.52%	59.36%	(6.78%)

Reasons for variance of more than 25% in above ratios

1) Increase in debt equity ratio is due to increase in lease liabilities on account of new store opening and lease renewals during the year.

2) Increase in debt service coverage ratio is due to increase in earnings on debt service and lower interest paid (other than interest on lease liabilities).

3) Increase in return on investment ratio is due to increase in investment income on account of higher interest yields and average investment.

Elements of Ratio

Ratios	Numerator	Denominator	March 31, 2024		March 31, 2023	
			Numerator	Denominator	Numerator	Denominator
Debt-Equity Ratio	Debt (Borrowing)	Total Equity	-	15,974.48	-	13,950.47
Debt Service Coverage ratio	Earnings for Debt Service (Profit for the year + Finance cost + Depreciation - Profit on sale of property, plant and equipment - Liabilities/ provisions no longer required written back - Gain on termination of lease arrangements-Other miscellaneous income+Loss allowances on financial assets+Bad debts/advances written off)	Debt Service (Interest paid other than interest on lease liabilities)	5,869.96	1.82	5,483.39	3.35
Return on Capital Employed	Earnings before interest and taxes (Profit Before Tax + Finance cost - Interest on lease liabilities)	Capital Employed [Tangible Net Worth + Total Debt (Borrowing) + Deferred Tax Liability]	5,593.69	10,259.53	5,747.04	9,681.77

53 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Company (Ultimate Beneficiaries). The Company has not received any fund from any party(s) (Funding Party) with the understanding that the Company shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

54 Critical estimates and judgements in applying accounting policies

The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Information about estimates and judgements made in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

i) Revenue Recognition

Management applies following criteria to determine the point of revenue recognition:

(a) The Company has a present right to payment for the product if a Customer/ Franchisee is presently obliged to pay for an product in accordance with the terms of the agreement.

(b) The Customer/ Franchisee has legal title to the product

(c) The Company has transferred physical possession of the product

(d) The Customer/ Franchisee has the significant risks and rewards of ownership of the product

(e) The Customer/ Franchisee has accepted the product

Based on the evaluation of the aforementioned criteria, the Company recognises revenue when the good are delivered to the Customer/ Franchisee.

The Company updates its assessment of expected returns based on the best estimates and judgements and the refund liabilities are adjusted accordingly. Estimates of expected returns are sensitive to changes in circumstances & judgements and the Company's past experience regarding returns may not be representative of customers' actual returns in the future. As at March 31, 2024, the amount recognised as refund liabilities for the expected returns is INR 1,083.20 Million and corresponding right of return asset is INR 358.91 Million (March 31, 2023: expected returns was INR 1,070.49 Million and corresponding right of return asset is INR 364.45 Million).

ii) Property, plant and equipment and useful life of property, plant and equipment and intangible assets

The carrying value of property, plant and equipment and intangible assets (excluding brand & goodwill) is arrived at by depreciating the assets over the useful life of assets. The estimate of useful life is reviewed at the end of each financial year and changes are accounted for prospectively.

iii) Impairment of non-financial assets (including intangible assets)

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to the goodwill and brand.

iv) Estimation of provisions and contingencies

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS. A provision is recognized if, as a result of a past event, the Company has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Where the effect of time value of money is material, provisions are determined by discounting the expected future cash flows.

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Company. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Company is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

54 Critical estimates and judgements in applying accounting policies (Contd.)

v) Defined benefit plan

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality table. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. (Refer Note 42)

vi) Leases

The Company determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Company has several lease contracts that include extension and termination options. The Company applies judgement in evaluating whether it is reasonably certain to exercise the option to renew or terminate the lease. It considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Company reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

vii) Share-based payment

The Company uses the most appropriate valuation model depending on the terms and conditions of the grant, including the expected life of the share option and volatility. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 51.

viii) Fair Value Measurements

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

ix) Recoverability of Deferred Tax Assets

Deferred tax assets are recognised for unused tax losses including capital losses to the extent it is probable that taxable future profit/capital gains will be available against which applicable losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Deferred tax assets on Long term capital loss have not been recognised in the absence of certainity of availability of adequate future long term capital gains for set off. Further details on taxes are disclosed in Note 22.

55 The Company has one wholly owned subsidiary i.e. Manyavar Creations Private Limited (principal place of business is in India) which is accounted at cost in these standalone financial statements of the Company.

56 The Board of Directors of the Company at it's meeting held on January 25, 2024 approved a scheme of amalgamation of Manyavar Creations Private Limited ("the Transferor Company), a wholly owned subsidiary, with the Company ("the Transferee Company"). The Company is in the process of obtaining necessary approvals for amalgamation from relevant regulatory authority.

Notes to the Standalone Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

57 Subsequent event

There are no material non-adjusting events after the reporting period till the date of issue of these financial statements (i.e. April 30, 2024) which require disclosure in standalone financial statement.

In terms of our report attached of the even date

For B S R & Co. LLP
Chartered Accountants
ICAI Firm registration number: 101248W/W-100022

Seema Mohnot
Partner
Membership No. 060715

Place: Kolkata
Date: April 30, 2024

Vedant Fashions Limited
For and on behalf of the Board of Directors

Ravi Modi
Chairman and Managing Director
DIN : 00361853

Shilpi Modi
Wholetime Director
DIN : 00361954

Rahul Murarka
Chief Financial Officer

Navin Pareek
Company Secretary
ICSI Membership No. F10672

Consolidated Financial Statements

Independent Auditor's Report

To
The Members of **Vedant Fashions Limited**

Report on the Audit of the Consolidated Financial Statements

Opinion

We have audited the consolidated financial statements of Vedant Fashions Limited (hereinafter referred to as the "Holding Company") and its subsidiary (Holding Company and its subsidiary together referred to as "the Group"), which comprise the consolidated balance sheet as at 31 March 2024, and the consolidated statement of profit and loss (including other comprehensive income), consolidated statement of changes in equity and consolidated statement of cash flows for the year then ended, and notes to the consolidated financial statements, including material accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Companies Act, 2013 ("Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March 2024, of its consolidated profit and other comprehensive income, consolidated changes in equity and consolidated cash flows for the year then ended.

Basis for Opinion

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under Section 143(10) of the Act. Our responsibilities under those SAs are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Group in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in terms of the Code of Ethics issued by the Institute of Chartered Accountants of India and the relevant provisions of the Act, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the consolidated financial statements.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements of the current period. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

Revenue recognition

See Note 31 and Note 56(i) to consolidated financial statements

The key audit matter	How our audit address the key audit matter
Revenue is recognised when the Group satisfies performance obligations under the terms of contract with customers by transferring control of the products being sold to customers. The terms of contracts with customers, including the timing of transfer of control and nature of revenue arrangements creates complexities which requires judgement in determining revenues. The refund liability is estimated considering historical trend of actual returns and expected period over which such products could be returned which is inherently complex and judgemental. Accordingly, we have identified revenue recognition as a key audit matter.	Our audit procedures included the following: • Evaluated design and implementation and tested operating effectiveness of the Group's key controls over recording of revenue, revenue cut-off and accrual of refund liability. • Performed substantive testing (including year-end cut off testing). We selected samples of revenue transactions recorded during the year and verified the underlying sales invoices and shipping documents to evidence the transfer of control. • Performed procedures to test actual sales returns recorded during the year on a test basis and verified the relevant source documents. • Performed a retrospective analysis of the Group's estimate of refund liabilities.

Goodwill and Brand: Impairment Assessment

See Note 5(2) to consolidated financial statements

key audit matter	How our audit address the key audit matter
The Holding Company tests goodwill and brand for impairment annually or more frequently when there is an indication of impairment of the cash generating unit to which goodwill has been allocated. The annual impairment testing of these intangible assets involves significant estimates and judgement due to the inherent uncertainty involved in forecasting and discounting future cash flows. Accordingly, impairment assessment of intangible assets is considered to be a key audit matter.	Our audit procedures included the following: • Evaluated design and implementation and tested operating effectiveness of controls over the Holding Company's process of impairment assessment. • Assessed the valuation methodology used and challenged the assumptions used, in particular, those relating to forecast revenue growth and earnings and discount rate with the assistance of our valuation specialists. • Performed retrospective analysis of financial projections prepared by the Holding Company by comparing projections for previous financial years with actuals. • Performed sensitivity analysis of key assumptions. • Evaluated the adequacy of disclosures in respect of impairment evaluation of intangible assets in the consolidated financial statements.

Other Information

The Holding Company's Management and Board of Directors are responsible for the other information. The other information comprises the information included in the Holding Company's annual report, but does not include the financial statements and auditor's reports thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Management's and Board of Directors' Responsibilities for the Consolidated Financial Statements

The Holding Company's Management and Board of Directors are responsible for the preparation and presentation of these consolidated financial statements in term of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated profit/ loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under Section 133 of the Act. The respective Management and Board of Directors of the company included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of each company and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective Management and Board of Directors of the companies included in the Group are responsible for assessing the ability of each company to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the respective Board of Directors either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the companies included in the Group are responsible for overseeing the financial reporting process of each company.

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

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements.

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

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under Section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by the Management and Board of Directors.
- Conclude on the appropriateness of the Management and Board of Directors use of the going concern basis of accounting in preparation of consolidated financial statements and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the appropriateness of this assumption. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Group to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance of the Holding Company and such other entity included in the consolidated financial statements of which we are the independent auditors regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

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

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

Report on Other Legal and Regulatory Requirements

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

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

a. We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.

b. In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors except for the matters stated in the paragraph 2B(f) below on reporting under Rule 11(g) of the Companies (Audit and Auditors) Rules, 2014.

c. The consolidated balance sheet, the consolidated statement of profit and loss (including other comprehensive income), the consolidated statement of changes in equity and the consolidated statement of cash flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d. In our opinion, the aforesaid consolidated financial statements comply with the Ind AS specified under Section 133 of the Act.

e. On the basis of the written representations received from the directors of the Holding Company as on 31 March 2024 and 01 April 2024 taken on record by the Board of Directors of the Holding Company and its subsidiary company incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on 31 March 2024 from being appointed as a director in terms of Section 164(2) of the Act.

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

g. With respect to the adequacy of the internal financial controls with reference to financial statements of the Holding Company and its subsidiary company incorporated in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

B. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

a. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2024 on the consolidated financial position of the Group. Refer Note 44 to the consolidated financial statements.

b. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts during the year ended 31 March 2024.

c. There are no amounts which are required to be transferred to the Investor Education and Protection Fund by the Holding Company or its subsidiary company incorporated in India during the year ended 31 March 2024.

d (i) The management of the Holding Company and its subsidiary company incorporated in India whose financial statements have been audited under the Act has represented that, to the best of their knowledge and belief, as disclosed in the Note 55 to the consolidated financial statements, no funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Holding Company and subsidiary company to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries"), with the understanding, whether recorded in writing or otherwise, 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 Holding Company and subsidiary company ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(ii) The management of the Holding Company and its subsidiary company incorporated in India whose financial statements have been audited under the Act has represented that, to the best of their knowledge and belief, as disclosed in the Note 55 to the consolidated financial statements, no funds have been received by the Holding Company and subsidiary company from any person(s) or entity(ies), including foreign entities ("Funding Parties"), with the understanding, whether recorded in writing or otherwise, that the Holding Company and subsidiary company shall directly or indirectly, lend or invest in other persons or entities identified in any manner whatsoever by or on behalf of the Funding Parties ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

(iii) Based on the audit procedures performed that have been considered reasonable and appropriate in the circumstances, nothing has come to our notice that has caused us to believe that the representations under sub-clause (i) and (ii) of Rule 11(e), as provided under (i) and (ii) above, contain any material misstatement.

e. The final dividend paid by the Holding Company during the year, in respect of the same declared for the previous year, is in accordance with Section 123 of the Act to the extent it applies to payment of dividend.

As stated in Note 18 to the consolidated financial statements, the Board of Directors of the Holding Company has proposed final dividend for the year which is subject to the approval of the members at the ensuing Annual General Meeting. The dividend declared is in accordance with Section 123 of the Act to the extent it applies to declaration of dividend.

f. Based on our examination which included test checks, the Holding Company and its subsidiary has used an accounting software for maintaining its books of account which has a feature of recording audit trail (edit log) facility except that the audit trail feature was not enabled for few modules for the period 1 April 2023 to 24 September 2023.

   Further, for the period where audit trail (edit log) facility was enabled the audit trail facility has been operating throughout the period for all relevant transactions recorded in the accounting software. Due to absence of relevant evidence, we are unable to comment whether there were any instances of the Audit trail feature been tampered at log storage level during the audit period.

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

   In our opinion and according to the information and explanations given to us, the remuneration paid during the current year by the Holding Company to its directors is in accordance with the provisions of Section 197 of the Act. The remuneration paid to any director by the Holding Company is not in excess of the limit laid down under Section 197 of the Act. No remuneration has been paid by the subsidiary company to any of its directors. The Ministry of Corporate Affairs has not prescribed other details under Section 197(16) of the Act which are required to be commented upon by us.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Seema Mohnot
Partner
Membership No.: 060715
ICAI UDIN:24060715BKFMHN2018

Place: Kolkata
Date: 30 April 2024

Annexure A to the Independent Auditor's Report on the Consolidated Financial Statements of Vedant Fashions Limited for the year ended 31 March 2024

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

(xxi) In our opinion and according to the information and explanations given to us, there are no qualifications or adverse remarks by the respective auditors in the Companies (Auditor's Report) Order, 2020 reports of the companies incorporated in India and included in the consolidated financial statements.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Seema Mohnot
Partner
Membership No.: 060715
ICAI UDIN:24060715BKFMHN2018

Place: Kolkata
Date: 30 April 2024

Annexure B to the Independent Auditor's Report on the consolidated financial statements of Vedant Fashions Limited for the year ended 31 March 2024

Report on the internal financial controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-section 3 of Section 143 of the Act

(Referred to in paragraph 2(A)(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of Vedant Fashions Limited (hereinafter referred to as "the Holding Company") as of and for the year ended 31 March 2024, we have audited the internal financial controls with reference to financial statements of the Holding Company and such company incorporated in India under the Act which is its subsidiary company, as of that date.

In our opinion, the Holding Company and such company incorporated in India which is its subsidiary company, have, in all material respects, adequate internal financial controls with reference to financial statements and such internal financial controls were operating effectively as at 31 March 2024, based on the internal financial controls with reference to financial statements criteria established by such Companies considering the essential components of such internal controls stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's and Board of Directors' Responsibilities for Internal Financial Controls

The respective Company's Management and the Board of Directors are responsible for establishing and maintaining internal financial controls based on the internal financial controls with reference to financial statements criteria established by the respective Company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the respective Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Act.

Auditor's Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to financial statements were established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to financial statements and their operating effectiveness. Our audit of internal financial controls with reference to financial statements included obtaining an understanding of internal financial controls with reference to financial statements, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the internal financial controls with reference to financial statements.

Meaning of Internal Financial Controls with Reference to Financial Statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with Reference to Financial Statements

Because of the inherent limitations of internal financial controls with reference to financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial controls with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For B S R & Co. LLP
Chartered Accountants
Firm's Registration No.:101248W/W-100022

Seema Mohnot
Partner
Membership No.: 060715
ICAI UDIN:24060715BKFMHN2018

Place: Kolkata
Date: 30 April 2024

Consolidated Balance Sheet as at March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

Particulars	Notes	As at March 31, 2024	As at March 31, 2023
ASSETS			
Non-current assets			
(a) Property, plant and equipment	4	697.58	713.62
(b) Right of use assets	4	4,267.10	2,790.55
(c) Capital work in progress	4	-	20.22
(d) Goodwill	5	157.11	157.11
(e) Other intangible assets	5	1,512.45	1,543.14
(f) Intangible assets under development	5	0.62	1.68
(g) Financial assets			
(i) Investments	6	3,549.28	1,694.49
(ii) Other financial assets	7	818.09	629.24
(h) Deferred tax assets (net)	8	4.49	7.42
(i) Non- current tax assets (net)	10	60.30	57.55
(j) Other non-current assets	9	102.97	667.32
Total non-current assets		**11,169.99**	**8,282.34**
Current assets			
(a) Inventories	11	1,386.30	1,736.46
(b) Financial assets			
(i) Investments	12	6,042.93	6,176.85
(ii) Trade receivables	13	5,645.21	4,734.43
(iii) Cash and cash equivalents	14	216.97	97.45
(iv) Bank Balances other than (iii) above	15	0.13	2.61
(v) Other financial assets	16	118.62	167.07
(c) Other current assets	17	507.41	462.95
Total current assets		**13,917.57**	**13,377.82**
Total assets		**25,087.56**	**21,660.16**
EQUITY AND LIABILITIES			
Equity			
(a) Equity share capital	18	242.87	242.78
(b) Other equity	19	15,775.93	13,756.02
Total Equity		**16,018.80**	**13,998.80**
Liabilities			
Non-current Liabilities			
(a) Financial liabilities			
(i) Lease liabilities	20	3,266.49	1,958.31
(ii) Deposits	21	1,225.37	1,064.18
(b) Provisions	22	45.73	35.19
(c) Deferred tax liabilities (net)	23	218.88	197.31
(d) Other non-current liabilities	24	583.78	439.71
Total non-current liabilities		**5,340.25**	**3,694.70**
Current Liabilities			
(a) Financial liabilities			
(i) Lease liabilities	25	1,177.70	975.50
(ii) Trade payables			
- total outstanding dues of micro enterprises and small enterprises	26	307.05	196.84
- total outstanding dues of creditors other than micro enterprises and small enterprises	26	583.74	661.98
(iii) Other financial liabilities	27	289.06	367.02
(b) Other current liabilities	28	1,304.06	1,719.63
(c) Provisions	29	3.42	2.47
(d) Current tax liabilities (net)	30	63.48	43.22
Total current liabilities		**3,728.51**	**3,966.66**
Total liabilities		**9,068.76**	**7,661.36**
Total equity and liabilities		**25,087.56**	**21,660.16**
Summary of Material Accounting Policies	3		

The accompanying notes are an integral part of the Consolidated financial statements
In terms of our report attached of the even date

For B S R & Co. LLP
Chartered Accountants
ICAI Firm registration number: 101248W/W-100022

Vedant Fashions Limited
For and on behalf of the Board of Directors

Seema Mohnot
Partner
Membership No. 060715

Ravi Modi
Chairman and Managing Director
DIN : 00361853

Shilpi Modi
Wholetime Director
DIN : 00361954

Place: Kolkata
Date: April 30, 2024

Rahul Murarka
Chief Financial Officer

Navin Pareek
Company Secretary
ICSI Membership No. F10672

Consolidated Statement of Profit and Loss for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

Particulars		Notes	For the year ended March 31, 2024	For the year ended March 31, 2023
Income:				
I	Revenue from operations	31	13,675.32	13,549.30
II	Other income	32	696.71	402.41
III	**Total income (I + II)**		**14,372.03**	**13,951.71**
IV	**Expenses:**			
	Cost of materials consumed			
	- Raw materials	33A	1,292.09	1,436.47
	- Accessories & packing materials	33B	156.97	190.54
	Purchases of stock-in-trade	34	2,057.12	2,280.96
	Changes in inventories of finished goods, stock-in-trade and work-in-progress	35	285.95	(388.61)
	Employee benefits expense	36	567.78	566.30
	Finance costs	37	445.00	314.64
	Depreciation and amortisation expense	38	1,348.54	1,037.85
	Other expenses	39	2,734.52	2,755.17
	Total expenses (IV)		**8,887.97**	**8,193.32**
V	**Profit before tax (III-IV)**		**5,484.06**	**5,758.39**
VI	**Tax expense:**			
	Current tax		1,318.40	1,444.69
	Deferred tax		23.94	22.62
	Total Tax expense		**1,342.34**	**1,467.31**
VII	**Profit for the year (V-VI)**		**4,141.72**	**4,291.08**
VIII	**Other comprehensive income/(loss)**			
(i)	**Item that will not be reclassified to profit or loss**			
	(a) Re-measurement gains/(losses) on defined benefit obligations	23.1	(5.16)	1.25
	(b) Income tax effect on above		1.29	(0.32)
(ii)	**Item that will be reclassified to profit or loss**			
	(a) Fair value changes in debt instruments through other comprehensive income	23.1	7.34	47.38
	(b) Income tax effect on above		(1.85)	(11.93)
	Other comprehensive income for the year, net of tax		**1.62**	**36.38**
IX	**Total comprehensive income for the year**		**4,143.34**	**4,327.46**
X	**Earnings per equity share (EPS) (face value of share of INR 1 each)**			
	Basic (in INR per share)	40	17.06	17.68
	Diluted (in INR per share)	40	17.04	17.68
	Summary of Material Accounting Policies	3		

The accompanying notes are an integral part of the Consolidated financial statements
In terms of our report attached of the even date

For B S R & Co. LLP
Chartered Accountants
ICAI Firm registration number: 101248W/W-100022

Vedant Fashions Limited
For and on behalf of the Board of Directors

Seema Mohnot
Partner
Membership No. 060715

Ravi Modi
Chairman and Managing Director
DIN : 00361853

Shilpi Modi
Wholetime Director
DIN : 00361954

Place: Kolkata
Date: April 30, 2024

Rahul Murarka
Chief Financial Officer

Navin Pareek
Company Secretary
ICSI Membership No. F10672

Consolidated Statement of Cash Flows for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

Particulars		For the Year Ended	
		March 31, 2024	March 31, 2023
A. Cash Flows from Operating Activities			
Profit before tax		**5,484.06**	**5,758.39**
Adjustments for :			
- Depreciation and amortisation expenses		1,348.54	1,037.85
- Profit on sale of property, plant and equipment (net)		(0.35)	(30.55)
- Interest income		(135.43)	(88.62)
- Profit on sale of investments (net)		(181.93)	(59.10)
- Gain on fair valuation of investments carried at FVTPL		(316.90)	(180.15)
- Loss allowances on financial assets		7.61	16.29
- Bad debts/advances written off		1.62	2.24
- Liabilities/provisions no longer required written back		(25.67)	(16.05)
- Unrealised net gain on foreign currency transactions and translations		(0.26)	(0.05)
- Equity settled share-based payments		30.66	-
- Gain on termination of lease arrangements		(7.55)	(15.69)
- Interest expense on lease liabilities		335.47	237.62
- Interest expense on others		2.27	-
- Interest expense on financial liabilities measured at amortised cost		107.26	77.02
- Other miscellaneous income		(19.76)	-
Operating profit before working capital changes		**6,629.64**	**6,739.20**
Movement in working capital:			
(Increase)/decrease in financial assets		(74.77)	3.92
Increase in other assets		(128.70)	(50.19)
Increase in trade receivables		(919.75)	(778.02)
Decrease/(Increase) in inventories		350.16	(306.46)
Increase in provisions		6.32	4.70
Increase in trade payables		57.63	111.96
Increase in other financial and non financial liabilities		211.16	444.96
Cash generated from operating activities		**6,131.69**	**6,170.07**
Income tax paid (net of refund)		(1,300.90)	(1,471.93)
Net cash generated from operating activities	(A)	**4,830.79**	**4,698.14**
B. Cash Flows from Investing Activities			
Acquisition of property, plant and equipments, capital work in progress and intangible assets (including capital advances)		(40.22)	(44.76)
Proceeds from sale of property, plant and equipments (including advance received) [Refer Note 9.1]		52.91	101.26
Interest received		38.10	115.97
Acquisition of investments		(18,051.99)	(19,620.55)
Proceeds from sale of investments		16,903.33	17,128.80
Proceeds from maturity of bank deposits		2.63	-
Net cash used in investing activities	(B)	**(1,095.24)**	**(2,319.28)**

Consolidated Statement of Cash Flows for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

Particulars		For the Year Ended	
		March 31, 2024	March 31, 2023
C. Cash Flows from Financing Activities			
Principal payment of lease liabilities		(1,124.82)	(877.58)
Interest paid on lease liabilities		(335.47)	(237.62)
Interest paid other than interest on lease liabilities		(1.82)	(3.35)
Proceeds from excercise of shares options		31.06	14.57
Dividend Paid		(2,184.98)	(1,213.52)
Net cash used in financing activities	(C)	**(3,616.03)**	**(2,317.50)**
Net Increase in Cash and Cash Equivalents (A+B+C)		119.52	61.36
Cash and Cash Equivalents at the beginning of the year		97.45	36.09
Cash and Cash Equivalents at the end of the year		**216.97**	**97.45**

Particulars	March 31, 2024	March 31, 2023
Components of Cash and Cash Equivalents (Refer Note 14)		
Balance with Banks	216.29	96.88
Cash on hand	0.68	0.57
Cash and Cash Equivalents as at the end of the year	**216.97**	**97.45**

Non-cash investing activities

Particulars	March 31, 2024	March 31, 2023
Acquisition of Right of use assets	2,705.77	1,159.88

The above consolidated statement of cash flows has been prepared under the 'Indirect method' as set out in Ind AS 7, "Statement of cash flow".

The accompanying notes are an integral part of the Consolidated financial statements
In terms of our report attached of the even date

For B S R & Co. LLP
Chartered Accountants
ICAI Firm registration number: 101248W/W-100022

Seema Mohnot
Partner
Membership No. 060715

Place: Kolkata
Date: April 30, 2024

Vedant Fashions Limited
For and on behalf of the Board of Directors

Ravi Modi
Chairman and Managing Director
DIN : 00361853

Shilpi Modi
Wholetime Director
DIN : 00361954

Rahul Murarka
Chief Financial Officer

Navin Pareek
Company Secretary
ICSI Membership No. F10672

Consolidated Statement of Changes in Equity for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

A Equity share capital

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
Equity shares outstanding at the beginning of the year	**24,27,79,990**	**242.78**	**24,27,03,089**	**242.70**
Changes in equity share capital during the year	89,873	0.09	76,901	0.08
Equity shares outstanding at the end of the year	**24,28,69,863**	**242.87**	**24,27,79,990**	**242.78**

B Other Equity

As at March 31, 2024

Particulars	Attributable to the equity shareholders					
	Reserves and Surplus					Total other equity
	Securities premium	Capital Reserves	Capital Redemption Reserve	Share options outstanding account	Retained earnings	
As at April 01, 2023	**95.71**	**7.62**	**8.02**	**76.64**	**13,568.03**	**13,756.02**
Total Comprehensive Income for the year ended March 31 , 2024						
Profit for the year	-	-	-	-	4,141.72	**4,141.72**
Other comprehensive income for the year, net of tax	-	-	-	-	1.62	**1.62**
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**4,143.34**	**4,143.34**
Contribution and distributions						
Dividend Paid to shareholders of the company	-	-	-	-	(2,185.06)	**(2,185.06)**
Share options exercised during the year	54.67	-	-	(23.70)	-	**30.97**
Equity settled share-based payments (Refer Note 52)	-	-	-	30.66	-	**30.66**
Total Contribution and distributions	**54.67**	**-**	**-**	**6.96**	**(2,185.06)**	**(2,123.43)**
As at March 31, 2024	**150.38**	**7.62**	**8.02**	**83.60**	**15,526.31**	**15,775.93**

As at March 31, 2023

Particulars	Attributable to the equity shareholders					
	Reserves and Surplus					Total other equity
	Securities premium	Capital Reserves	Capital Redemption Reserve	Share options outstanding account	Retained earnings	
As at April 01, 2022	**72.06**	**7.62**	**8.02**	**42.93**	**10,454.09**	**10,584.72**
Total Comprehensive Income for the year ended March 31 , 2023						
Profit for the year	-	-	-	-	4,291.08	**4,291.08**
Other comprehensive income for the year, net of tax	-	-	-	-	36.38	**36.38**
Total comprehensive income for the year	**-**	**-**	**-**	**-**	**4,327.46**	**4,327.46**

Consolidated Statement of Changes in Equity for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

As at March 31, 2023

Particulars	Attributable to the equity shareholders					
	Reserves and Surplus					Total other equity
	Securities premium	Capital Reserves	Capital Redemption Reserve	Share options outstanding account	Retained earnings	
Contribution and distributions						
Dividend Paid to shareholders of the company	-	-	-	-	(1,213.52)	**(1,213.52)**
Share options exercised during the year	23.65	-	-	(9.16)	-	**14.49**
Equity settled share-based payments (Refer Note 52)	-	-	-	42.87	-	**42.87**
Total Contribution and distributions	**23.65**	**-**	**-**	**33.71**	**(1,213.52)**	**(1,156.16)**
As at March 31, 2023	**95.71**	**7.62**	**8.02**	**76.64**	**13,568.03**	**13,756.02**

The accompanying notes are an integral part of the Consolidated financial statements
In terms of our report attached of the even date

For B S R & Co. LLP
Chartered Accountants
ICAI Firm registration number: 101248W/W-100022

Vedant Fashions Limited
For and on behalf of the Board of Directors

Seema Mohnot
Partner
Membership No. 060715

Ravi Modi
Chairman and Managing Director
DIN : 00361853

Shilpi Modi
Wholetime Director
DIN : 00361954

Place: Kolkata
Date: April 30, 2024

Rahul Murarka
Chief Financial Officer

Navin Pareek
Company Secretary
ICSI Membership No. F10672

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

1. GROUP OVERVIEW

The Consolidated Financial Statements comprise financial of statements of Vedant Fashions Limited (the Holding Company) and its subsidiary (collectively, the Group) for year ended March 31, 2024.

The Group is primarily engaged in manufacturing, trading and sale of readymade ethnic wear for men, women and kids primarily in India under the brand names Manyavar, Mohey, Mebaz, Twamev and Manthan. The Holding company is listed on National Stock Exchange and Bombay Stock Exchange.

Registered and corporate office of the Holding Company is located at Paridhan Garment Park, 19 Canal South Road, SDF-1, 4th floor, A501-502, Kolkata- 700015.

2. BASIS OF PREPARATION OF CONSOLIDATED FINANCIAL STATEMENTS

a. Basis of preparation

The Consolidated Financial Statements of the Group, have been prepared in accordance with requirements of Indian Accounting Standard, as prescribed under Section 133 of the Companies Act, 2013 ('Act') read with Companies (Indian Accounting Standards) Rules 2015, as amended, and other accounting principles generally accepted in India and presentation requirements of Division II of Schedule III of the Act (as amended).

These Consolidated Financial Statements are presented in Indian Rupees "INR" or "Rs" and all values are stated as INR Millions, unless indicated otherwise.

These notes provide a list of the significant accounting policies adopted in the preparation of these Consolidated Financial Statements. These policies have been consistently applied to all the years presented, unless otherwise stated.

The Consolidated Financial Statements were authorised for issue by the Group's Board of Director on 30 April 2024.

These Consolidated Financial Statements have been prepared under the historical cost convention on the accrual basis except the following assets and liabilities which have been measured at fair value as required by the relevant Indian Accounting Standards:

a) Certain financial assets and liabilities measured at fair value (refer accounting policies regarding financial instruments)

b) Defined employee benefit plans

b. Basis of fair value measurement

The Group measures financial instruments, such as, derivatives at fair value at each Balance Sheet date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- In the principal market for the asset or liability, or
- In the absence of a principal market, in the most advantageous market for the asset or liability

The principal or the most advantageous market must be accessible by the Group.

The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their best economic interest. A fair value measurement of a non-financial asset takes into account a market participant's ability to generate economic benefits by using the asset in its highest and best use or by selling it to another market participant that would use the asset in its highest and best use.

The Group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

All assets and liabilities for which fair value is measured or disclosed in the consolidated financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

Level 1 — Quoted (unadjusted) market prices in active markets and net asset value (NAV) for identical assets or liabilities.

Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable.

Level 3 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognised in the Consolidated Financial Statements on a recurring basis, the Group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting year.

At each reporting date, the Group analyses the movements in the values of assets and liabilities which are required to be remeasured or re-assessed as per the Group's accounting policies. For this analysis, the Group verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Group also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

This note summarises accounting policy for fair value. Other fair value related disclosures are given in the relevant notes.

- Critical estimates and judgements (Note 56)
- Quantitative disclosures of fair value measurement hierarchy (Note 48)
- Financial instruments (including those carried at amortised cost) (Note 47)

c. Functional and presentation currency

These Ind AS Consolidated Financial Statements are prepared in Indian Rupee Million and has been rounded to the nearest Million with two decimals unless otherwise indicated.

d. Recent Accounting Developments

Ministry of Corporate Affairs ("MCA") notifies new standard or amendments to the existing standards under Companies (Indian Accounting Standards) Rules as issued from time to time. For the year ended 31 March 2024, MCA has not notified any new standards or amendments to the existing standards applicable to the Company.

2.1 BASIS OF CONSOLIDATION

The Consolidated Financial Statements comprise the financial statements of the Group and its subsidiary as at March 31, 2024. Control is achieved when the Group is exposed, or has rights, to variable returns from its involvement with the investee and has the ability to affect those returns through its power over the investee. Specifically, the Group controls an investee if and only if the Group has:

- Power over the investee (i.e. existing rights that give it the current ability to direct the relevant activities of the investee)
- Exposure, or rights, to variable returns from its involvement with the investee, and
- The ability to use its power over the investee to affect its returns

The Group re-assesses whether or not it controls an investee if facts and circumstances indicate that there are changes to one or more of the three elements of control. Consolidation of a subsidiary begins when the Group obtains control over the subsidiary and ceases when the Group loses control of the subsidiary. Assets, liabilities, income and expenses of a subsidiary acquired or disposed of during the year are included in the Consolidated Financial Statements from the date the Group gains control until the date the Group ceases to control the subsidiary. The results of subsidiary acquired or disposed off during the year are included in the Consolidated Summary Statement of Profits and Losses from the effective date of acquisition or up to the effective date of disposal, as appropriate.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

Consolidated Financial Statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances. If a member of the Group uses accounting policies other than those adopted in the Consolidated Financial Statements for like transactions and events in similar circumstances, appropriate adjustments are made to that Group member's financial statements in preparing the Consolidated Financial Statements to ensure conformity with the Group's accounting policies.

Profit or loss and each component of Other Comprehensive Income (OCI) are attributed to the equity holders of the parent of the Group and to the non-controlling interests if any, even if this results in the non-controlling interests having a deficit balance. When necessary, adjustments are made to the Consolidated Financial Statements of subsidiary to bring their accounting policies into line with the Group's accounting policies. All intra-Group assets and liabilities, equity, income, expenses and cash flows relating to transactions between members of the Group are eliminated in full on consolidation.

There are no associates, joint ventures and joint operations in the Group.

3. SUMMARY OF MATERIAL ACCOUNTING POLICY INFORMATION

The Group has applied following accounting policies to all reporting years presented in these Ind AS Consolidated Financial Statements.

a) i) Revenue Recognition from contract with customer

Revenue from sale of goods is recognised when control of the products being sold is transferred to our customer and when there are no longer any unfulfilled obligations and that reflects the consideration to which the Group expect to be entitled to in exchange of products. The disclosures of significant accounting judgements, estimates and assumptions relating to revenue from contracts with customers are provided in Note 56.

The performance obligations in our contracts are fulfilled at the time of delivery or upon formal customer acceptance depending on customer terms where the Group acts as principal.

Revenue towards satisfaction of a performance obligation is measured at the amount of transaction price (net of variable consideration) allocated to that performance obligation. The transaction price of goods sold and services rendered is net of variable consideration on account of various discounts, margin, rate change etc offered by the Group as part of 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.

Contract balances

Trade receivables

A receivable represents the Group's right to an amount of consideration that is unconditional (i.e., only the passage of time is required before payment of the consideration is due). Refer to accounting policies of financial assets in Section (e) - Financial instruments.

Contract liabilities

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.

Assets and liabilities arising from rights of return

Refund liabilities

The amount of revenue recognised is adjusted for expected returns, which are estimated based on the historical data. In these circumstances, a refund liability and a right to recover returned goods asset are recognised. The Group updates its estimates of refund liabilities at the end of each reporting year.

Corresponding Right of return asset represents the Group's right to recover the goods expected to be returned by customers. The asset is measured at the former carrying amount of the inventory and a corresponding adjustment

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

is made in cost of sales. The Group updates the measurement of the asset recorded for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products.

ii) Export benefits

Export benefits are accounted on recognition of export sales where there is reasonable assurance that the benefits will be received, and all attached conditions will be complied with. It is recognized as other operating revenue.

iii) Interest Income

Interest income is recognized using the effective interest rate method. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset to the gross carrying amount of a financial asset. When calculating the effective interest rate, the Group estimates the expected cash flows by considering all the contractual terms of the financial instrument (for example, prepayment, extension, call and similar options) but does not consider the expected credit losses.

However, for financial assets that have become credit-impaired subsequent to initial recognition, interest income is calculated by applying the effective interest rate to the amortised cost of the financial asset. If the asset is no longer credit-impaired, then the calculation of interest income reverts to the gross basis.

b) Property, Plant and Equipment

(i) Property, plant and equipment

The cost of an item of property, plant and equipment shall be recognised as an asset if, and only if it is probable that future economic benefits associated with the item will flow to the Group and the cost of the item can be measured reliably.

The initial cost of property, plant and equipment comprises its purchase price, including import duties and non-refundable purchase taxes, attributable borrowing cost and any other directly attributable costs of bringing an asset to working condition and location for its intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets. It also includes the present value of the expected cost for the decommissioning and removing of an asset and restoring the site after its use, if the recognition criteria for a provision are met.

Expenditure incurred after the property, plant and equipment have been put into operation, such as repairs and maintenance, are normally charged to the Consolidated Statement of Profit and Loss in the year in which the costs are incurred. Major inspection and overhaul expenditure is capitalised if the recognition criteria are met.

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 net within other income/other expenses in Consolidated Statement of profit and loss.

An item of property, plant and equipment and any significant part initially recognized is derecognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included Consolidated Statement of Profit and Loss, when the asset is derecognized.

The residual values, useful lives and methods of depreciation of property, plant and equipment are reviewed at each financial year end and adjusted prospectively, if appropriate.

(ii) Capital work in progress

Assets in the course of construction are capitalised in capital work in progress account. At the point when an asset is capable of operating in the manner intended by management, the cost of construction is transferred to the appropriate category of property, plant and equipment. Costs associated with the commissioning of an asset are capitalised when the asset is available for use but incapable of operating at normal levels until the period of commissioning has been completed. Capital work in progress is stated at cost, net of accumulated impairment loss, if any.

(iii) Depreciation

Assets in the course of development or construction and freehold land are not depreciated. These assets are tested for impairment.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

Other property, plant and equipment are stated at cost less accumulated depreciation and accumulated impairment loss, if any.

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).

Depreciation is provided on written down value method over the estimated useful lives of the assets and are in line with the requirements of Part C of Schedule II of the Companies Act, 2013 except certain items of furniture as detailed in next paragraph.

Depreciation is calculated on the depreciable amount, which is the cost of an asset less its residual value. Depreciation is provided at rates calculated to write off the cost, less estimated residual value, of each asset on a written down value basis over its expected useful lives. The estimated useful lives are as follows:

Buildings	30-60 years
Computers	3 years
Computers - Servers	6 years
Plant and equipment	15 years
Furniture and fixtures	5-10 years
Vehicles	8 years
Office equipment	5 years

The Group, based on technical assessment and management estimate, depreciates certain items of furniture over 5 years. These estimated useful life is different from the useful life prescribed in Schedule II to the Companies Act, 2013.The management believes that these estimated useful lives are realistic and reflect fair approximation of the period over which the assets are likely to be used.

Depreciation methods, useful lives and residual values are reviewed at each financial year end and changes in estimates, if any, are accounted for prospectively, if appropriate.

(iv) Subsequent expenditure

Subsequent expenditure is capitalised only if it is probable that the future economic benefits associated with the expenditure will flow to the Group and the cost of the item can be measured reliably.

c) Intangible assets and intangible assets under development

Intangible assets acquired on a consolidated basis are measured on initial recognition at cost. The cost comprises purchase price, borrowing costs, and any cost directly attributable to bringing the asset to its working condition for the intended use and net charges on foreign exchange contracts and adjustments arising from exchange rate variations attributable to the intangible assets.

Following initial recognition, intangible assets are carried at cost less any accumulated amortisation and accumulated impairment losses. Intangible assets acquired in a business combination is valued at fair value at the date of acquisition. The useful lives of intangible assets are assessed as either finite or indefinite.

Intangible assets with finite economic useful life are amortised on a written down value basis over those useful life and tested for impairment whenever there is an indication of impairment. The amortisation period and the amortisation method for an intangible asset are reviewed at least at the end of each reporting year. Changes in the expected useful life or the expected pattern of consumption of future economic benefits embodied in the asset are considered to modify the amortisation period or method, as appropriate, and are treated as changes in accounting estimates. The amortisation expense on intangible assets is recognized in the consolidated statement of profit and loss unless such expenditure forms part of carrying value of another asset.

Intangible assets with indefinite useful lives are not amortised, but are tested for impairment annually or when circumstances indicate that the carrying value may be impaired, either individually or at the cash- generating unit level.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

The estimated useful lives of the intangible assets are as follows:-

Computer software	3 years
Trademark and Copyright	5-10 years
Tenancy Right and others	5 years
Brand and goodwill (acquired)	Indefinite Life subject to impairment testing

An intangible asset is derecognised upon disposal (i.e., at the date the recipient obtains control) or when no future economic benefits are expected from its use or disposal. Any gain or loss arising upon derecognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the Consolidated Statement of Profits and Losses when the asset is derecognised.

For indefinite life intangible assets, the assessment of indefinite life is reviewed annually to determine whether it continues, if not, it is impaired or changed prospectively basis revised estimates.

Goodwill is initially recognised based on the accounting policy for business combinations and is tested for impairment annually.

Impairment is determined for goodwill by assessing the recoverable amount of respective CGU (Cash Generating Unit) to which the goodwill relates. When the recoverable amount of the CGU is less than it's carrying amount, an impairment loss is recognised. Impairment losses relating to goodwill cannot be reversed in future periods.

Intangible assets under development is stated at cost, net of accumulated impairment loss, if any.

Subsequent expenditure is capitalised only when it increases the future economic benefits embodied in the specific asset to which it relates. All other expenditure, including expenditure on internally generated goodwill and brands, is recognised in profit or loss as incurred.

d) Financial instruments

Financial assets

(i) Recognition and initial measurement of financial assets

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

Trade receivables and debt securities issued are initially recognised when they are originated. All other financial assets are initially recognised when the Group becomes a party to the contractual provisions of the instrument and the contract transaction is executed.

A financial asset (unless it is a trade receivable without a significant financing component) or for which the Group has applied the practical expedient is initially measured at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue. A trade receivable without a significant financing component or for which the Group has applied the practical expedient is initially measured at the transaction price determined under Ind AS 115 – "Revenue from contracts with customers". Refer to the accounting policies in section 3(a)(i) Revenue recognition from contract with customer.

(ii) Classification and subsequent measurement of financial asset

At initial recognition,

Financial assets are classified and subsequently measured at

- amortised cost
- fair value through other comprehensive income (OCI) – debt investments
- fair value through other comprehensive income (OCI) – equity investments, and
- fair value through profit or loss.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

Financial assets are not reclassified subsequent to their initial recognition unless the Group changes its business model for managing financial assets, in which case all affected financial assets are reclassified on the first day of the first reporting period following the change in the business model.

The classification of financial assets at initial recognition depends on the financial asset's contractual cash flow characteristics and the Group's business model for managing them.

In order for a financial asset to be classified and measured at amortised cost or fair value through OCI, it needs to give rise to cash flows that are 'solely payments of principal and interest (SPPI)' on the principal amount outstanding. This assessment is referred to as the SPPI test and is performed at an instrument level. Financial assets with cash flows that are not SPPI are classified and measured at fair value through profit or loss, irrespective of the business model.

The Group's business model for managing financial assets refers to how it manages its financial assets in order to generate cash flows. The business model determines whether cash flows will result from collecting contractual cash flows, selling the financial assets, or both. Financial assets classified and measured at amortised cost are held within a business model with the objective to hold financial assets in order to collect contractual cash flows while financial assets classified and measured at fair value through OCI are held within a business model with the objective of both holding to collect contractual cash flows and selling.

A financial asset is measured at amortised cost if it meets both of the following conditions and is not designated as at FVTPL:

a) it is held within a business model whose objective is to hold assets to collect contractual cash flows; and

b) its contractual terms give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

A 'financial asset' is classified as at the FVTOCI if both of the following criteria are met:

a) The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and

b) The asset's contractual cash flows represent SPPI.

All financial assets not classified as measured at amortised cost or FVOCI as described above are measured at FVTPL. This includes all derivative financial assets. On initial recognition, the Group may irrevocably designate a financial asset that otherwise meets the requirements to be measured at amortised cost or at FVOCI as at FVTPL if doing so eliminates or significantly reduces an accounting mismatch that would otherwise arise.

Financial assets – Subsequent measurement and gains and losses

Debt investments at FVOCI: Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. For debt instruments, at fair value through OCI, interest income, foreign exchange revaluation and impairment losses or reversals are recognised in the profit or loss and computed in the same manner as for financial assets measured at amortised cost. The remaining fair value changes are recognised in OCI. Upon derecognition, the cumulative fair value changes recognised in OCI is reclassified from the equity to profit or loss.

The Group's debt instruments at fair value through OCI includes investments in quoted debt instruments.

Financial assets at FVTPL: Financial assets at fair value through profit or loss are carried in the balance sheet at fair value with net changes in fair value including any interest or dividend income are recognised in the Consolidated Statement of Profit and Loss.

Financial assets at amortised cost: These assets are subsequently measured at amortised cost using the effective interest method. The amortised cost is reduced by impairment losses. Interest income, foreign exchange gains and losses and impairment are recognised in Consolidated Statement of profit or loss. Any gain or loss on derecognition is recognised Consolidated Statement of profit or loss.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(iii) Derecognition of financial assets

The Group derecognizes a financial asset when

- the contractual rights to the cash flows from the financial asset expire; or,
- it transfers the rights to receive the contractual cash flows in a transaction in which either:
  - substantially all of the risks and rewards of ownership of the financial asset are transferred; or
  - the Group neither transfers nor retains substantially all of the risks and rewards of ownership and it does not retain control of the financial asset.

Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the marketplace (regular way trades) are recognised on the trade date, i.e., the date that the Group commits to purchase or sell the asset.

Financial liabilities

(i) Recognition and initial measurement of financial Liabilities

Financial liabilities are initially recognised when the Group becomes a party to the contractual provisions of the instrument.

Financial liability is initially measured at fair value plus or minus, for an item not at FVTPL, transaction costs that are directly attributable to its acquisition or issue.

(ii) Classification and subsequent measurement and gains and losses on financial Liabilities

Financial liabilities are classified as measured at amortised cost or FVTPL. A financial liability is classified as at FVTPL if it is classified as held-for-trading, it is a derivative or it is designated as such on initial recognition. Financial liabilities at FVTPL are measured at fair value and net gains and losses, including any interest expense, are recognised in profit or loss. Other financial liabilities are subsequently measured at amortised cost using the effective interest method. Interest expense and foreign exchange gains and losses are recognised in profit or loss. Any gain or loss on derecognition is also recognised in profit or loss.

The Group's financial liabilities include trade and other payables, loans and borrowings including bank overdrafts and derivative financial instruments.

(iii) Derecognition of financial liabilities

A financial liability (or part of a financial liability) is derecognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires. The Group also derecognises a financial liability when its terms are modified and the cash flows of the modified liability are substantially different, in which case a new financial liability based on the modified terms is recognised at fair value.

On derecognition of a financial liability, the difference between the carrying amount extinguished and the consideration paid (including any non-cash assets transferred or liabilities assumed) is recognised in profit or loss.

Impairment of financial assets

At each reporting date, the Group assess whether financial assets, than those at FVTPL are credit impaired. A financial asset is 'credit- impaired' when one or more events that have a detrimental impact on the estimated future cash flows of the financial asset have occurred.

Evidence that a financial asset is credit-impaired includes the following observable data:

- significant financial difficulty of the borrower or issuer;
- a breach of contract such as a default or being past due for 90 days or more; or
- it is probable that the borrower will enter bankruptcy or other financial reorganization.

The Group recognises loss allowances using the Expected Credit Loss (ECL) model for the financial assets which are fair valued through profit or loss.

The amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognised as an impairment gain or loss in the consolidated statement of profit and loss.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

In case of trade receivables, the Group follows the simplified approach permitted by Ind AS 109 Financial Instruments for recognition of impairment loss allowance. The application of simplified approach does not require the Group to track changes in credit risk. The Group calculates the expected credit losses on trade receivables using a provision matrix on the basis of its historical credit loss experience.

For all other financial assets, expected credit losses are measured unless there has been a significant increase in credit risk from initial recognition in which case those are measured at lifetime ECL.

When determining whether the credit risk of a financial asset has increased significantly since initial recognition and when estimating expected credit losses, the Group considers reasonable and supportable information that is relevant and available without undue cost or effort. This includes both quantitative and qualitative information and analysis, based on the Holding Company's historical experience and informed credit assessment and including forward-looking information.

Write-off

The gross carrying amount of a financial asset is written off (either partially or in full) to the extent that there is no realistic prospect of recovery. This is generally the case when the Group determines that the debtor does not have assets or sources of income that could generate sufficient cash flows to repay the amounts subject to the write off. However, financial assets that are written off could still be subject to enforcement activities in order to comply with the Group's procedures for recovery of amounts due.

Offsetting

Financial assets and financial liabilities are offset and the net amount presented in the balance sheet when, and only when, the Group currently has a legally enforceable right to set off the amounts and it intends either to settle them on a net basis or to realise the asset and settle the liability simultaneously.

e) Derivative financial instruments

Initial recognition and subsequent measurement

The Group uses derivative financial instruments, such as forward currency contracts to hedge its foreign currency risks. Derivatives are carried as financial assets when the fair value is positive and as financial liabilities when the fair value is negative. Derivatives are designated upon initial recognition at fair value through profit or loss only if the criteria in Ind AS 109 are satisfied.

Derivatives are initially measured at fair value. Subsequent to initial recognition, derivatives are measured at fair value, and changes therein are generally recognised in profit or loss.

There is no other hedge instrument in the Group.

f) Cash and cash equivalents

Cash and cash equivalents in the balance sheet comprise cash at banks and on hand and short-term deposits with an original maturity of three months or less, which are subject to an insignificant risk of changes in value.

For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and short-term deposits, as defined above.

g) Borrowing Costs

Borrowing costs are expensed in the period in which they occur. Borrowing costs consist of interest and other costs that an entity incurs in connection with the borrowing of funds.

h) Inventories

a. Raw materials, accessories and packing material are valued at lower of cost and net realisable value. However, materials and other items held for use in the production of inventories are not written down below cost if the finished products in which they will be incorporated are expected to be sold at or above cost. Cost of raw materials, accessories and packing material is determined on a First-in-First-out basis.

b. Work-in-progress and finished goods are valued at lower of cost and net realisable value. Cost includes direct materials and labour and a proportion of manufacturing overheads (where applicable). Cost of finished goods is determined on weighted average basis using retail method.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

c. Traded goods are valued at lower of cost and net realisable value. Cost includes cost of purchase and other costs incurred in bringing the inventories to their present location and condition. Cost is determined on weighted average method.

d. Net realisable value is the estimated selling price in the ordinary course of business, less estimated costs of completion and estimated costs necessary to make the sale.

e. The net realisable value of work-in-progress is determined with reference to the selling prices of related finished goods. Raw materials, components and other supplies held for use in the production of finished products are not written down below cost except in cases when a decline in the price of materials indicates that the cost of the finished products shall exceed the net realisable value.

f. The comparison of cost and net realisable value is made on an item-by-Item basis

g. Obsolete, slow moving and defective inventories are identified and written down to net realisable value.

i) Leases

Group as a lessee

The Group's lease asset classes primarily consist of leases for commercial spaces & leasehold building. The Group assesses whether a contract is or contains a lease, at inception of a contract. A contract is, or contains, a lease if the contract conveys the right to control the use of an identified asset for a period of time in exchange for consideration. To assess whether a contract conveys the right to control the use of an identified asset, the Group assesses whether:

(i) the contract involves the use of an identified asset

(ii) the Group has substantially all of the economic benefits from use of the asset through the period of the lease and

(iii) the Group has the right to direct the use of the asset.

At the date of commencement of the lease, the Group recognises a right-of-use asset ("ROU") and a corresponding lease liability for all lease arrangements in which it is a lessee, except for leases with a term of twelve months or less (short term leases) and leases of low value assets based on the recognition exemption criteria. For these short term and leases of low value assets, the Group recognises the lease payments as an operating expense on a straight line basis over the term of the lease.

The right-of-use assets are initially recognised at cost, which comprises the initial amount of the lease liability adjusted for any lease payments made at or prior to the commencement date of the lease plus any initial direct costs less any lease incentives. They are subsequently measured at cost less accumulated depreciation and impairment losses, if any. Right-of-use assets are depreciated from the commencement date on a straight-line basis over the shorter of the lease term and useful life of the underlying asset, unless the lease transfers ownership of the underlying asset to the Group by the end of the lease term or the cost of the right-of-use asset reflects that the Group will exercise a purchase option. The lease liability is measured at amortised cost using the effective interest method. The lease payments are discounted using the interest rate implicit in the lease or, if not readily determinable, using the incremental borrowing rates. The lease liability is subsequently remeasured by increasing the carrying amount to reflect interest on the lease liability, reducing the carrying amount to reflect the lease payments made.

A lease liability is remeasured upon the occurrence of certain events such as a change in the lease term or 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, if the Group changes its assessment of whether it will exercise a purchase, extension or termination option or if there is a revised in-substance fixed lease payment. 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.

Lease liability and ROU asset have been separately presented in the balance sheet and lease payments have been classified as financing cash flows.

Leasehold land which is part of right of use asset is amortised over the period of lease i.e. 99 years.

The Ministry of Corporate Affairs vide notification dated July 24, 2020, issued an amendment to Ind AS 116 - Leases, by inserting a practical expedient w.r.t. "Covld-19-Related Rent concessions" effective from the period beginning on or after April 01, 2020. As a practical expedient, a lessee may elect not to assess whether a rent concession that meets the

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

conditions in paragraph 46B of Ind AS 116 is a lease modification. Pursuant to the notification, the Group has applied the practical expedient with effect from April 01, 2020 and hence rent concession received during the year has been recognised as other income.

Group as a lessor

Leases in which the Group does not transfer substantially all the risks and rewards incidental to ownership of an asset is classified as operating leases. Rental income arising is accounted for on a straight-line basis over the lease terms. Initial direct costs incurred in negotiating and arranging an operating lease are added to the carrying amount of the leased asset and recognised over the lease term on the same basis as rental income. Contingent rents are recognised as revenue in the year in which they are earned.

Leases are classified as finance leases when substantially all of the risks and rewards of ownership transfer from the Group to the lessee. Amounts due from lessees under finance leases are recorded as receivables at the Group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

j) Taxation

Income tax expense comprises current and deferred tax. It is recognised in profit or loss except to the extent that it relates to a business combination, or items recognised directly in equity or in Other comprehensive income.

Current income tax

Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date of each of the Company of the Group.

Current income tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Current tax items are recognized in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity. Management periodically evaluates positions taken in the tax returns with respect to situations in which applicable tax regulations are subject to interpretation and establishes provisions where appropriate.

Current tax assets and 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 provided on temporary differences between the tax bases of assets and liabilities and their carrying amounts for financial reporting purposes at the reporting date.

Deferred tax is recognized for all taxable temporary differences, except:

- Taxable temporary difference from the initial recognition of goodwill
- Temporary difference on initial recognition of an asset or liability in a transaction that is not a business combination and, at the time of the transaction, affects neither the accounting profit nor taxable profit or loss.
- Temporary difference related to investments in subsidiary to the extent that the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future.

Temporary differences in relation to a right-of-use asset and a lease liability for a specific lease are regarded as a net package (the lease) for the purpose of recognising deferred tax.

The carrying amount of deferred tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred tax asset to be utilised. Unrecognized deferred tax assets are re-assessed at each reporting date and are recognized to the extent that it has become probable that future taxable profits will allow the deferred tax asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the year when the asset is realised or the liability is settled, based on tax rates (and tax laws) that have been enacted or substantively enacted at the reporting date.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

Deferred tax relating to items recognized outside profit or loss is recognized outside profit or loss (either in other comprehensive income or in equity). Deferred tax items are recognized in correlation to the underlying transaction either in Other Comprehensive Income or directly in equity.

The Group offsets deferred tax assets and deferred tax liabilities if and only if it has a legally enforceable right to set off current tax assets and current tax liabilities and the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis, or to realize the assets and settle the liabilities simultaneously, in each future year in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Appendix C to Ind AS 12 Uncertainty over Income Tax Treatment

The appendix addresses the accounting for income taxes when tax treatments involve uncertainty that affects the application of Ind AS 12 Income Taxes. It does not apply to taxes or levies outside the scope of Ind AS 12, nor does it specifically include requirements relating to interest and penalties associated with uncertain tax treatments. The Group determines whether to consider each uncertain tax treatment separately or together with one or more other uncertain tax treatments and uses the approach that better predicts the resolution of the uncertainty. The Appendix did not have a significant impact on the Consolidated Financial Statements of the Group.

k) Employee benefit schemes

i) Short-term employee benefits

Short-term employee benefits are measured on an undiscounted basis and expensed as the related service is provided. A liability is recognised for the amount expected to be paid under short-term cash bonus, 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 obligation can be estimated reliably

ii) Post employment benefits

Defined Contribution Plans

A defined contribution plan is a post-employment benefit plan where the Group's legal or constructive obligation is limited to the amount that it contributes to a separate legal entity.

The Group has defined contribution plans for post-employment benefits such as Provident Fund, National Pension Scheme, Employee's State Insurance and Employee's Pension Scheme, 1995. The Group contributes to a government administered Provident Fund, state plan namely Employee's Pension Scheme, 1995, Employee's State Insurance Scheme and National Pension Scheme on behalf of its employees and has no further obligation beyond making its contribution. The Group's contributions to the above funds are recognised in the consolidated statement of profit and loss for the year.

Defined Benefit Plans

The Group has defined benefit plans namely gratuity for all its employees. Liability for defined benefit plans is provided based on valuations, as at the balance sheet date, carried out by an independent actuary. The actuarial valuation method used by the independent actuary for measuring the liability is the projected unit credit method. Actuarial losses and gains are recognised in other comprehensive income and shall not be reclassified to the Consolidated Statement of Profit and Loss in a subsequent year. Changes in the present value of the defined benefit obligation resulting from plan amendments or curtailments are recognised immediately in the Consolidated Statement of Profit and Loss as past service cost.

iii) Share-Based Payments

Selected employees of the Group receive part of their remuneration through share-based payments in consideration for the services rendered. The fair value of the options at the grant date is calculated by an independent valuer based on Black Scholes Model.

Related cost are recognized as employee benefit expense, that are correspondingly credited to share-based payment (SBP) reserves as a part of Total Equity, over the period in which the performance and/or service conditions are fulfilled by covered employees. The cumulative expense recognised for equity-settled transactions at each reporting date until the vesting date reflects the extent to which the vesting period has expired and the Group's best estimate of the number of equity instruments that will ultimately vest. The expense or credit in the

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

Consolidated Statement of Profit and Loss for a year represents the movement in cumulative expense recognised as at the beginning and end of that year and is recognised in employee benefits expense.

Service and non-market performance conditions are not taken into account when determining the grant date fair value of awards, but the likelihood of the conditions being met is assessed as part of the Group's best estimate of the number of equity instruments that will ultimately vest. Market performance conditions are reflected within the grant date fair value. Any other conditions attached to an award, but without an associated service requirement, are considered to be non-vesting conditions. Non-vesting conditions are reflected in the fair value of an award and lead to an immediate expensing of an award unless there are also service and/or performance conditions.

No expense is recognised for awards that do not ultimately vest because non-market performance and/or service conditions have not been met. Where awards include a market or non-vesting condition, the transactions are treated as vested irrespective of whether the market or non-vesting condition is satisfied, provided that all other performance and/or service conditions are satisfied.

iv) Termination benefits are recognised as an expense as and when incurred.

l) Foreign currency transactions

In the Consolidated Financial Statements of the Group, transactions in currencies other than the functional currency are translated into the functional currency at the exchange rates ruling at the date of the transaction. Monetary assets and liabilities denominated in other currencies are translated into the functional currency at exchange rates prevailing on the reporting date. Non-monetary assets and liabilities denominated in other currencies and measured at historical cost or fair value are translated at the exchange rates prevailing on the dates on which such values were determined.

All exchange differences are included in the Consolidated Statement of profit and loss except any exchange differences on monetary items designated as an effective hedging instrument of the currency risk of designated forecasted sales or purchases, which are recognized in the other comprehensive income.

m) Earnings per share

Basic earnings per share is calculated by dividing the net profit or loss for the year attributable to equity shareholders by the weighted average number of equity shares outstanding during the year. Earnings considered in ascertaining the Group's earnings per share is the net profit for the year. The weighted average number of equity shares outstanding during the year and for all years presented is adjusted for events (such as bonus shares), split if any other than the conversion of potential equity shares that have changed the number of equity shares outstanding without a corresponding change in resources. For calculating diluted earnings per share, the net profit or loss for the year attributable to equity shareholders and the weighted average number of shares outstanding during the year are adjusted for the effects of all dilutive potential equity shares.

In a capitalisation or bonus issue or a share split, ordinary shares are issued to existing shareholders for no additional consideration. Therefore, the number of ordinary shares outstanding is increased without an increase in resources. The number of ordinary shares outstanding before the event is adjusted for the proportionate change in the number of ordinary shares outstanding as if the event had occurred at the beginning of the earliest period presented.

n) Segment Reporting

Operating segments are reported in a manner consistent with the internal reporting provided to the chief operating decision-maker.

Based on such internal reporting, the Group is solely engaged in manufacturing, trading, and sale of branded apparels for men, women and kids. Based on the nature of business and internal reporting provided to the management for evaluation of the performance of the segment, the Group has a single reportable segment.

o) Use of Estimates and Judgments

The preparation of the Consolidated Financial Statements in conformity with Ind AS requires management to make judgements, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income, expenses and disclosures of contingent assets and liabilities at the date of these consolidated financial statements and the reported amounts of revenues and expenses for the years presented. Actual results may differ from these estimates under different assumptions and conditions.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimate is revised and future periods affected.

In particular, information about significant areas of estimation uncertainty and critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements are elaborated in Note 56.

p) Business combinations and goodwill

Business combinations, if any are accounted by using the acquisition method as per Ind AS 103 'Business Combination'. The cost of an acquisition is measured as the aggregate of the consideration transferred measured at fair value on acquisition date and the amount of any non-controlling interests in the acquiree. Acquisition related costs are expensed as incurred.

At the acquisition date, the identifiable assets acquired and the liabilities assumed are recognized at their acquisition date fair values. For this purpose, the liabilities assumed include contingent liabilities representing present obligation and they are measured at their acquisition fair values irrespective of the fact that outflow of resources embodying economic benefits is not probable.

Goodwill is initially measured at cost, being the excess of the net acquisition cost and any previous interest held, over the net identifiable assets acquired and liabilities assumed. If the fair value of the net assets acquired is in excess of the net cost of acquisition, then the gain is recognised in Other Comprehensive Income and accumulated in equity as capital reserve. However, if there is no clear evidence of bargain purchase, the Group recognises the gain directly in equity as capital reserve, without routing the same through Other Comprehensive Income.

After initial recognition, goodwill is measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill acquired in a business combination is, from the acquisition date, allocated to each of the Group's cash-generating units that are expected to benefit from the combination, irrespective of whether other assets or liabilities of the acquiree are assigned to those units.

q) Provisions for liabilities, contingent liabilities and contingent assets

The Group recognises a provision when there is a 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. Provisions are determined based on best estimates of the amount required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect the current best estimates. If the effect of time value of money is material, provisions are discounted. The discount rate used to determine the present value is a pre-tax rate that reflects current market assessments of the time value of money and the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expense. The Company does not recognize a contingent liability but discloses its existence in the consolidated financial statements. A disclosure for a contingent liability is made when there is a possible obligation arising from past events and whose existence will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the entity or a present obligation that arises from past events but is not recognized because it is not probable that an outflow of resources embodying economic benefits will be required to settle the obligation or the amount of the obligation cannot be measured with sufficient reliability. Where there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure is made. Contingent liabilities are reviewed at each balance sheet date and adjusted to reflect the current best estimates.

Contingent asset is not recognised in consolidated financial statements since this may result in the recognition of income that may never be realised. However, when the realisation of income is virtually certain, then the related asset is not a contingent asset and is recognized.

r) The details of subsidiary considered in the preparation of Consolidated Financial Statements has been disclosed in Note 53.

s) Declaration of Dividend

The Group recognises a liability to pay final dividend to equity holders when the distribution is authorised, and the distribution is no longer at the discretion of the Group. As per the corporate laws in India, a final dividend is authorised when it is approved by the shareholders. A corresponding amount is recognised directly in equity.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

t) Share capital

Equity shares

Incremental costs directly attributable to the issue of equity shares are recognised as a deduction from equity. Income tax relating to transaction costs of an equity transaction is accounted for in accordance with Ind AS 12.

u) Impairment of non-financial asset

At each reporting date, the Group reviews the carrying amounts of its non-financial assets (other than biological assets, investment property, inventories, contract assets and deferred tax assets) to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. Goodwill is tested annually for impairment.

v) Current versus non-current classification

The Group presents assets and liabilities in the consolidated balance sheet based on current/ non-current classification.

An asset is treated as current when it is:

- Expected to be realized or intended to be sold or consumed in normal operating cycle;
- Held primarily for the purpose of trading;
- Expected to be realized within twelve months after the reporting period, or
- Cash or cash equivalent unless restricted from being exchanged or used to settle a liability for at least twelve months after the reporting period.

All other assets are classified as non-current.

A liability is treated as current when:

- It is expected to be settled in normal operating cycle;
- It is held primarily for the purpose of trading;
- It is due to be settled within twelve months after the reporting period, or
- There is no unconditional right to defer the settlement of the liability for at least twelve months after the reporting period.

All other liabilities are classified as non-current.

The operating cycle is the time between the acquisition of assets for processing and their realization in cash and cash equivalents. The Group has evaluated and considered its operating cycle as 12 months. Deferred tax assets/ liabilities are classified as non-current assets/ liabilities.

Notes to Consolidated Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

4. Property, Plant and Equipment, Right of use assets and Capital Work in Progress[1]

Particulars	Right of use assets[2]	Property, Plant and Equipment								Capital Work in Progress[3 & 4]
	Buildings	Land-Freehold	Buildings	Plant and equipment	Furniture and fixtures	Computers	Office equipments	Vehicles	Total	
Gross Block										
As at April 01, 2022	**4,922.39**	**89.03**	**710.14**	**14.86**	**181.59**	**33.06**	**71.00**	**14.21**	**1,113.89**	**-**
Additions	1,206.05	-	-	0.85	17.87	5.76	7.45	2.57	34.50	37.99
Disposals	(307.81)	-	-	(1.26)	(19.65)	(0.30)	(6.87)	(1.72)	(29.80)	-
Transfers	-	-	-	-	-	-	-	-	-	(17.77)
As at March 31, 2023	**5,820.63**	**89.03**	**710.14**	**14.45**	**179.81**	**38.52**	**71.58**	**15.06**	**1,118.59**	**20.22**
Additions	2,790.70	-	-	0.56	19.16	13.73	18.85	-	52.30	9.58
Disposals	(365.29)	-	-	(3.19)	(4.13)	(0.15)	(1.34)	(1.28)	(10.09)	-
Transfers	-	-	-	-	-	-	-	-	-	(29.80)
As at March 31, 2024	**8,246.04**	**89.03**	**710.14**	**11.82**	**194.84**	**52.10**	**89.09**	**13.78**	**1,160.80**	**-**
Accumulated Depreciation										
As at April 01, 2022	**2,255.03**	**-**	**146.54**	**7.28**	**117.88**	**24.64**	**59.37**	**11.80**	**367.51**	**-**
Depreciation charge for the year	948.09	-	27.42	1.37	17.07	6.18	4.47	1.25	57.76	-
Disposals	(173.04)	-	-	(0.42)	(12.39)	(0.29)	(5.65)	(1.55)	(20.30)	-
As at March 31, 2023	**3,030.08**	**-**	**173.96**	**8.23**	**122.56**	**30.53**	**58.19**	**11.50**	**404.97**	**-**
Depreciation charge for the year	1,251.08	-	26.09	0.93	19.06	8.11	10.44	1.08	65.71	-
Disposals	(302.22)	-	-	(1.71)	(3.18)	(0.15)	(1.26)	(1.16)	(7.46)	-
As at March 31, 2024	**3,978.94**	**-**	**200.05**	**7.45**	**138.44**	**38.49**	**67.37**	**11.42**	**463.22**	**-**
Carrying Amount										
As at March 31, 2023	**2,790.55**	**89.03**	**536.18**	**6.22**	**57.25**	**7.99**	**13.39**	**3.56**	**713.62**	**20.22**
As at March 31, 2024	**4,267.10**	**89.03**	**510.09**	**4.37**	**56.40**	**13.61**	**21.72**	**2.36**	**697.58**	**-**

(1) On transition to Ind AS (w.e.f. April 1, 2016), the Group had opted to continue with carrying values of items of property, plant and equipment measured as per the previous Indian GAAP and had considered those carrying values as deemed cost of respective items of property, plant and equipment.

(2) The Group implemented Indian Accounting Standard for Leases ("Ind AS 116") with effect from April 1, 2019 using the modified retrospective approach. The right of use assets comprise of buildings (including retail stores) taken on lease.

(3) There were no projects as on March 31, 2023 where activity has been suspended. Also there were no projects as on the March 31, 2023 which had exceeded cost as compared to its original plan or where completion was overdue.

(4) There was no CWIP as on March 31, 2023 with ageing exceeding 1 year.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

5. Intangible Assets and Intangible Assets Under Development (IAUD)[1]

Particulars	Goodwill[2]	Other Intangible Assets				Intangible assets under development[4]
		Computer software	Tenancy right[3]	Trade Mark, Brand & Others[2]	Total	
Cost						
As at April 01, 2022	**157.11**	**13.78**	**79.37**	**1,589.00**	**1,682.15**	**1.04**
Additions	-	-	-	-	-	0.64
Disposals	-	(0.90)	-	-	(0.90)	-
As at March 31, 2023	**157.11**	**12.88**	**79.37**	**1,589.00**	**1,681.25**	**1.68**
Additions	-	0.64	-	0.42	1.06	-
Transfers	-	-	-	-	-	(1.06)
As at March 31, 2024	**157.11**	**13.52**	**79.37**	**1,589.42**	**1,682.31**	**0.62**
Accumulated Amortisation						
As at April 01, 2022	**-**	**11.24**	**46.96**	**48.81**	**107.01**	**-**
Amortisation charge for the year	-	1.49	14.84	15.67	32.00	-
Disposals	-	(0.90)	-	-	(0.90)	-
As at March 31, 2023	**-**	**11.83**	**61.80**	**64.48**	**138.11**	**-**
Amortisation charge for the year	-	1.31	14.84	15.60	31.75	-
As at March 31, 2024	**-**	**13.14**	**76.64**	**80.08**	**169.86**	**-**
Net Block						
As at March 31, 2023	**157.11**	**1.05**	**17.57**	**1,524.52**	**1,543.14**	**1.68**
As at March 31, 2024	**157.11**	**0.38**	**2.73**	**1,509.34**	**1,512.45**	**0.62**

(1) On transition to Ind AS (w.e.f. April 1, 2016), the Group had elected to continue with carrying values of all intangible assets measured as per the previous Indian GAAP and had considered those carrying values as deemed cost of respective items of intangible assets.

(2) The Group had identified that it's only Cash Generating Unit (CGU) is "Branded fashion apparel and accessories", to which the goodwill and brand (with indefinite life) acquired in earlier years through acquisition of business, has been entirely allocated. The carrying amount of goodwill and brand as at the end of the each reported year is INR 157.11 Million and INR 1,505.83 Million respectively.

Following key assumptions were considered while performing impairment testing annually:

The recoverable amount has been calculated based on its value in use, estimated as the present value of projected future cash flows.

Key Assumptions	March 31, 2024	March 31, 2023
Annual growth rate for next 5 financial year	8.00%*	8.00%#
Terminal growth rate	5.00%	5.00%
Weighted Average Cost of Capital % (WACC) after tax (Discount rate)	13.20%	13.70%

8.00% growth rate has been considered after the financial year 2023-24.

* 8.00% growth rate has been considered after the financial year 2024-25.

The projections cover a period of five years, as the Group believes this to be the most appropriate time period over which to review and consider annual performances and thereafter fixed terminal value has been considered. The estimated future projections are after considering past performance and expected normal future performance excluding disruption caused by the pandemic.

Weighted Average Cost of Capital % (WACC) = Risk free return + (Market risk premium x Beta for the Group).

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

5. Intangible Assets and Intangible Assets Under Development (IAUD)[1] (Contd.)

The goodwill and brand (with indefinite life) are tested for impairment annually and based on such testing, no provision towards impairment has been considered necessary in each of the year presented. Further based on Management assessment there is no trigger for impairment as on March 31, 2024.

The Group has performed sensitivity analysis around the base assumptions and has concluded that reasonable possible change in key assumptions would not result in the recoverable amount of the CGU to be less than the carrying value.

(3) Represents usage rights acquired under license arrangement from Kolkata Municipal Corporation as recorded permit holder.

(4) Represents applications made for various trademark registration.

Intangible Assets Under Development (IAUD) ageing schedule

As at March 31, 2024

Particulars	Amount in IAUD for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	-	-	-	0.62	0.62

As at March 31, 2023

Particulars	Amount in IAUD for a period of				
	Less than 1 year	1-2 years	2-3 years	More than 3 years	Total
Projects in progress	0.64	0.16	-	0.88	1.68

There are no projects as on each reported year where activity had been suspended. Considering the nature of intangible assets under development, there are no projects as on the reported year which has exceeded cost as compared to its original plan or where completion is overdue.

6 Financial assets - Non current : Investments

Particulars	As at March 31, 2024	As at March 31, 2023
Investment in bonds and debentures		
Quoted		
At fair value through other comprehensive income		
Kotak Mahindra Prime Limited - 0% Secured Redeemable Non-Convertible Debentures (March 31, 2024 -NIL) [March 31, 2023 -420 units at par value of INR 10,00,000 each]	-	364.45
HDB Financial Services Limited - 7.7% Secured Redeemable Non-Convertible Debentures (March 31, 2024 - 400 units at par value of INR 10,00,000 each) [March 31, 2023 -NIL]	416.68	-
Tata Capital Financial Services Limited - 8.30% Non-Convertible Debentures (March 31, 2024 - 1,500 units at par value of INR 1,00,000 each) [March 31, 2023 - NIL]	150.72	-
Kotak Mahindra Investments Limited - 8.1059% Non-Convertible Debentures (March 31, 2024 - 3,500 units at par value of INR 1,00,000 each) [March 31, 2023 - NIL]	376.02	-
Kotak Mahindra Prime Limited - 8.255% Non-Convertible Debentures (March 31, 2024 - 1,000 units at par value of INR 1,00,000 each) [March 31, 2023 - NIL]	106.52	-

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

6 Financial assets - Non current : Investments (Contd.)

Particulars	As at March 31, 2024	As at March 31, 2023
Bajaj Finance Limited - 7.8925% Non-Convertible Debentures (March 31, 2024 - 300 units at par value of INR 10,00,000 each) [March 31, 2023 - NIL]	318.49	-
HDB Financial Services Limited - 6.00% Secured Redeemable Non-Convertible Debentures (March 31, 2024 - 200 units at par value of INR 10,00,000 each) [March 31, 2023 - NIL]	198.29	-
Tata Capital Financial Services Limited - 8.0980% Non-Convertible Debentures (March 31, 2024 - 2,500 units at par value of INR 1,00,000 each) [March 31, 2023 - NIL]	255.90	-
HDB Financial Services Limited - 8.1965% Non-Convertible Debentures (March 31, 2024 - 1,000 units at par value of INR 1,00,000 each) [March 31, 2023 - NIL]	107.80	-
HDB Financial Services Limited - 8.3324% Secured Redeemable Non-Convertible Debentures (March 31, 2024 -1,500 units at par value of INR 1,00,000 each) [March 31, 2023 - NIL]	151.86	-
At fair value through profit and loss (FVTPL)		
State Bank of India - 8.50% Perpetual Bond (March 31, 2024 - NIL) [March 31, 2023 - 95 units at par value of INR 10,00,000 each]	-	97.72
Axis Finance Limited PP- MLD Series 02/ 2022-23 (March 31, 2024 - 300 units at par value of INR 10,00,000 each) [March 31, 2023 - 300 units at par value of INR 10,00,000 each]	337.80	315.84
ICICI Home Finance Company Limited, Market Linked Debenture (March 31, 2024 - 400 units at par value of INR 10,00,000 each) [March 31, 2023 - 400 units at par value of INR 10,00,000 each]	435.97	409.20
Kotak Mahindra Investment Limited, Market Linked Debenture (March 31, 2024 - NIL) [March 31, 2023 - 100 units at par value of INR 10,00,000 each]	-	102.52
Tata Cleantech Capital Limited, Market Linked Debenture (March 31, 2024 - 400 units at par value of INR 10,00,000 each) [March 31, 2023 - 400 units at par value of INR 10,00,000 each]	438.19	404.76
State Bank of India - 7.72% Perpetual Bond (March 31, 2024 - 25 units at par value of INR 1,00,00,000 each) [March 31, 2023 - NIL]	255.04	-
Total	**3,549.28**	**1,694.49**
Aggregate market value of quoted investments	**3,549.28**	**1,694.49**
Aggregate book value of quoted investments	**3,549.28**	**1,694.49**

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

7 Financial assets - Non current : Others

(unsecured, considered good, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
Security deposits		
- Considered good	817.56	628.76
- Considered doubtful	1.48	1.48
	819.04	**630.24**
Less: Loss Allowance	(1.48)	(1.48)
	817.56	**628.76**
Bank deposits with remaining maturity greater than 12 months[1]	0.19	0.26
Interest accrued on fixed deposits	0.16	0.22
Loan to employees	0.18	-
Total	**818.09**	**629.24**

(1) Represents bank deposits lodged with sales tax authorities which earns interest ranging from 5.90% to 6.50% (March 31, 2023 - 4.50% to 7.00%)

8 Non current - Deferred tax assets (net)

Particulars	Opening as on April 01, 2023	Recognised in PL	Recognised in OCI	Closing as on March 31, 2024
Deferred Tax Assets				
Provision for expected sales return (net)*	0.00	(0.00)	-	-
Provisions allowed on actual basis	2.47	0.09	(0.01)	2.55
Temporary differences in carrying value of property, plant and equipment, intangible assets and right of use assets net of lease liabilities between books of accounts and for tax purposes	3.41	1.80	-	5.21
Lease liabilities	2.09	(2.09)	-	-
	7.97	**(0.20)**	**(0.01)**	**7.76**
Deferred Tax Liabilities				
Others	0.55	2.72	-	3.27
	0.55	2.72	-	3.27
Net deferred tax assets	**7.42**	**(2.92)**	**(0.01)**	**4.49**

Particulars	Opening as on April 01, 2022	Recognised in PL	Recognised in OCI	Closing as on March 31, 2023
Deferred Tax Assets				
Provision for expected sales return (net)	1.24	(1.24)	-	0.00
Provisions allowed on actual basis	2.50	(0.01)	(0.02)	2.47
Temporary differences in carrying value of property, plant and equipment, intangible assets and right of use assets between books of accounts and for tax purposes	-	3.41	-	3.41
Lease liabilities	39.38	(37.29)	-	2.09
Others	1.15	(1.15)	-	-
	44.27	**(36.28)**	**(0.02)**	**7.97**

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

8 Non current - Deferred tax assets (net) (Contd.)

Particulars	Opening as on April 01, 2022	Recognised in PL	Recognised in OCI	Closing as on March 31, 2023
Deferred Tax Liabilities				
Temporary differences in carrying value of property, plant and equipment, intangible assets and right of use assets between books of account and for tax purposes	31.21	(31.21)	-	-
Others		0.55		0.55
	31.21	**(30.66)**	**-**	**0.55**
Net deferred tax assets	**13.06**	**(5.62)**	**(0.02)**	**7.42**

* Amount is below the rounding off norms adopted by the Group.

9 Non-current - Other assets

(unsecured, considered good)

Particulars	As at March 31, 2024	As at March 31, 2023
Capital advances (Refer Note 9.1)	54.72	618.42
Prepaid expenses	0.47	1.12
Balances with statutory/government authorities	47.78	47.78
Total	**102.97**	**667.32**

9.1 During a prior year, the Group had entered into an agreement with a reputed real estate developer for joint development of a parcel of land acquired by the Group under long term lease of 99 years from West Bengal Housing Infrastructure Development Corporation Limited. Consequent to such agreement, the Group had transferred possession of such land parcel in lieu of which the Group was entitled to a share of the area/space to be constructed thereon. Accordingly, the Group had derecognised such leasehold land from property, plant and equipment and considered its cost as capital advance pending possession of its share of constructed area/space. Cost of the land transferred was considered more reliably measurable pending commencement of construction. Based on valuation exercise conducted by an external valuer, fair value of the leasehold land was considered equivalent to the cost of land transferred. Subsequently, the Group had exercised an exclusive and irrevocable option, granted by the aforesaid developer, to convert such area/space sharing arrangement into the revenue sharing arrangement in terms of which the Group is entitled to receive certain agreed percentage of proceeds from sale of the constructed area/space to third parties. During the financial year ended March 31, 2024 share of sale proceeds received from developer has been adjusted against capital advance and resultant income of Rs 19.76 million has been accounted as other income due to transfer of control of the respective constructed space.

10 Non- current- Tax assets (net)

Particulars	As at March 31, 2024	As at March 31, 2023
Advance income tax (net of provision for taxation)[1]	60.30	57.55
Total	**60.30**	**57.55**

(1) Non current tax asset is net of provision for taxation amounting to INR 4,503.84 Million as on March 31, 2024 (INR 2,991.70 Million as on March 31, 2023).

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

11 Inventories[1]

Particulars	As at March 31, 2024	As at March 31, 2023
At lower of cost and net realisable value		
Raw materials (Refer Note 33A)	143.48	204.91
Accessories and packing material (Refer Note 33B)	36.32	44.64
Work in progress (Refer Note 35)	280.15	284.71
Finished goods (Refer Note 35) [Including in transit INR 2.46 Million (March 31, 2023 - INR 1.01 Million)]	478.14	614.72
Stock-in-trade (Refer Note 35) [Including in transit INR 1.21 Million (March 31, 2023 - INR 0.28 Million)]	448.21	587.48
Total	**1,386.30**	**1,736.46**

(1) Includes all inventories lying with third party aggregating INR 335.88 Million (March 31, 2023 - INR 412.13 Million).

12 Financial assets - Current : Investments

Particulars	As at March 31, 2024	As at March 31, 2023
Investments in mutual funds		
Unquoted		
At fair value through profit and loss (FVTPL)		
Kotak Liquid Fund - Direct Plan - Growth (March 31, 2024 - 61,378 units at par value of INR 1,000 each) [March 31, 2023 - 84,090 units at par value of INR 1,000 each]	299.47	382.47
HDFC Liquid Fund - Direct Plan - Growth Option (March 31, 2024 - 1,06,139 units at par value of INR 1,000 each) [March 31, 2023 - 80,167 units at par value of INR 1,000 each]	503.49	354.60
Axis Corporate Debt Fund - Direct - Growth (March 31, 2024 - 57,53,452 units at par value of INR 10 each) [March 31, 2023 - 57,53,452 units at par value of INR 10 each]	93.05	86.14
Axis Treasury Advantage Fund - Direct - Growth (March 31, 2024 - 41,604 units at par value of INR 1,000 each) [March 31, 2023 - 41,604 units at par value of INR 1,000 each]	122.25	113.59
HDFC Corporate Bond Fund - Direct - Growth (March 31, 2024 - 89,67,268 units at par value of INR 10 each) [March 31, 2023 - 89,67,268 units at par value of INR 10 each]	267.97	247.67
HDFC Money Market Fund - Direct Plan - Growth (March 31, 2024 - 11,500 units at par value of INR 1,000 each) [March 31, 2023 - 11,500 units at par value of INR 1,000 each]	60.95	56.60
ICICI Prudential Corporate Bond Fund - Direct Plan - Growth (March 31, 2024 - 96,51,613 units at par value of INR 10 each) [March 31, 2023 - 96,51,613 units at par value of INR 10 each]	271.65	251.21
ICICI Prudential Banking and PSU Debt Fund - Direct Plan - Growth (March 31, 2024 - 30,28,561 units at par value of INR 10 each) [March 31, 2023 - 30,28,561 units at par value of INR 10 each]	93.22	86.30
ICICI Prudential Money Market Fund - Direct Plan - Growth (March 31, 2024 - 3,48,358 units at par value of INR 100 each) [March 31, 2023 - 3,48,358 units at par value of INR 100 each]	121.66	112.98
Bandhan Corporate Bond Fund - Direct Plan - Growth (March 31, 2024 - 1,47,72,541 units at par value of INR 10 each) [March 31, 2023 - 1,47,72,541 units at par value of INR 10 each]	263.26	245.26

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

12 Financial assets - Current : Investments (Contd.)

Particulars	As at March 31, 2024	As at March 31, 2023
Kotak Bond Fund (Short Term) - Direct Plan - Growth (March 31, 2024 - 51,88,975 units at par value of INR 10 each) [March 31, 2023 - 51,88,975 units at par value of INR 10 each]	267.35	247.64
Axis AAA Bond Plus SDL ETF - 2026 Maturity (March 31, 2024 - 1,49,39,790 units at par value of INR 10 each) [March 31, 2023 - 1,49,39,790 units at par value of INR 10 each]	167.09	156.92
Axis CPSE Plus SDL 2025 70:30 Debt Index Fund (March 31, 2024 - 1,48,92,767 units at par value of INR 10 each) [March 31, 2023 - 1,48,92,767 units at par value of INR 10 each]	165.69	154.38
NIPPON INDIA ETF NIFTY SDL - 2026 (March 31, 2024 - 35,00,000 units at par value of INR 10 each) [March 31, 2023 - 35,00,000 units at par value of INR 10 each]	419.29	390.99
ABSL CRISIL IBX AAA JUN 2024 INDEX FUND (March 31, 2024 - NIL) [March 31, 2023 - 3,88,46,210 units at par value of INR 10 each]	-	409.11
ABSL Nifty SDL Plus PSU Bond Sep 2026 60:40 Index (March 31, 2024 - 1,90,96,499 units at par value of INR 10 each) [March 31, 2023 - 1,90,96,499 units at par value of INR 10 each]	214.79	200.28
Nippon India Nifty AAA CPSE Bond Plus SDL - Apr 2027 Maturity 60:40 Index Fund (March 31, 2024 - 1,94,09,156 units at par value of INR 10 each) [March 31, 2023 - 1,94,09,156 units at par value of INR 10 each]	214.57	199.99
SBI Gilt June 2036 (March 31, 2024 - 95,39,960 units at par value of INR 10 each) [March 31, 2023 - 95,39,960 units at par value of INR 10 each]	109.24	99.84
ABSL Liquid Fund - Direct Plan - Growth (March 31, 2024 - 6,00,348 units at par value of INR 100 each) [March 31, 2023 - NIL]	233.94	-
Investments in bonds and debentures		
Quoted		
At fair value through other comprehensive income (FVTOCI)		
Bajaj Finance Limited - 0% Secured Redeemable Non-Convertible Debentures (March 31, 2024 -NIL) [March 31, 2023 -100 units at par value of INR 10,00,000 each]	-	114.45
Kotak Mahindra Investments Limited - 0% Secured Redeemable Non-Convertible Debentures (March 31, 2024 - NIL) [March 31, 2023 - 103 units at par value of INR 10,00,000 each]	-	97.81
National Bank For Agriculture and Rural Development - 6.4% Secured Redeemable Non-Convertible Debentures (March 31, 2024 - NIL) [March 31, 2023 - 100 units at par value of INR 10,00,000 each]	-	101.92
Bajaj Finance - 5.70% Secured Redeemable Non-Convertible Debentures (March 31, 2024 - NIL) [March 31, 2023 - 200 units at par value of INR 10,00,000 each]	-	203.31

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

12 Financial assets - Current : Investments (Contd.)

Particulars	As at March 31, 2024	As at March 31, 2023
HDB Financial Services Limited - 0.00% Secured Redeemable Non-Convertible Debentures (March 31, 2024 - NIL) [March 31, 2023 - 350 units at par value of INR 10,00,000 each]	-	363.98
At fair value through other comprehensive income		
HDFC Bank Limited - 7.99% Secured Redeemable Non-Convertible Debentures (March 31, 2024 - 250 units at par value of INR 10,00,000 each) [March 31, 2023 -NIL]	264.25	-
Axis Finance Limited - 5.72% Secured Redeemable Non-Convertible Debentures (March 31, 2024 - 500 units at par value of INR 10,00,000 each) [March 31, 2023 -NIL]	519.44	-
Kotak Mahindra Prime Limited - 5.70% Secured Redeemable Non-Convertible Debentures (March 31, 2024 - 150 units at par value of INR 10,00,000 each) [March 31, 2023 -NIL]	154.86	-
Kotak Mahindra Prime Limited - 0% Secured Redeemable Non-Convertible Debentures (March 31, 2024 -420 units at par value of INR 10,00,000 each) [March 31, 2023 - NIL]	394.32	-
At fair value through profit and loss		
ICICI Bank Limited - 9.15% Perpetual Bond (March 31, 2024 - NIL) [March 31, 2023 - 300 units at par value of INR 10,00,000 each]	-	321.72
State Bank of India - 9.37% Perpetual Bond (March 31, 2024 - NIL) [March 31, 2023 - 150 units at par value of INR 10,00,000 each]	-	154.73
HDB Financial Services Limited - 0% MLD Series 2020 A/0/(ML)/4 (March 31, 2024 - NIL) [March 31, 2023 -250 units at par value of INR 10,00,000 each]	-	302.35
Axis Finance Limited ,Market Linked Debenture (March 31, 2024 - NIL) [March 31, 2023 -450 units at par value of INR 10,00,000 each]	-	544.64
L&T Finance Limited , Market Linked Debenture (March 31, 2024 - NIL) [March 31, 2023 -50 units at par value of INR 10,00,000 each]	-	60.00
Kotak Mahindra Investment Limited, Market Linked Debenture (March 31, 2024 - 100 units at par value of INR 10,00,000 each) [March 31, 2023 - NIL]	110.46	-
State Bank of India - 8.50% Perpetual Bond (March 31, 2024 - 95 units at par value of INR 10,00,000 each) [March 31, 2023 - NIL]	97.21	-
Tata Cleantech Capital Limited, Market Linked Debenture (March 31, 2024 - NIL) [March 31, 2023 - 1,000 units at par value of INR 1,00,000 each]	-	115.97

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

12 Financial assets - Current : Investments (Contd.)

Particulars	As at March 31, 2024	As at March 31, 2023
Fixed deposits with financial institutions		
Unquoted		
At amortised cost		
Bajaj Finance Limited	613.46	-
Total	**6,042.93**	**6,176.85**
Aggregate market value of quoted investments	**1,540.54**	**2,380.88**
Aggregate book value of quoted investments	**1,540.54**	**2,380.88**
Aggregate book value of unquoted investments	**4,502.39**	**3,795.97**

13 Financial Assets - Current : Trade receivables

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
- Trade Receivables considered good - Secured[1]	2,230.42	1,949.15
- Trade Receivables considered good - Unsecured	3,459.05	2,827.59
	5,689.47	**4,776.74**
Less: Loss Allowance	(44.26)	(42.31)
Total	**5,645.21**	**4,734.43**
- Receivables from related parties - Secured/ Considered good (Refer Note 46)	92.55	67.70
- Receivables from related parties - Unsecured/ Considered good (Refer Note 46)	104.22	84.57
- Others	5,448.44	4,582.16
Total	**5,645.21**	**4,734.43**

(1) Receivables are secured to the extent of security deposits and bank guarantees taken from customers.

13.1 Trade receivables ageing schedule

Particulars	Outstanding from due date of payment as on March 31, 2024						
	Not Due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables	5,434.47	181.67	22.49	5.14	1.44	-	5,645.21
Total	5,434.47	181.67	22.49	5.14	1.44	-	5,645.21

Particulars	Outstanding from due date of payment as on March 31, 2023						
	Not Due	Upto 6 months	6 months - 1 year	1-2 years	2-3 years	More than 3 years	Total
Undisputed Trade Receivables*	4,563.61	149.08	17.15	3.85	0.65	0.00	4,734.34
Disputed Trade Receivables	-	-	-	0.09	-	-	0.09
Total	4,563.61	149.08	17.15	3.94	0.65	0.00	4,734.43

* Amount is below the rounding off norms adopted by the Group.

1. As per terms of payment under agreements with majority of customers, sales consideration are receivable by the Group within a maximum period of 180 days from date of delivery of goods. In other cases, sales consideration are receivable within a periods ranging from 7 days to 90 days.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

2. Generally, customers remit sales consideration without specifying particular invoices in respect of which such remittances are being made. Hence, such receipts from the customers are adjusted against their trade receivables on First in First out (FIFO) basis. In few cases, where identification is possible, such receipts are adjusted on basis of actual invoice.

3. There are no unbilled trade receivables as on each reporting date.

14 Financial assets - Current : Cash and cash equivalents

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
- Balances with banks	216.29	96.88
- Cash on hand	0.68	0.57
Total	**216.97**	**97.45**

15 Financial Assets - Current : Other bank balances

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
Fixed deposits with banks with original maturity greater than 3 months but less than 12 months (Refer Note 15.1)	-	2.56
Earmarked balances with banks - unpaid dividend	0.13	0.05
Total	**0.13**	**2.61**

15.1 Includes deposits of INR Nil (March 31, 2023 - INR 0.21 Million) lodged with sales tax authorities which earns interest Nil (March 31, 2023 -interest ranging from 4.90% to 5.10%).

16 Financial assets - Current : Others

(unsecured, considered good unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
Security deposits		
- Considered good	83.88	160.08
- Considered doubtful	4.58	2.08
	88.46	**162.16**
Less: Loss Allowance	(4.58)	(2.08)
	83.88	**160.08**
Interest accrued on		
- Fixed deposits	-	1.97
- Bonds and Debentures	-	4.19
- Others	-	0.60
Other receivables	34.46	-
Loan to employees	0.28	0.03
IPO expenses recoverable (Refer Note 46.1)	-	0.15
At fair value through profit and loss		
Derivative contracts[1]	-	0.05
Total	**118.62**	**167.07**

(1) It represents receivables arising from fair valuation of foreign exchange forward contracts.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

17 Other Current Assets

(unsecured, considered good, unless otherwise stated)

Particulars	As at March 31, 2024	As at March 31, 2023
Export incentive receivables		
- Considered good	0.63	0.55
- Considered doubtful	1.01	1.09
	1.64	**1.64**
Less: Loss Allowance	(1.01)	(1.09)
	0.63	**0.55**
Advances recoverable in cash or kind		
- Considered good	14.68	6.89
- Considered doubtful	-	0.06
	14.68	**6.95**
Less: Loss Allowance	-	(0.06)
	14.68	**6.89**
Others		
- Considered doubtful	-	0.03
	-	**0.03**
Less: Loss Allowance	-	(0.03)
	-	-
Balances with statutory/government authorities	110.01	67.63
Advance to employees	0.34	0.49
Prepaid expenses	22.84	22.93
Right of return assets[1]	358.91	364.46
Total	**507.41**	**462.95**

(1) Right of return asset represents the Group's right to recover the goods expected to be returned by customers. A right of return asset (and corresponding adjustment to cost of sales) is recognised for the underlying goods expected to be returned for an amount equivalent to the cost which is lower than the net realisable value. The asset is measured at the carrying amount of the inventory and is updated for any revisions to its expected level of returns, as well as any additional decreases in the value of the returned products. A refund liability is recognized for the goods that are expected to be returned (i.e., the amount not included in the transaction price).

18 Equity Share capital

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
Authorized				
30,10,00,000 equity shares (March 31, 2023: 30,10,00,000 equity shares) of INR 1 each	30,10,00,000	301.00	30,10,00,000	301.00
Issued, subscribed and fully paid-up shares				
24,28,69,863 equity shares (March 31, 2023: 24,27,79,990 equity shares) of INR 1 each	24,28,69,863	242.87	24,27,79,990	242.78
Total	**24,28,69,863**	**242.87**	**24,27,79,990**	**242.78**

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

18 Equity Share capital (Contd.)

i) Reconciliation of the number of shares and amount outstanding as at the beginning and at the end of the reporting period :

Particulars	As at March 31, 2024		As at March 31, 2023	
	Number of shares	Amount	Number of shares	Amount
Equity shares outstanding at the beginning of the year	**24,27,79,990**	**242.78**	**24,27,03,089**	**242.70**
Add : Issue of shares pursuant to ESOP exercised during the year	89,873	0.09	76,901	0.08
Equity shares outstanding at the end of the year	**24,28,69,863**	**242.87**	**24,27,79,990**	**242.78**

ii) Details of shares held by each shareholder holding more than 5% shares in the Holding Company

Name of Shareholder	As at March 31, 2024		As at March 31, 2023	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Ravi Modi Family Trust acting through its trustee, Modi Fiduciary Services Private Limited	13,88,59,330	57.17%	16,28,41,754	67.07%
Ravi Modi HUF	3,88,81,422	16.01%	3,88,81,422	16.02%
Total	**17,77,40,752**	**73.18%**	**20,17,23,176**	**83.09%**

iii) Disclosure of shareholding of promoters

Name of Shareholder	As at March 31, 2024		As at March 31, 2023		As at March 31, 2022		% Change in holding pursuant to no. of shares as at March 31, 2024	% Change in holding pursuant to no. of shares as at March 31, 2023
	No. of Shares held	% of Holding	No. of Shares held	% of Holding	No. of Shares held	% of Holding		
Ravi Modi Family Trust acting through its trustee, Modi Fiduciary Services Private Limited	13,88,59,330	57.17%	16,28,41,754	67.07%	16,28,41,754	67.10%	(9.90%)	(0.03%)
Shilpi Modi	26,56,104	1.09%	26,56,104	1.09%	26,56,104	1.09%	-	-
Ravi Modi	16,88,134	0.70%	16,88,134	0.70%	16,88,134	0.70%	-	-
Total	**14,32,03,568**	**58.96%**	**16,71,85,992**	**68.86%**	**16,71,85,992**	**68.89%**	**(9.90%)**	**(0.03%)**

iv) Rights, preferences and restrictions attached to shares

The Holding Company has only one class of equity shares having par value of INR 1 each (March 31, 2023: INR 1 each). Each holder of equity shares is entitled to one vote per share. The Holding Company declares and pays dividend in Indian rupees. The final dividend proposed by the Board of Directors is subject to the approval of the shareholders in the general meeting. The above shareholding represents legal ownership of shares.

In the event of liquidation of the Holding Company, the equity shareholders shall be entitled to receive remaining assets of the Holding Company after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

v) Shares reserved for issue under options

Particulars	As at March 31, 2024		As at March 31, 2023	
	No. of Shares	Amount	No. of Shares	Amount
Under Employee Stock Option Plan - 2018	4,04,831	165.94	5,03,167	188.45

For movement of shares issued under options and other terms and conditions, refer Note 52.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

18 Equity Share capital (Contd.)

vi) Aggregate number of equity shares issued as bonus, share issued for consideration other than cash and shares bought back during the period of 5 (Five) years immediately preceding the reporting date:

Particulars	No. of Shares	
	As at March 31, 2024	As at March 31, 2023
Shares issued for consideration other than cash	-	96,42,250
Shares bought back	40,11,293	40,11,293

vii) After the reporting dates dividends amounting to INR 2,064.39 million (INR 8.50 per equity share) for the current year and INR 2,185.02 million (INR 9 per equity share) for the previous year were proposed by The Board of Directors subject to approval of shareholders at the Annual General Meeting (AGM) of the Holding Company. The dividends have not been recognized as liabilities.

During the year the Holding Company has paid dividend of INR 2,185.06 (INR 9 per equity shares) representing the final dividend declared in previous year.

19 Other equity

Particulars	As at March 31, 2024	As at March 31, 2023
Retained earnings		
Opening balance	**13,568.03**	**10,454.09**
Profit for the year	4,141.72	4,291.08
Other comprehensive income/(loss) for the year	(3.87)	0.93
- Re-measurement gains/(losses) on defined benefit obligations (net of tax)		
- Fair value changes in debt instruments through OCI (net of tax)	5.49	35.45
Dividend Paid to share holders of the Holding Company	(2,185.06)	(1,213.52)
	15,526.31	**13,568.03**
Securities Premium		
Opening balance	95.71	72.06
Share options exercised during the year	54.67	23.65
	150.38	**95.71**
Capital Redemption Reserve		
Opening and closing balance	8.02	8.02
	8.02	**8.02**
Capital Reserve		
Opening and closing balance	7.62	7.62
	7.62	**7.62**
Share options outstanding account (Refer Note 52)		
Opening balance	**76.64**	**42.93**
Equity settled share-based payments (Note 52)	30.66	42.87
Share options exercised during the year	(23.70)	(9.16)
	83.60	**76.64**
Total	**15,775.93**	**13,756.02**

Nature and purpose of reserves

Retained Earnings: Retained earnings are the profits that the Group has earned till date, less any transfers to general reserve, dividends or other distributions paid to shareholders. Retained earnings is a free reserve available to the Group and eligible for distribution to shareholders.

Securities Premium: The amount received in excess of face value of the equity shares is recognised in Securities Premium as per the provision of Companies Act, 2013. This reserve is utilised in accordance with the provisions of the Act.

Capital Redemption Reserve: As per the provisions of section 68 of Companies Act, 2013, the Group has recognised Capital Redemption Reserve on buyback of equity shares from its securities premium and retained earnings. The amount in Capital Redemption Reserve is equal to nominal amount of the equity shares bought back.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

19 Other equity (Contd.)

Capital Reserve: During amalgamation, the excess amount of the cancelled share capital of the Group over the investment by the amalgamating Company in the Group is treated as Capital Reserve in the Consolidated financial statements.

Share options outstanding account: The fair value of the equity-settled share based payment transactions is recognised in Consolidated Statement of Profit and Loss with corresponding credit to Share based payment reserve. The Same is adjusted on the ESOP allotment made by the Group.

20 Financial liabilities - Non current : Lease Liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost[1]		
Lease liabilities	3,266.49	1,958.31
Total	**3,266.49**	**1,958.31**

(1) For changes in liabilities arising from financing activities and maturity analysis, refer Note 45.

21 Financial liabilities - Non current : Deposits

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
Security deposits	1,225.37	1,064.18
Total	**1,225.37**	**1,064.18**

22 Non-current - Provisions

Particulars	As at March 31, 2024	As at March 31, 2023
Employee Benefits - Gratuity (Refer Note 43)	45.73	35.19
Total	**45.73**	**35.19**

23 Non-current - Deferred tax liabilities (net)

Particulars	Opening as on April 01, 2023	Recognised in PL	Recognised in OCI	Closing as on March 31, 2024
Deferred Tax Assets				
Expenses allowable on payment, write off, etc.	17.66	2.00	1.30	20.96
Provision for expected sales return (net)	177.69	4.60	-	182.29
Lease liabilities	728.06	382.35	-	1,110.41
Tax impact on profit elimination upon consolidation	1.16	(0.34)	-	0.82
Others	7.25	16.00	-	23.25
	931.82	**404.61**	**1.30**	**1,337.73**
Deferred Tax Liabilities				
Temporary differences in carrying value of property, plant and equipment, intangible assets and right of use assets between books of account and for tax purposes	1,021.16	389.64	-	1,410.80
Income taxable in future on realisation	68.43	35.99	1.85	106.27
Goodwill	39.54	-	-	39.54
	1,129.13	**425.63**	**1.85**	**1,556.61**
Net deferred tax liabilities	**197.31**	**21.02**	**0.55**	**218.88**

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

23 Non-current - Deferred tax liabilities (net) (Contd.)

Particulars	Opening as on April 01, 2022	Recognised in PL	Recognised in OCI	Closing as on March 31, 2023
Deferred Tax Assets				
Expenses allowable on payment, write off, etc.	14.15	3.81	(0.30)	17.66
Provision for expected sales return (net)	137.11	40.58	-	177.69
Tax impact on profit elimination upon consolidation	2.31	(1.17)	-	1.16
Lease liabilities	654.17	73.89	-	728.06
Others	3.89	3.36	-	7.25
	811.63	**120.47**	**(0.30)**	**931.82**
Deferred Tax Liabilities				
Temporary differences in carrying value of property, plant and equipment, intangible assets and right of use assets between books of account and for tax purposes	920.20	100.96	-	1,021.16
Income taxable in future on realisation	20.00	36.50	11.93	68.43
Goodwill	39.54	-	-	39.54
	979.74	**137.46**	**11.93**	**1,129.13**
Net deferred tax liabilities	**168.11**	**17.00**	**12.23**	**197.31**

23.1 Amount recognised in Other comprehensive income

Particulars	As at March 31, 2024			As at March 31, 2023		
	Before Tax	Tax (Expenses) / Benefit	Net of Tax	Before Tax	Tax (Expenses) / Benefit	Net of Tax
Item that will not be reclassified to profit or loss						
Re-measurement gains/(losses) on defined benefit obligations	(5.16)	1.29	(3.87)	1.25	(0.32)	0.93
Item that will be reclassified to profit or loss						
Fair value changes in debt instruments through other comprehensive income	7.34	(1.85)	5.49	47.38	(11.93)	35.45
Amount recognised in other comprehensive income	**2.18**	**(0.56)**	**1.62**	**48.63**	**(12.25)**	**36.38**

23.2

Particulars	As at March 31, 2024	As at March 31, 2023
Accounting profit before tax	**5,484.06**	**5,758.39**
At India's statutory income tax rate of 25.168% (March 31, 2023: 25.168%)	1,380.23	1,449.27
Non deductible expenses for tax purposes	19.42	15.67
Impact of tax rate changes	(60.42)	-
Others	3.11	2.37
Total tax expense for the year	**1,342.34**	**1,467.31**

23.3 Income tax expenses for the current year and previous year represents charge for respective year, Income tax for earlier year included in the charge amounts to INR Nil.

23.4 The Holding Company is having long term capital loss (LTCL) of INR 32.51 million (March 31, 2023 - INR 62.02 million), as per last Income Tax return filed for AY 23-24, on which deferred tax assets has not been recognized. Further such loss of INR 32.51 million can be carried forward to AY 28-29.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

24 Non-current - Other liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
Deferred income	583.78	439.71
Total	**583.78**	**439.71**

24.1 In accordance with Ind AS 109, deposits taken are remeasured at amortised cost using the effective interest rate method. The difference between the transaction value of the deposit taken and amortised cost is regarded as deferred income and recognised as revenue on a straigt line basis over the agreement period. Interest expense, measured by the effective interest rate method is accrued.

25 Financial liabilities - Current : Lease Liabilities

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost[1]		
Lease liabilities	1,177.70	975.50
Total	**1,177.70**	**975.50**

(1) For changes in liabilities arising from financing activities and maturity analysis, refer Note 45.

26 Financial liabilities - Current : Trade payables

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
- Total outstanding dues of micro enterprises and small enterprises (Refer Note 26.1)	307.05	196.84
	307.05	**196.84**
- Dues to related parties (Refer Note 46)	6.33	6.66
- Total outstanding dues of creditors other than micro enterprises and small enterprises	577.41	655.32
	583.74	**661.98**
Total	**890.79**	**858.82**

26.1 Information in terms of Section 22 of Micro, Small and Medium enterprises Development Act, 2006 (MSMED) are given below:

Particulars	As at March 31, 2024	As at March 31, 2023
(i) Principal amount remaining unpaid to any supplier as at the end of the accounting year	307.05	196.84
Interest due thereon remaining unpaid to any supplier as at the end of the year.	0.24	
(ii) Amount of interest paid by the buyer under MSMED Act, 2006 along with the amounts of the payment made to the supplier beyond the appointed day during the year	1.42	-

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

26 Financial liabilities - Current : Trade payables (Contd.)

Particulars	As at March 31, 2024	As at March 31, 2023
(iii) Amount of interest due and payable for the period of delay in making payment (which has been paid but beyond the appointed day during the year) but without adding the interest specified under the MSMED Act, 2006	0.62	0.17
(iv) The amount of interest accrued and remaining unpaid at the end of the year;	0.86	0.28
(v) The amount of further interest remaining due and payable even in the succeeding year, until such date when the interest dues as above are actually paid to the small enterprise, for the purpose of disallowance as a deductible expenditure under section 23 of MSMED Act 2006.	-	-
Interest payable to micro, small and medium enterprises (Refer Note 27)	**0.86**	**0.28**

26.2 Trade payables ageing schedule

Particulars	Unbilled Due	Outstanding as on March 31, 2024 from due date of payment					
		Not Due	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed							
Total outstanding dues of micro enterprises and small enterprises	3.57	295.09	7.54	0.02	0.39	0.44	307.05
Total outstanding dues of creditors other than micro enterprises and small enterprises	265.91	167.87	141.88	0.98	0.58	1.65	578.87
Disputed							
Dues of creditors other than micro enterprises and small enterprises	-	-	-	-	-	4.87	4.87
Total	**269.48**	**462.96**	**149.42**	**1.00**	**0.97**	**6.96**	**890.79**

Particulars	Unbilled Due	Outstanding as on March 31, 2023 from due date of payment					
		Not Due	Upto 1 Year	1-2 Years	2-3 Years	More than 3 Years	Total
Undisputed							
Total outstanding dues of micro enterprises and small enterprises	0.10	190.43	6.31	-	-	-	196.84
Total outstanding dues of creditors other than micro enterprises and small enterprises	277.49	237.10	139.93	1.20	0.27	1.10	657.09
Disputed							
Dues of creditors other than micro enterprises and small enterprises	-	-	-	-	4.87	0.02	4.89
Total	**277.59**	**427.53**	**146.24**	**1.20**	**5.14**	**1.12**	**858.82**

(1) There are no disputed dues of micro enterprises and small enterprises at the end of each year reported.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

27 Financial liabilities - Current : Others

Particulars	As at March 31, 2024	As at March 31, 2023
At amortised cost		
Employees related liabilities	45.35	75.35
Security deposits	242.38	285.05
Payables to capital creditors	-	6.29
Interest payable on micro and small enterprises (Refer Note 26.1)	0.86	0.28
Unpaid dividend	0.13	0.05
At fair value through profit and loss		
Derivative contracts[1]	0.34	-
Total	**289.06**	**367.02**

(1) It represents liability arising from loss on fair valuation of derivative contracts in the nature of foreign exchange forward contracts.

28 Other liabilities : Current

Particulars	As at March 31, 2024	As at March 31, 2023
Advance from customers (Refer Note 9.1)[1]	23.19	523.67
Refund liabilities[2]	1,083.20	1,070.52
Statutory dues	88.41	43.90
Deferred income (Refer Note 24.1)	109.26	81.54
Total	**1,304.06**	**1,719.63**

(1) Refer Note no 46 for balances with related parties however in the current year there is no advance from related party

(2) A refund liability in respect of products sold that are expected to be returned and accepted by the Group is recognized based on management's best estimate. The Group updates its estimates of refund liabilities at the end of each reporting year.

29 Provisions : Current

Particulars	As at March 31, 2024	As at March 31, 2023
Employee benefits - Gratuity (Refer Note 43)	3.42	2.47
Total	**3.42**	**2.47**

30 Tax liabilities (net) : Current

Particulars	As at March 31, 2024	As at March 31, 2023
Income tax liabilities (net of advance income tax)[1]	63.48	43.22
Total	**63.48**	**43.22**

(1) Current tax liabilities is net of advance taxes paid, TDS and TCS receivable amounting to INR 3,544.61 Million as on March 31, 2024 (March 31, 2023 - INR 3,646.86 Million).

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

31 Revenue from operations

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Revenue from contracts with customers (A)		
Sale of products	13,654.06	13,529.67
Other operating revenue (B)		
(i) Scrap sales	2.57	2.75
(ii) Insurance charges recovery	9.45	10.21
(iii) Export incentives	9.24	6.67
Total (A+B)	**13,675.32**	**13,549.30**

31.1 Disaggregated revenue information

Set out below is the disaggregation of the Group's revenue from contracts with customers based on geography:

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
India	13,332.76	13,251.26
Outside India	321.30	278.41
Total revenue from contracts with customers	**13,654.06**	**13,529.67**

31.2 Reconciliation of revenue from sale of products with contract price

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Contract Price	13,553.22	13,671.73
Add: Impact of deferred income on deposits taken from customers (Refer Note 24.1)	113.52	82.26
Less: Refund Liabilities	(12.68)	(224.32)
Total revenue from contracts with customers	**13,654.06**	**13,529.67**

Contract Balances

Particulars	As at the year ended	
	March 31, 2024	March 31, 2023
Trade Receivables	5,645.21	4,734.43
Advance from customers	23.19	22.73
Refund liabilities	1,083.20	1,070.52

Performance obligation from contracts with customers

Revenue from sale of goods is recognised when the Group transfers the control of the goods to customer and the Group has present right to collect sale proceeds for those goods both of which coincides with delivery.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

32 Other income

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Interest income under effective interest rate method on:		
- Fixed deposits - at amortised cost	15.15	0.26
- Loans - at amortised cost	0.02	0.02
- Bonds and debentures - at FVTOCI	79.45	55.42
- Others[1]	40.81	32.92
Other non-operating income:		
- Profit on sale of investments (net)	181.93	59.10
- Gain on fair valuation of investments carried at FVTPL	316.90	180.15
- Profit on sale of property, plant & equipment (net)	0.35	30.55
- Gain on foreign exchange fluctuations (net)	-	0.67
- Liabilities/provisions no longer required written back	25.67	16.05
- Insurance claim received	2.39	5.00
- Gain on termination of lease arrangements (Refer Note 45)	7.55	15.69
- Other miscellaneous income	26.49	6.58
Total	**696.71**	**402.41**

(1) Primarily includes unwinding of interest on deposits given under lease arrangements.

33 Cost of materials consumed

A. Raw materials

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Inventory at the beginning of the year	204.91	227.23
Add: Purchases during the year	1,230.66	1,414.15
	1,435.57	**1,641.38**
Less: Inventory at the end of the year (Refer Note 11)	143.48	204.91
Total	**1,292.09**	**1,436.47**

B. Accessories & packing materials

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Inventory at the beginning of the year	44.64	36.48
Add: Purchases during the year	148.65	198.70
	193.29	235.18
Less: Inventory at the end of the year (Refer Note 11)	36.32	44.64
Total	**156.97**	**190.54**

34 Purchases of stock-in-trade

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Purchases of stock-in-trade	2,057.12	2,280.96
Total	**2,057.12**	**2,280.96**

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

35 Changes in inventories of finished goods, stock-in-trade and work-in-progress

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Inventory at the end of the year (Refer Note 11)		
Finished goods	478.14	614.72
Work in progress	280.15	284.71
Stock-in-trade	448.21	587.48
	1,206.50	**1,486.91**
Inventories at the beginning of the year		
Finished goods	614.72	467.11
Work in progress	284.71	281.75
Stock-in-trade	587.48	417.43
	1,486.91	**1,166.29**
(Increase)/Decrease in Inventories		
Finished goods	136.58	(147.61)
Work in progress	4.56	(2.96)
Stock-in-trade	139.27	(170.05)
(Increase)/Decrease Right of return assets (Refer Note 17)	5.54	(67.99)
Changes in inventories of finished goods, stock-in-trade & work-in-progress	**285.95**	**(388.61)**

36 Employee benefits expense

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Salaries, wages and bonus (including Directors' remuneration) (Refer Note 46)	510.29	495.35
Contribution to provident and other funds	10.32	9.27
Gratuity expense (Refer Note 43)	7.69	6.64
Staff welfare expenses	8.82	12.17
Equity settled share-based payments (Refer Note 52)	30.66	42.87
Total	**567.78**	**566.30**

37 Finance costs

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Interest expense on lease liabilities (Refer Note 45)	335.47	237.62
Interest expense on financial liabilities measured at amortised cost[1]	107.26	77.02
Interest expense on others	2.27	-
Total	**445.00**	**314.64**

(1) Primarily includes unwinding of interest on security deposits taken from customers.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

38 Depreciation and amortisation expense

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Depreciation on Property, plant and equipment (Refer Note 4)	65.71	57.76
Depreciation on Right of use assets (Refer Note 4)	1,251.08	948.09
Amortisation of Intangible assets (Refer Note 5)	31.75	32.00
Total	**1,348.54**	**1,037.85**

39 Other expenses

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Job charges	697.22	903.52
Electricity charges	13.19	12.30
Lease rent (Refer Note 45)	557.06	520.01
Advertisement, publicity and sales promotion expenses	764.37	680.14
Commission	119.17	131.04
Freight and forwarding expenses	98.73	88.97
Rates and taxes	40.56	33.13
Loss on foreign exchange fluctuations (net)	2.35	0.62
Insurance	31.96	28.73
Repairs and maintenance		
- Others	4.22	13.52
Legal & professional fees	60.18	43.53
Travelling and conveyance	42.22	31.45
Payment to auditors (Refer Note 41)	5.19	5.26
Shop running and maintenance expenses	0.25	1.07
Directors' Fees and Commission (Refer Note 46)	12.00	12.00
Loss allowances on financial assets	7.61	16.29
Bad debts/advances written off	1.62	2.24
Corporate social responsibility expenditure (Refer Note 42)	75.32	62.08
Miscellaneous expenses	201.30	169.27
Total	**2,734.52**	**2,755.17**

40 Earnings per share (EPS)

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Net profit after tax for the year	4,141.72	4,291.08
Basic earnings per share		
Weighted average number of ordinary shares (No. in Million)	242.81	242.73
Nominal value of ordinary share (INR per share) (Refer Note 18)	1.00	1.00
Basic earnings for ordinary shares (in INR per share)	**17.06**	**17.68**
Diluted earnings per share		
Weighted average number of ordinary shares (No. in Million)	242.81	242.73
Effect of share options (No. in Million)	0.27	0.03
	243.08	242.76
Nominal value of ordinary share (INR per share) (Refer Note 18)	1.00	1.00
Diluted earnings for ordinary shares (in INR per share)	**17.04**	**17.68**

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

41 Payment to auditors

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
As statutory auditors : (audit & review of financial statements)		
Statutory Audit fees	3.20	3.20
Tax audit fees	0.55	0.55
Limited review of quarterly results	0.90	0.95
In other Capacity :		
Fees for other audit services (Certification fees)	0.08	-
Reimbursement of expenses	0.46	0.56
Total	**5.19**	**5.26**

42 Corporate social responsibility (CSR) expenditure

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
a) Gross amount to be spent by the Group during the year	76.49	60.82
b) Amount spent and approved by the board during the year		
(i) Construction/ acquisition of any asset		
(ii) On purpose other than (i) above	75.32	62.08
c) Amount unspent during the year	Not Applicable	Not Applicable
d) Nature of CSR activities	Healthcare & Education	Healthcare, Education & Sustainable Livelihood

For movement in CSR, refer below:

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Opening Balance	(1.24)	-
Gross amount to be spent during the year	76.49	60.82
Actual spent during the year	(75.32)	(62.08)
(Excess) /short spent	**(0.06)**	**(1.26)**

43 Employee benefits

(I) Defined contribution plan

In accordance with The Employees Provident Funds and Miscellaneous Provisions Act, 1952 employees are entitled to receive benefits under the provident fund. Both the employee and the employer make monthly contributions to the plan at a predetermined rate as per the provisions of applicable statute. Retirement benefit in the form of provident fund and employees' state insurance (ESI) are defined contribution scheme and the contributions are charged to consolidated statement of profit and loss of the period when the employee renders the service. There are no obligations other than the contribution payable to the respective funds.

(II) Defined benefit plan - Unfunded

In accordance with the Payment of Gratuity Act, 1972, the Group contributes to a defined benefit plan (the "Gratuity Plan") for employees who have completed 5 years of service. The Gratuity Plan provides a lump sum payment to vested employees at retirement, disability or termination of employment being an amount based on the respective employee's last drawn salary and the number of years of employment with the Holding Company.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

43 Employee benefits (Contd.)

A Principal actuarial assumptions

Principal actuarial assumptions used to determine the present value of the defined benefit obligation as at and for the year ended are as follows:

Particulars	March 31, 2024	March 31, 2023
Discount rate	7.00%	7.20%
Expected rate of increase in compensation level of covered employees	7.00%	7.00%
Average duration of defined benefit obligation	10 years	10 years
Mortality rate	Indian Assured Lives Mortality (2006 -08) Ultimate	Indian Assured Lives Mortality (2006 -08) Ultimate
Withdrawal Rate		
- Upto 30 years	15.00%	15.00%
- 31 to 40 years	8.00%	8.00%
- 41 years and above	3.00%	3.00%

The estimates of future salary increase considered in actuarial valuation, takes account of inflation, seniority, promotion and other relevant factors, such as supply and demand in the employment market.

B Details of actuarial valuation carried out on Balance Sheet date are as under:

Amount recognised in the balance sheet consists of:

Particulars	As at March 31, 2024	As at March 31, 2023
Present value of defined benefit obligations	49.15	37.66
Net liability arising from defined benefit obligations	**49.15**	**37.66**

Amounts recognised in statement of profit or loss in respect of gratuity scheme are as follows:

Particulars	March 31, 2024	March 31, 2023
Current service cost	5.03	4.28
Interest cost	2.66	2.36
Total charge to statement of profit or loss	**7.69**	**6.64**

Amounts recognised in the statement of comprehensive income are as follows:

Remeasurement of the net defined benefit obligation:-

Particulars	March 31, 2024	March 31, 2023
Re-measurement (gain)/losses arising from changes in financial assumptions	0.94	(0.36)
Re-measurement (gain)/losses arising from experience adjustments	4.22	(0.89)
Re measurement of the net defined benefit liability	**5.16**	**(1.25)**

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

43 Employee benefits (Contd.)

The movement during the year of the present value of the defined benefit obligation was as follows:

Particulars	March 31, 2024	March 31, 2023
Opening balance	**37.66**	**34.21**
Current service cost	5.03	4.28
Interest cost of scheme liabilities	2.66	2.36
Benefits paid	(1.36)	(1.94)
Re-measurement losses / (gains) arising from changes in financial assumptions	0.94	(0.36)
Re-measurement losses /(gains) arising from experience adjustments	4.22	(0.89)
Closing balance	**49.15**	**37.66**
Recognised under:		
Current provision	3.42	2.47
Non current provision	45.73	35.19

The gratuity scheme of the Group is unfunded hence there was no plan asset as at March 31, 2024 and March 31, 2023.

C Sensitivity analysis

Below is the sensitivity analysis determined for significant actuarial assumptions for the determination of defined benefit obligations and based on reasonably possible changes of the respective assumptions occurring at the end of the reporting year while holding all other assumptions constant.

Increased /(Decreased) impact in defined benefit obligation

Particulars	March 31, 2024	March 31, 2023
Discount rate		
Increase by 0.50%	(2.29)	(1.76)
Decrease by 0.50%	2.47	1.90
Expected rate of change in compensation level of covered employees		
Increase by 0.50%	2.10	1.95
Decrease by 0.50%	(1.97)	(1.12)
Mortality Rate		
Increase by 10%	0.01	0.01
Decrease by 10%	(0.01)	(0.01)
Attrition Rate		
Increase by 0.50%	0.09	0.14
Decrease by 0.50%	(0.09)	(0.14)

The above sensitivity analysis may not be representative of the actual benefit obligation as it is unlikely that the change in assumptions would occur in isolation of one another as some of the assumptions may be correlated.

In presenting the above sensitivity analysis, the present value of defined benefit obligation has been calculated using the projected unit credit method at the end of reporting year, which is the same as that applied in calculating the defined obligation liability recognized in the balance sheet.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

43 Employee benefits (Contd.)

D Risk analysis

Group is exposed to a number of risks in the defined benefit plans. Most significant risks pertaining to defined benefits plans and management estimation of the impact of these risks are as follows:

(1) Salary growth risks

The present value of the defined benefit plan liability is calculated by reference to the future salaries of plan participants. Salary increase considered at the rate of 7%. As such, an increase in the salary of the plan participants will increase the plan's liability.

(2) Life expectancy / Longevity risks

The present value of the defined benefit plan liability is calculated by reference to the best estimates of the mortality of plan participants both during and after their employment. Mortality tables as per Indian Assured Lives Mortality (2006-08) Ult. is used for during the employment and post retirement respectively. An increase in the life expectancy of the plan participants will increase the plan's liability.

(3) Interest rate risks

A decrease in the bond interest rate will increase the plan liability.

(4) Inflation risks

A decrease in the inflation rate will increase the plan's liability.

E The Code on Social Security, 2020 ('Code') relating to employee benefits during employment and post-employment benefits received Presidential assent in September 2020. The Code has been published in the Gazette of India. However, the date on which the Code will come into effect has not been notified and the final rules/interpretation have not yet been issued. The Group will assess the impact of the Code when it comes into effect and will record any related impact in the period the Code becomes effective.

44 Contingencies and commitments

(To the extent not provided for)

(i) Contingent liabilities

	As at March 31, 2024	As at March 31, 2023
Demands/claims by various government authorities and other claims not acknowledged as debts:		
- Commercial sales tax of various states	0.99	0.99
- Income Tax demands *	234.17	232.56
- Indirect Tax demands	4.00	-
- Bank Guarantee given#	-	284.92
- Demand for employee state insurance (including interest)	7.83	7.49
Total	**246.99**	**525.96**
Payment made under protest against the above		
- Commercial sales tax of various states	0.43	0.43
- Demand for Income tax	46.51	46.51
- Indirect Tax demands	0.36	-
- Demand for employee state insurance	0.84	0.84
Total	**48.14**	**47.78**

* The Income Tax department had carried out a search and seizure operation at the premises of the Holding Company in November 2018. During the earlier years, the department had issued assessment orders dated September 21, 2021 for Assessment Years 2013-14 to 2018-19 under Section 153A of the Income Tax Act, that were subsequently revised vide Orders dated November 30, 2021 and December 01, 2021. Tax demands aggregating INR 232.56 million (including interest upto the date of demand order) over and above the income tax obligations estimated by the Holding Company for those assessment years had been raised by the department on account of disallowances of certain

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

44 Contingencies and commitments (Contd.)

expenses. The Holding Company had filed Appeals against these Orders after paying INR 46.51 million under protest. Based on records maintained, management is confident that the Holding Company will be able to prove that such expenses were incurred for the purpose of the Holding Company's business and are eligible for deduction which is duly supported by a legal opinion obtained in this regard and has been considered as contingent liability as on March 31, 2023. Also during the year, the Company has received order from Income Tax department in it's favour, however the final effect order is still awaited and thus the matter continues to be reported as Contingent liability as on March 31, 2024.

During the previous year March 31, 2023 Bank Guarantee amounting to INR 284.92 million given to National Stock Exchange of India Limited (NSE) in relation to Initial Public Offer (IPO), which has been released during the current financial year March 31, 2024.

(ii) Commitments

	As at March 31, 2024	As at March 31, 2023
Capital Commitments		
Estimated amount of contracts remaining to be executed on capital account	5.61	3.94

45 Leases

(a) The right of use assets comprise of buildings taken on lease. The effective interest rate for lease liabilities is 9.07% as on March 31, 2024 (March 31, 2023 - 8.09%).

		As at March 31, 2024	As at March 31, 2023
(b)	Carrying value of right of use assets at the end of the reporting year (Refer Note 4)	4,267.10	2,790.55

(c) Analysis of Lease liabilities:

Movement of lease liabilities

	As at March 31, 2024	As at March 31, 2023
Opening Lease liabilities	**2,933.81**	**2,787.00**
Addition during the year	2,705.77	1,159.88
Accretion of interest during the year	335.47	237.62
Cash outflow towards payment of lease liabilities	(1,460.28)	(1,115.20)
Deletion during the year on account of termination of lease agreements	(70.58)	(135.49)
Closing Lease liabilities	**4,444.19**	**2,933.81**

The table below summarises the maturity profile of the Group's lease liabilities based on contractual undiscounted payments:

	As at March 31, 2024	As at March 31, 2023
Less than 1 year	1,517.38	1,181.82
Between 2 to 3 year	2,521.93	1,568.88
More than 3 year	1,210.35	638.25

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

45 Leases (Contd.)

	As at March 31, 2024	As at March 31, 2023
Lease liabilities included in the Consolidated Balance sheet		
Current	1,177.70	975.50
Non-Current	3,266.49	1,958.31
Total	**4,444.19**	**2,933.81**

(d) Impact on Statement of profit and loss:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Interest expense on lease liabilities	335.47	237.62
Depreciation on right of use assets *	1,251.08	948.09
Gain on termination of lease arrangements	(7.55)	(15.69)

* includes depreciation on leasehold building.

(e) The Group applies short term lease recognition exemption for the following leases:

	For the year ended March 31, 2024	For the year ended March 31, 2023
Lease rent as per Consolidated Statement of profit and loss	557.06	520.01

46 Related party disclosures

(A) Name of Related Parties

i. Subsidiary (over which the Company has control):
Manyavar Creations Private Limited - Wholly owned subsidiary

ii Enterprise controlling the Company:
Ravi Modi Family Trust acting through its trustee, Modi Fiduciary Services Private Limited

iii. Other related parties and related party relationships with whom transactions have taken place during the year:

Mr. Ravi Modi - Chairman and Managing Director	Key Managerial Person (KMP)
Mrs. Shilpi Modi - Wholetime Director	Key Managerial Person (KMP)
Mr. Manish Mahendra Choksi- Independent Director	Key Managerial Person (KMP)
Mr. Tarun Puri- Independent Director	Key Managerial Person (KMP)
Mrs. Abanti Mitra- Independent Director	Key Managerial Person (KMP)
Mr. Sunish Sharma - Non executive Director	Key Managerial Person (KMP)
Mr. Rahul Murarka - Chief Financial Officer	Key Managerial Person (KMP)
Mr. Navin Pareek - Company Secretary	Key Managerial Person (KMP)
Mr. Vedant Modi - Chief Revenue Officer	Close Member of KMP
Mrs. Usha Devi Modi	Close Member of KMP
Shenayah Retail Stores Private Limited	Enterprises owned or significantly influenced by the relative of KMP
Ravi Modi HUF	Enterprises owned or significantly influenced by the relative of KMP

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

46 Related party disclosures (Contd.)

Vandana Enterprise	Enterprises owned or significantly influenced by the relative of KMP
Pranit Fashions	Enterprises owned or significantly influenced by the relative of KMP
Mohey Fashions Private Limited	Enterprises owned or significantly influenced by the relative of KMP

(B) Details of transactions with related parties

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Sale of products (net of returns) (including taxes)		
Shenayah Retail Stores Private Limited	316.87	285.32
Pranit Fashions	4.40	6.20
Vandana Enterprise	210.39	175.90
Total	**531.66**	**467.42**
Rent income (including taxes)		
Mohey Fashions Private Limited	0.07	0.07
Total	**0.07**	**0.07**
Recovery of expenses (including taxes) (electricity and other expense)		
Shenayah Retail Stores Private Limited	0.25	0.32
Vandana Enterprise	1.54	1.09
Pranit Fashions	0.03	0.02
Total	**1.82**	**1.43**
Reimbursement of Expenses (advertisement expense, electricity expense, etc.)		
Shenayah Retail Stores Private Limited	0.08	0.28
Mohey Fashions Private Limited	0.03	0.03
Vandana Enterprise	0.16	0.13
Tarun Puri	0.01	-
Abanti Mitra	0.05	0.01
Sunish Sharma	0.07	-
Manish Mahendra Choksi	-	0.01
Total	**0.40**	**0.46**
Security Deposit Received		
Shenayah Retail Stores Private Limited	20.50	12.50
Vandana Enterprise	5.10	6.50
Total	**25.60**	**19.00**
Security Deposit Refunded		
Vandana Enterprise	-	4.25
Shenayah Retail Stores Private Limited	0.75	0.50
Total	**0.75**	**4.75**
Salary to close member of KMP		
Vedant Modi	5.12	4.15
Total	**5.12**	**4.15**

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

46 Related party disclosures (Contd.)

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Dividend Paid (Gross)		
Ravi Modi	15.19	8.44
Shilpi Modi	23.90	13.28
Usha Devi Modi*	0.00	-
Navin Pareek	0.07	0.02
Rahul Murarka	0.12	0.06
Ravi Modi HUF	349.93	194.41
Ravi Modi Family Trust	1,249.73	814.21
	1,638.94	**1,030.42**
Fees to Independent Director (including sitting fees)		
Manish Mahendra Choksi	3.00	3.00
Tarun Puri	3.00	3.00
Abanti Mitra	3.00	3.00
Sunish Sharma	3.00	3.00
Total	**12.00**	**12.00**
IPO Expense incurred on behalf of selling shareholders [46.1]	-	51.63
Total	**-**	**51.63**

*Amount is below the rounding off norms adopted by the Group.

All transactions with related parties are priced on an arm's length basis.

The receivables from and payables to related parties are set out below:

Particulars		As at March 31, 2024	As at March 31, 2023
Receivable from:			
Pranit Fashions	Trade receivables	2.41	2.86
Shenayah Retail Stores Private Limited	Trade receivables	139.40	106.07
Vandana Enterprise	Trade receivables	54.96	43.34
Sub Total		**196.77**	**152.27**
IPO Expense Recoverable from selling share holder[46.1]	IPO Expenses Recoverable in cash or kind	-	0.15
Total		**196.77**	**152.42**
Payable to:			
Ravi Modi	Director's Remuneration payable	3.38	23.46
Shilpi Modi	Director's Remuneration payable	2.25	15.64
Sunish Sharma		2.05	2.39
Abanti Mitra		1.63	2.10
Manish Mahendra Choksi		1.26	2.14
Tarun Puri		1.39	0.03
Total		**11.96**	**45.76**
Security Deposit Taken:			
Shenayah Retail Stores Private Limited		67.25	47.50
Vandana Enterprise		24.85	19.75
Pranit Fashions		1.20	1.20
Total		**93.30**	**68.45**

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

46 Related party disclosures (Contd.)

(C) Remuneration of key management personnel

The remuneration of key management personnel and a relative of key management personnel of the Group are set out below in aggregate for each of the categories specified in Ind AS 24 'Related party disclosures'.

Particulars	For the year ended	
	March 31, 2024	March 31, 2023
Salary & Allowances*		
Ravi Modi	44.84	82.01
Shilpi Modi	29.89	54.67
Total Directors' Remuneration	**74.73**	**136.68**
Navin Pareek	3.65	3.16
Rahul Murarka	7.86	6.92
Total KMP Remuneration	**86.24**	**146.76**

* Salary & Allowances excludes Group's contribution (if any) towards retirement benefits and employee stock options scheme since those are ascertained for the Group as a whole.

Balance of Retirement Benefit of KMP's and a relative of KMP is INR 3.87 million as on March 31, 2024 (INR 4.44 million as on March 31, 2023)

All transactions with related parties are priced on an arm's length basis.

46.1 During the previous year March 31, 2023 Certain IPO expenses paid/payable under the terms of the Offer Agreement jointly executed by the Holding Company, the selling shareholders and Book Running Lead Managers (BRLMs) shall be borne by the selling shareholders and are being/will be paid out of the Public Offer Account directly and hence, not recognised in these Consolidated financial results.

The following are the details of the transactions eliminated on consolidation as per Ind AS 24 read with ICDR Regulations during the year ended March 31, 2024 and March 31, 2023.

Particulars	As at and for the year ended	
	March 31, 2024	March 31, 2023
Transaction by the Holding Company with other Group Companies		
Sale of products (net of returns) (including taxes)		
Manyavar Creations Private Limited	15.31	172.93
Rent income (including taxes)		
Manyavar Creations Private Limited	0.07	0.07
Recovery of expenses (including taxes) (electricity and other charges)		
Manyavar Creations Private Limited	0.08	0.68
Reimbursement of Expenses (Rent, etc) (including taxes)		
Manyavar Creations Private Limited	2.27	18.88
Transfer of Liability (Gratuity & other liabilities)		
Manyavar Creations Private Limited	0.35	0.94
Transfer of Security deposit given		
Manyavar Creations Private Limited	0.04	12.87
Transfer of Security deposit taken		
Manyavar Creations Private Limited	3.04	-
Purchase of property, plant & equipment		
Manyavar Creations Private Limited	-	3.83
Advance from Customers		
Manyavar Creations Private Limited	-	25.66
Receivable from:		
Manyavar Creations Private Limited	2.80	-

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

46 Related party disclosures (Contd.)

Particulars	As at and for the year ended	
	March 31, 2024	March 31, 2023
Transaction by Manyavar Creations Private Limited with Holding Company		
Purchase of traded goods	15.31	172.93
Rent expense	0.07	0.07
Reimbursement of expenses	0.08	0.68
Recovery of expenses	2.27	18.88
Transfer of Liability (Gratuity & other liabilities)	0.35	0.94
Transfer of Security deposit given	0.04	12.87
Transfer of Security deposit taken	3.04	-
Sale of property, plant & equipment	-	3.83
Advances given	-	25.66
Trade payables	2.80	-
All transactions with related parties are priced on an arm's length basis.		

47 Financial Instruments

Financial risk management objectives and policies

This section gives an overview of the significance of financial instruments for the Group and provides additional information on the Balance Sheet. Details of significant accounting policies, including the criteria for recognition, the basis of measurement and the basis on which income and expenses are recognised, in respect of each class of financial assets and financial liabilities are disclosed in Note 3.

Financial assets and liabilities as at

Particulars	As at March 31, 2024			
	Fair value through profit or loss	Fair value through other comprehensive income	Amortised Cost	Carrying Value
Financial Assets				
Investments	5,563.60	3,415.15	613.46	**9,592.21**
Trade receivables*	-	-	5,645.21	**5,645.21**
Cash and cash equivalents*	-	-	216.97	**216.97**
Other bank balances*	-	-	0.13	**0.13**
Other financial assets*	-	-	936.71	**936.71**
Total	**5,563.60**	**3,415.15**	**7,412.48**	**16,391.23**
Financial Liabilities				
Non-current security deposits*	-	-	1,225.37	**1,225.37**
Lease liabilities	-	-	4,444.19	**4,444.19**
Trade payables*	-	-	890.79	**890.79**
Other financial liabilities*	0.34	-	288.72	**289.06**
Total	**0.34**	**-**	**6,849.07**	**6,849.41**

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

47 Financial Instruments (Contd.)

Particulars	As at March 31, 2023			
	Fair value through profit or loss	Fair value through other comprehensive income	Amortised Cost	Carrying Value
Financial Assets				
Investments	6,625.42	1,245.92	-	**7,871.34**
Trade receivables*	-	-	4,734.43	**4,734.43**
Cash and cash equivalents*	-	-	97.45	**97.45**
Other bank balances*	-	-	2.61	**2.61**
Other financial assets*	0.05	-	796.26	**796.31**
Total	**6,625.47**	**1,245.92**	**5,630.75**	**13,502.14**
Financial Liabilities				
Non-current security deposits*	-	-	1,064.18	**1,064.18**
Lease liabilities	-	-	2,933.81	**2,933.81**
Trade payables*	-	-	858.82	**858.82**
Other financial liabilities*	-	-	367.02	**367.02**
Total	**-**	**-**	**5,223.83**	**5,223.83**

* The carrying amount of the Group's financial assets and financial liabilities are reasonable approximation of their fair value and hence the Group has not disclosed the fair values.

48 Fair Value Hierarchy

The table shown below analyses financial instruments carried at fair value, by valuation method. The different levels have been defined below:

Level 1: unquoted/quoted prices (unadjusted) in active markets and net asset value (NAV) for identical assets or liabilities

Level 2: inputs other than quoted prices included within 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)

Particulars	Fair Value measuring at the end of the reporting year using			As at March 31, 2024
	Level 1	Level 2	Level 3	Total
Financial assets				
Investments in mutual funds	3,888.93	-	-	3,888.93
Investments in bonds and debentures	5,089.82	-	-	5,089.82
Total	**8,978.75**	**-**	**-**	**8,978.75**
Financial Liabilities				
Derivative instruments	-	0.34	-	0.34
	-	**0.34**	**-**	**0.34**

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

48 Fair Value Hierarchy (Contd.)

Particulars	Fair Value measuring at the end of the reporting year using			As at March 31, 2023
	Level 1	Level 2	Level 3	Total
Financial assets				
Investments in mutual funds	3,795.97	-	-	3,795.97
Investments in bonds and debentures	4,075.37	-	-	4,075.37
Derivative instruments	-	0.05	-	0.05
Total	**7,871.34**	**0.05**	**-**	**7,871.39**

a) Financial assets and liabilities at fair value are reported at amounts that would be received from sale of an asset and amount of resource to be utilised for settlement of a liability respectively in an orderly transaction between market participants.

b) Derivative instruments - Forward Rate Contracts: The fair value is determined using Level 2 inputs. The Group uses derivative instruments as part of its management of exposure to fluctuations in foreign currency exchange rates. All derivative financial instruments are measured at fair value, generally based on quotations obtained from banks.

c) Trade receivables, cash and cash equivalents, other bank balances, other financial assets, non current deposits, trade payables, lease liabilities and other financial liabilities: Approximate their carrying amounts largely due to the short-term maturities of these instruments. Fair value of investments in mutual funds are on the basis of net asset value as declared by mutual fund house as on the Balance Sheet date.

d) There has been no transfer between level 1, level 2 and level 3 during the above years.

49 Financial Risk Management

The Group's activities expose it to variety of financial risks: market risk, credit risk and liquidity risk. The Group's focus is to forsee the unpredictability of markets and seek to minimize potential adverse effects on its financial performance. The primary market risk to the Group is commodity price risk. The Group uses forward contracts to mitigate foreign exchange related risk exposures.

a) Market Risk

Market risk is the risk that changes in market prices – e.g. foreign exchange rates, interest rates and equity prices – will affect the Group income or the value of its holdings of financial instruments. The objective of market risk management is to manage and control market risk exposures within acceptable parameters, while optimising the return.

Currency Risk

The Group operates both in domestic and international market and consequently the Group is exposed to foreign exchange risk through its sales in overseas countries. The Group holds forward contracts such as foreign exchange forwards to mitigate the risk of changes in exchange rates on foreign currency exposures.

Exposure to Currency risk

The following table analyses foreign currency risk from financial instruments:

Particulars	As at March 31, 2024	As at March 31, 2023
Exposure Currency (USD)		
Trade receivables (INR in Million)[1]	59.06	24.16
Less: Forward Contracts outstanding	57.31	24.11
Net exposure	**1.75**	**0.05**
Exposure Currency (CAD)		
Trade receivables (INR in Million)[2]	0.09	0.10

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

49 Financial Risk Management (Contd.)

(1) For the year ended March 31, 2024, every percentage appreciation/depreciation in the exchange rate between the Indian rupee and USD, would increase/decrease the Group's profit before tax by approx. INR 0.02 Million (INR 0.00 Million for the year ended March 31, 2023) and increase/decrease in equity by INR 0.01 Million (INR 0.00 Million for the year ended March 31, 2023).

(2) For the year ended March 31, 2024, every percentage appreciation/depreciation in the exchange rate between the Indian rupee and CAD, would increase/decrease the Group's profit before tax by approx. INR 0.00 Million (INR 0.00 Million for the year ended March 31, 2023) and increase/decrease in equity by INR 0.00 Million (INR 0.00 Million for the year ended March 31, 2023).

Derivative Financial Instruments

The Group uses derivative instruments as part of its management of exposure to fluctuations in foreign currency exchange rates. The Group does not acquire or issue derivative financial instruments for trading or speculative purposes. The Group does not enter into complex derivative transactions to manage the treasury risks. Treasury derivative transactions are in the form of forward contracts and these are subject to the Group's guidelines and policies.

All derivative financial instruments are recognized as assets or liabilities on the balance sheet and measured at fair value, generally based on quotations obtained from banks. The accounting for changes in the fair value of a derivative instrument depends on the intended use of the derivative and the resulting designation. The fair values of all derivatives are separately recorded in the balance sheet within current assets and liabilities.

The Group uses derivative instruments as part of its management of exposures to fluctuations in foreign currency exchange rates. The use of derivatives can give rise to credit and market risk. The Group tries to control credit risk as far as possible by only entering into contracts with reputable banks and financial institutions. The use of derivative instruments is subject to limits, authorities and regular monitoring by appropriate levels of management. The limits, authorities and monitoring systems are periodically reviewed by management. The market risk on derivatives is mitigated by changes in the valuation of the underlying assets, liabilities or transactions, as derivatives are used only for risk management purposes.

The table below analyses the derivative financial instruments into relevant maturity groupings based on the remaining maturity period.

Particulars	As at March 31, 2024	As at March 31, 2023
Less than 1 year		
Forward contract - to cover export receivables (Amount in USD Million)	0.69	0.29

Commodity Price Risk

The Group is affected by price volatility of its key raw materials and traded goods. Its operating activities requires a continuous supply of key material for manufacturing products. The Group's procurement department continuously monitor the fluctuation in price and take necessary action to minimize its price risk exposure.

Interest rate Risk

The Company is debt-free and the exposure to interest rate risk from the perspective of Financial Liabilities is negligible. Further, treasury activities, focused on managing investments in debt instruments, are centralised and administered under a set of approved policies and procedures guided by the tenets of safety, liquidity and returns. This ensures that investments are only made within acceptable risk parameters after due evaluation.

Price Risk

The Group's businesses are subject to certain risks and uncertainties including financial risks. Group has invested in bonds, debentures and mutual funds. To manage its price risk arising from investments, the Group diversifies its portfolio. The investments are susceptible to market price risk, mainly arising from changes in the interest rates or market yields which may impact the return and value of such investments.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

49 Financial Risk Management (Contd.)

b) Credit Risk

Credit risk refers to the risk of default on its obligation by the counterparty resulting in a financial loss. The maximum exposure to the credit risk at the reporting date is primarily from trade receivables amounting to INR 5,645.21 Million and INR 4,734.43Million as at March 31, 2024 and March 31, 2023 respectively. Trade receivable includes both secured and unsecured receivables and are derived from revenue earned from domestic and overseas customers. Credit risk has always been managed by the Group through taking security deposits and bank guarantees from customers, credit approvals, establishing credit limits and continuously monitoring the creditworthiness of customers to which the Group grants credit terms in the normal course of business. An impairment analysis is performed at each reporting date on an individual basis based on historical data of credit losses.

Credit risk on cash and cash equivalents including other bank balances, investment in mutual funds and debt securities is limited as the Company generally invest in deposits with banks, financial institutions and counterparties with high credit ratings assigned by international and domestic credit rating agencies.

For ageing analysis of the trade receivables, refer Note 13.

Credit risk exposure

The allowance for lifetime expected credit loss on customer balances amounts to INR 44.26 million and INR 42.31 million as at year ended March 31, 2024 and March 31, 2023 respectively.

c) Liquidity Risk

The Group's principal sources of liquidity are cash and cash equivalents and the cash flow that is generated from operations as well as investment in mutual funds, fixed deposits, bonds and debentures. The Group believes that the working capital is sufficient to meet its current requirements. Accordingly, no liquidity risk is perceived.

The table below provides details regarding the contractual maturities of significant financial liabilities.

Particulars	Contractual Cash Flows		Carrying Amount	
	As at March 31, 2024	As at March 31, 2023	As at March 31, 2024	As at March 31, 2023
Less than 1 year				
Trade payables	890.79	858.82	890.79	858.82
Lease Liabilities	1,517.38	1,181.82	1,177.70	975.50
Other financial liabilities	129.13	211.76	289.06	367.02
	2,537.30	**2,252.40**	**2,357.55**	**2,201.34**
Between 2 to 3 year				
Lease Liabilities	2,521.93	1,568.88	2,132.85	1,357.31
Other financial liabilities	226.54	172.95	191.91	143.40
	2,748.47	**1,741.83**	**2,324.76**	**1,500.71**
More than 3 year				
Lease Liabilities	1,210.35	638.25	1,133.64	601.00
Other financial liabilities	1,868.28	1,598.83	1,033.46	920.78
	3,078.63	**2,237.08**	**2,167.10**	**1,521.78**
Total	**8,364.40**	**6,231.31**	**6,849.41**	**5,223.83**

50 Capital Management

The Group's capital management is driven by its policy to maintain a sound capital base to support the continued development of its business. The Board of Directors seeks to maintain a prudent balance between different components of the Group's capital. The Group monitors capital using a gearing ratio, which is net debt divided by total capital. Net debt is defined as current and non- current borrowings less cash and cash equivalents and current investments. Excess cash and bank balance has been invested by the Group in fixed deposits, bonds, debentures and mutual funds.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

50 Capital Management (Contd.)

Particulars	As at March 31, 2024	As at March 31, 2023
Share capital	242.87	242.78
Other equity	15,775.93	13,756.02
Equity (A)	**16,018.80**	**13,998.80**
Cash and cash equivalents	216.97	97.45
Current investments	6,042.93	6,176.85
Other bank balances	0.13	2.61
Total fund (B)	**6,260.03**	**6,276.91**
Lease Liabilities (F)	4,444.19	2,933.81
Total debt (C)	**4,444.19**	**2,933.81**
Net debt (D=(C-B))	**(1,815.84)**	**(3,343.10)**
Total capital (equity + net debt)	**14,202.96**	**10,655.70**
Net debt to equity ratio (E=D/A)	*	*
Net debt (excluding lease liabilities) [G=(D-F)]	**(6,260.03)**	**(6,276.90)**
Net debt to equity ratio (excluding lease liabilities)	*	*

* Net debt is negative and hence not applicable.

50.1 The Group is having cash credit facility and the same carries interest rate ranging from 8.00% to 9.75% p.a as on March 31, 2024 (March 31, 2023 - 8.00% to 8.20% p.a). Cash credit facility is unsecured. The facility is unutlised as on March 31, 2024 and March 31, 2023.

51 Segment Reporting :

Based on the Group`s operating structure and information provided to the Chief Operating Decision Maker (CODM) for his review of performance and allocation of resources, the Group has only one reporting segment i.e. branded fashion apparel and accessories.

(i) The geographical information considered for disclosure are - India and Overseas

Particulars	Revenue from Operations	
	For the year ended March 31, 2024	For the year ended March 31, 2023
India	13,354.02	13,270.89
Overseas	321.30	278.41
Total	**13,675.32**	**13,549.30**

The following table shows the carrying amount of segment assets by geographical area to which these areas are attributable :

Particulars	Carrying amount of assets*	
	As at March 31, 2024	As at March 31, 2023
India	6,798.13	5,951.19
Overseas	-	-
Total	**6,798.13**	**5,951.19**

* Carrying amount of non current assets is excluding financial assets and deferred tax assets.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

51 Segment Reporting : (Contd.)

(ii) Disaggregated revenue information

For disaggregation of revenue, refer Note 31.1

(iii) The Group is not reliant on revenue from transaction with any single customer and does not receive 10% or more of its revenue from transaction with any single customer.

52 Share based payments

The Holding Company has an Employee Stock Option Scheme 2018 ("ESOP") as approved by the shareholders at their extra ordinary general meeting held on September 3, 2018. The ESOP scheme includes both tenure based and performance based stock options. The performance conditions attached to the option is measured by comparing Holding Company's performance in terms of revenue and profit before tax over the performance period with budgeted revenue and budgeted profit before tax respectively as defined in the Scheme, and individual employee performance.

Vesting Conditions	Exercise Period	Tranches	Date of Grant	Numbers of options granted	Exercise Price per share
On continued employment with the Holding Company and achievement of performance parameters over a period of 2 to 4 years from the date of grant.	10 years from the date of grant of stock options	Tranche 1	September 3, 2018	3,32,124	344
		Tranche 2	December 21, 2018	13,663	344
		Tranche 4	December 18, 2020	32,193	685
		Tranche 5	September 4, 2021	4,95,140	400
		Tranche 6	January 25, 2024	25,058	858

Notes to Consolidated Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

52 Share based payments (Contd.)

Movement of Options Granted

The movement of the options for the year is as given below:

Particulars	Tranche 1		Tranche 2		Tranche 4		Tranche 5		Tranche 6	
	Stock Options (Numbers)	Weighted Average exercise price (Price per option)	Stock Options (Numbers)	Weighted Average exercise price (Price per option)	Stock Options (Numbers)	Weighted Average exercise price (Price per option)	Stock Options (Numbers)	Weighted Average exercise price (Price per option)	Stock Options (Numbers)	Weighted Average exercise price (Price per option)
Options exercisable as at March 31, 2022	**1,16,437**	**172**	**9,292**	**172**	**56,064**	**343**	**4,57,896**	**400**	**-**	**-**
Options exercised during the year	(60,058)	172	(8,985)	172	(7,858)	343	-	-	-	-
Options lapsed during the yaer (Unvested)	(6,484)	172	(307)	172	(22,876)	343	(29,954)	400	-	-
Options exercisable as at March 31, 2023	**49,895**	**172**	**-**	**-**	**25,330**	**343**	**4,27,942**	**400**	**-**	**-**
Options granted during the year	-	-	-	-	-	-	-	-	25,058	858
Options exercised during the year	(20,024)	172	-	-	(5,680)	343	(64,169)	400	-	-
Options lapsed during the year (Unvested)	-	-	-	-	(8,093)	343	(25,428)	400	-	-
Options exercisable as at March 31, 2024	**29,871**	**172**	**-**	**-**	**11,557**	**343**	**3,38,345**	**400**	**25,058**	**858**

The weighted-average share price at the date of exercise for share options exercised in year ended March 31, 2024 was INR 1,210.43 (March 31, 2023: INR 1,342.78). The weighted-average remaining contractual life of outstanding options as at 31 March 2024 and 31 March 2023 is 7.34 year and 8.10 years.

52.1 There were 1,01,192 (post split) number of vested options as on March 31, 2024 (March 31, 2023 - 52,523 (post split) options were vested). Also no vested options lapsed at the end of each reporting date.

52.2 There were no options forfeited in any of the reporting year.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

52 Share based payments (Contd.)

Fair Valuation:

The fair valuation of options was carried out by an independent valuer using Black Scholes Model. The various inputs and assumptions considered in the pricing model at grant date for the stock options granted under ESOP Scheme 2018 are as under.

Particulars	Tranche 1 & 2	Tranche 4	Tranche 5*	Tranche 6*
Risk Free interest rate (%)	7.95	6.18	6.18	7.17
Option Life (Years)	7	7	7	7
Expected Volatility (%)	37	43	43	43
Fair value (in INR per option)	190.00	660.00	310.50	630.00
Share price at options grant date (in INR per share)	344.97	1,008.80	504.40	1,125.05
Expected annual dividend (%)	-	-	-	1.40

* During the financial year 21-22, pursuant to a resolution passed by the Board of Directors and a resolution passed by the Company's equity shareholders in the Extra-ordinary General Meeting held on July 16, 2021, the Holding Company had split face value of its equity shares from INR 2 per equity share to INR 1 per equity share. The details mentioned in above table for Tranch 5 & Tranch 6 is post split.

Effect of the above employee share-based payment plan on the statement of profit and loss and on its financial position:

Particulars	For the year ended March 31, 2024	For the year ended March 31, 2023
Employee Compensation Cost pertaining to share-based payment plans (in INR Million)	30.66	42.87

53 Group Information

Particulars	Country of incorporation	Principal activities	As at March 31, 2024 % of Holding	As at March 31, 2023 % of Holding
Subsidiary				
i) Manyavar Creations Private Limited	India	Trading of branded fashion apparel and accessories	100%	100%

53.1 As on the Balance Sheet date, there are no subsidiaries that have non-controlling interests.

Notes to Consolidated Financial Statements as at and for year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

54 Additional Information

Information as at and for the year ended March 31, 2024

Name of the entity in Group	Net Assets i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent:								
Vedant Fashions Ltd	99.72%	15,974.48	100.10%	4,145.74	99.38%	1.61	100.10%	4,147.35
Subsidiary:								
Manyavar Creations Private Ltd	1.54%	246.78	(0.12%)	(5.01)	0.62%	0.01	(0.12%)	(5.00)
	101.26%	**16,221.26**	**99.98%**	**4,140.73**	**100.00%**	**1.62**	**99.98%**	**4,142.35**
Intercompany elimination and consolidation adjustments	(1.26%)	(202.46)	0.02%	0.99	-	-	0.02%	0.99
Total	**100.00%**	**16,018.80**	**100.00%**	**4,141.72**	**100.00%**	**1.62**	**100.00%**	**4,143.34**

Information as at and for the year ended March 31, 2023

Name of the entity in Group	Net Assets i.e., total assets minus total liabilities		Share in profit or loss		Share in other comprehensive income		Share in total comprehensive income	
	As % of consolidated net assets	Amount	As % of consolidated profit or loss	Amount	As % of consolidated other comprehensive income	Amount	As % of consolidated total comprehensive income	Amount
Parent:								
Vedant Fashions Ltd	99.65%	13,950.47	98.55%	4,228.91	99.86%	36.33	98.56%	4,265.24
Subsidiary:								
Manyavar Creations Private Ltd	1.80%	251.78	1.37%	58.67	0.14%	0.05	1.36%	58.72
	101.45%	**14,202.25**	**99.92%**	**4,287.58**	**100.00%**	**36.38**	**99.92%**	**4,323.96**
Intercompany elimination and consolidation adjustments	(1.45%)	(203.45)	0.08%	3.50	-	-	0.08%	3.50
Total	**100.00%**	**13,998.80**	**100.00%**	**4,291.08**	**100.00%**	**36.38**	**100.00%**	**4,327.46**

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

55 No funds have been advanced or loaned or invested (either from borrowed funds or share premium or any other sources or kind of funds) by the Group to or in any other person(s) or entity(ies), including foreign entities ("Intermediaries") with the understanding, whether recorded in writing or otherwise, that the Intermediary shall lend or invest in party identified by or on behalf of the Group (Ultimate Beneficiaries). The Group has not received any fund from any party(s) (Funding Party) with the understanding that the Group shall whether, directly or indirectly lend or invest in other persons or entities identified by or on behalf of the Group ("Ultimate Beneficiaries") or provide any guarantee, security or the like on behalf of the Ultimate Beneficiaries.

56 Critical estimates and judgements in applying accounting policies

The management believes that the estimates used in preparation of the financial statements are prudent and reasonable. Information about estimates and judgements made in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

i) Revenue Recognition

Management applies following criteria to determine the point of revenue recognition:

(a) The Group has a present right to payment for the product if a Customer/ Franchisee is presently obliged to pay for an product in accordance with the terms of the agreement.

(b) The Customer/ Franchisee has legal title to the product

(c) The Group has transferred physical possession of the product

(d) The Customer/ Franchisee has the significant risks and rewards of ownership of the product

(e) The Customer/ Franchisee has accepted the product

Based on the evaluation of the aforementioned criteria, the Group recognises revenue when the good are delivered to the Customer/ Franchisee.

The Group updates its assessment of expected returns based on the best estimates and judgements and the refund liabilities are adjusted accordingly. Estimates of expected returns are sensitive to changes in circumstances & judgements and the Group's past experience regarding returns may not be representative of customers' actual returns in the future. As at March 31, 2024, the amount recognised as refund liabilities for the expected returns is INR 1,083.20 Million and corresponding right of return asset is INR 358.91 Million (March 31, 2023: expected returns was INR 1,070.52 Million and corresponding right of return asset is INR 364.46 Million)

ii) Property, plant and equipment and useful life of property, plant and equipment and intangible assets

The carrying value of property, plant and equipment and intangible assets (excluding brand & goodwill) is arrived at by depreciating the assets over the useful life of assets. The estimate of useful life is reviewed at the end of each financial year and changes are accounted for prospectively.

iii) Impairment of non-financial assets (including intangible assets)

Impairment exists when the carrying value of an asset or cash generating unit exceeds its recoverable amount, which is the higher of its fair value less costs of disposal and its value in use. The fair value less costs of disposal calculation is based on available data from binding sales transactions, conducted at arm's length, for similar assets or observable market prices less incremental costs for disposing of the asset. The value in use calculation is based on a discounted cash flow model. The recoverable amount is sensitive to the discount rate used for the discounted cash flow model as well as the expected future cash-inflows and the growth rate used for extrapolation purposes. These estimates are most relevant to the goodwill and brand.

iv) Estimation of provisions and contingencies

The assessments undertaken in recognising provisions and contingencies have been made in accordance with the applicable Ind AS. A provision is recognized if, as a result of a past event, the Group has a present legal or constructive obligation that can be estimated reliably, and it is probable that an outflow of economic benefits will be required to settle the obligation. Where the effect of time value of money is material, provisions are determined by discounting the expected future cash flows.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

56 Critical estimates and judgements in applying accounting policies (Contd.)

In the normal course of business, contingent liabilities may arise from litigation and other claims against the Group. There are certain obligations which management has concluded, based on all available facts and circumstances, are not probable of payment or are very difficult to quantify reliably, and such obligations are treated as contingent liabilities and disclosed in the notes but are not reflected as liabilities in the financial statements. Although there can be no assurance regarding the final outcome of the legal proceedings in which the Group is involved, it is not expected that such contingencies will have a material effect on its financial position or profitability.

v) Defined benefit plan

The cost of the defined benefit gratuity plan and the present value of the gratuity obligation are determined using actuarial valuations. An actuarial valuation involves making various assumptions that may differ from actual developments in the future. These include the determination of the discount rate, future salary increases and mortality rates. Due to the complexities involved in the valuation and its long-term nature, a defined benefit obligation is highly sensitive to changes in these assumptions. All assumptions are reviewed at each reporting date. The parameter most subject to change is the discount rate. In determining the appropriate discount rate for plans operated in India, the management considers the interest rates of government bonds in currencies consistent with the currencies of the post-employment benefit obligation. The mortality rate is based on publicly available mortality table. Those mortality tables tend to change only at interval in response to demographic changes. Future salary increases and gratuity increases are based on expected future inflation rates. (Refer Note 43)

vi) Leases

The Group determines the lease term as the non-cancellable term of the lease, together with any periods covered by an option to extend the lease if it is reasonably certain to be exercised, or any periods covered by an option to terminate the lease, if it is reasonably certain not to be exercised. The Group has several lease contracts that include extension and termination options. The Group applies judgement in evaluating whether it is reasonably certain to exercise the option to renew or terminate the lease. It considers all relevant factors that create an economic incentive for it to exercise either the renewal or termination. After the commencement date, the Group reassesses the lease term if there is a significant event or change in circumstances that is within its control and affects its ability to exercise or not to exercise the option to renew or to terminate.

vii) Share-based payment

The Group uses the most appropriate valuation model depending on the terms and conditions of the grant, including the expected life of the share option and volatility. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed in Note 52.

viii) Fair Value Measurements

Management applies valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

ix) Recoverability of Deferred Tax Assets

Deferred tax assets are recognised for unused tax losses including capital losses to the extent it is probable that taxable future profit/capital gains will be available against which applicable losses can be utilised. Significant management judgement is required to determine the amount of deferred tax assets that can be recognised, based upon the likely timing and the level of future taxable profits together with future tax planning strategies. Deferred tax assets on Long term capital loss have not been recognised in the absence of certainity of availability of adequate future long term capital gains for set off. Further details on taxes are disclosed in Note 8 and Note 23.

57 The Board of Directors of the Holding Company at it's meeting held on January 25, 2024 approved a scheme of amalgamation of Manyavar Creations Private Limited ("the Transferor Company), a wholly owned subsidiary, with the Company ("the Transferee Company"). The Company is in the process of obtaining necessary approvals for amalgamation from relevant regulatory authority.

Notes to Consolidated Financial Statements as at and for the year ended March 31, 2024

(All amounts are in INR Million, unless otherwise stated)

58 Subsequent event

There are no material non-adjusting events after the reporting period till the date of issue of these financial statements (i.e. April 30, 2024) which require disclosure in consolidated financial statements.

In terms of our report attached of the even date

For B S R & Co. LLP
Chartered Accountants
ICAI Firm registration number: 101248W/W-100022

Seema Mohnot
Partner
Membership No. 060715

Place: Kolkata
Date: April 30, 2024

Vedant Fashions Limited
For and on behalf of the Board of Directors

Ravi Modi
Chairman and Managing Director
DIN : 00361853

Shilpi Modi
Wholetime Director
DIN : 00361954

Rahul Murarka
Chief Financial Officer

Navin Pareek
Company Secretary
ICSI Membership No. F10672

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— LIMITED —

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